

**In the Name of God,  
Most Merciful & Compassionate**

**Amended and Restated By-Laws  
Of  
Greater San Diego  
Muslim Community Center**

**Revision 12.0**

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Praise be to God as He deserves to be praised. Peace and blessings upon Prophet Muhammad, and all of God's Prophets. May God forgive our errors. May we be blessed with true guidance and honest intention in our humble efforts to serve the Muslim community of greater San Diego with the founding of this Muslim Community Center. Ameen.

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## Article 1. Definitions

**MCC:** Greater San Diego Muslim Community Center, a Non-Profit Religious Corporation

**GM:** General Membership

**BOD:** Board of Directors

**Chairman:** Whenever there is a reference to "Chairman" it shall be understood that it also means "Chairperson." Whenever there is a reference to "He," "His," "Him," it shall be understood that it will also mean "She," "Hers," or "Her."

**Ex-Officio Member of the Board:** Refers to those persons whose membership is by virtue of an office or committee chairmanship held in MCC or its sub groups and organizations. They are required to attend board meetings. They have the right to debate the issues presented, but not to make motions or vote at BOD sessions.

**Ad-Hoc Committee:** The founding group of MCC

**Founding Membership:** Those members who joined MCC from January 14<sup>th</sup>, 2001 through the 2<sup>nd</sup> Friday of the opening of MCC facility.

**Transitional Board:** Temporary BOD formed by the Ad-Hoc Committee to operate MCC only for the first year of its inception.

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

## **Article 2. Name**

The name of this organization shall be the Greater San Diego Muslim Community Center, a religious non-profit corporation.

## **Article 3. Offices**

### **Section 3.01 Principal Office**

The principal office for the transaction of the business of this corporation is located at 14698 Via Fiesta, San Diego, CA 92127

### **Section 3.02 Other Offices**

The corporation may have additional offices or may change its office to such other places, within or outside the State of California where it is qualified to do business, as its business may require and as the BOD may from time to time designate

### **Section 3.03 Lease with GSDMCC Foundation**

The lease with GSDMCC Foundation must be for a term of at least Ten (10) years and be renewable at MCC's option, must carry a nominal fee to cover the operating expenses of the corporation but not to exceed twelve-thousand dollars (\$12,000) per month till the Sharia Compliant Loan of \$2.3 million with Devon Bank is paid off.

The GSDMCC Foundation Board shall cause an annual report to be furnished to the Directors of MCC not later than one hundred twenty (120) days after the close of the GSDMCC Foundation's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of an authorized Officer of the GSDMCC Foundation that such statements were prepared without audit from the books and records of the GSDMCC Foundation. The annual report shall contain appropriate details of the following:

- 6.6.1** The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- 6.6.2** The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- 6.6.3** The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- 6.6.4** The expenses or disbursements of the Corporation, for both general and restricted purposes, for the fiscal year.

After the retirement of Sharia Compliant Loan, the lease with GSDMCC Foundation must be for a term of at least thirty (30) years and be renewable at MCC's option, must carry a nominal fee to cover the operating expenses of the corporation but not to exceed one-thousand two-hundred and fifty dollars (\$1,250) per month.

All future changes to the 30-year term & monthly rent of one-thousand two-hundred and fifty dollars (\$1,250) must be approved by two-thirds (2/3) vote of the Board of Directors of MCC and ratified by two-third (2/3) vote of the MCC General Membership.

## **Article 4. Ideology, Mission, and Operating Principles**

This corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3). In the context of this general purpose, MCC shall have the following ideology, mission and operating principles:

### **Section 4.01 Our Understanding of Islam**

#### **A. Its Creed**

### **Section 4.02 The essence of Islam is the Oneness and Uniqueness of God**

He is as He describes Himself, “**Nothing is like unto Him,**” (42:11). He is the only absolute, merciful and compelling Creator and Sustainer of the universe. Everything in existence is created by Him and is subject to His Will and Guidance. He is eternal without beginning or end. His attributes are infinite and manifest in His creation.

### **Section 4.03 God has sent prophets and messengers to guide humanity to Islam**

All prophets have come with the same essential teaching and guidance. The seal of prophethood is Prophet Muhammad, peace be upon him (pbuh). The Prophet’s mission is universal and eternal.

#### **A. Its Core Values**

- i. Mercy that is eternal, universal, and unlimited, “*And We have sent you as a mercy to all the worlds.*” (21:107)
- ii. Justice that does not tilt or swerve, “*O you who have attained to faith be ever steadfast in upholding equity, bearing witness to the truth for the sake of God, even if it is against your own selves or your ancestors and kinsfolk. Whether the person concerned is rich or poor, God's claim takes precedence over either of them. Do not then follow your own desires lest you swerve from justice. And if you distort [the truth] God is indeed aware of all that you do.*” (4:135)
- iii. Respect and Dignity is bestowed on the entire human race without discrimination. “*Indeed, We have conferred dignity on the children of Adam, and borne them over land and sea, and provided for them sustenance out of the good things of life and favored them above all of Our creation.*” (17:70)
- iv. Freedom from tyranny, compulsion or intimidation. “*There shall be no coercion in matters of faith. The right guidance has been made clear from error. So whoever rejects the powers of evil and believes in God has indeed taken hold of the most secure of support. And God is all-hearing and all-knowing.*” (2:256)
- v. Peace is the normal and basic foundation of human relations. Peace should not be violated unless the alternative will be tyranny and oppression that cannot be stopped by other means. “*As for those who do not fight against you on account of your faith, and do not drive you away from your homes, God does not forbid you to show them kindness and to behave towards them with full equity for verily, God loves those who act equitably.*” (60:8) “*And if they incline toward peace, then you too should incline toward it and place your trust in God for verily He alone is all-hearing, all-knowing.*” (8:61)
- vi. Participation and accountability. “*And those who respond to their Sustainer and uphold prayers and*

*their matters are handled through mutual consultation among themselves.”* (42:38). According to the Prophetic tradition, “*Each of you is a Shepard and is accountable for your flock.*” And according to the precedence that was set by our master, Abu Bakr, upon succeeding the Prophet as the leader of the Muslim community, he made it absolutely clear in his first public statement to the people that he was accountable to the community and that they were to correct him if he ever fell into error.

- vii. Service to humanity. “*Verily, those who have attained to faith, as well as those who follow the Jewish faith, and the Christians, and the Sabians-all who believe in God and the Last Day and do righteous deeds-shall have their reward with their Sustainer; and no fear shall they have and neither shall they grieve.*” (2:62) “*And in whose wealth there is a rightful share for those in need and those who are deprived.*” (51:19)
- B. Its Sources are the Holy Qur'an and the unanimously agreed to, non-controversially relayed traditions of Prophet Muhammad (pbuh). Other traditions, man-made rules, and ethnic or cultural traditions, are temporal and fallible and are not considered by us as sources of Islam.

#### **Section 4.04 History**

The history of the Muslims and the different schools of thought offer valuable insights and opinions on the interpretation of the sources of Islam. We can selectively benefit from them at the present and in our drive for an ever-broader understanding of Islam.

- a) Its Law is the Sharia. Its aim is to realize the well-being of people in this life and the hereafter. Sharia defines and regulates our acts of worship and human dealings. Its Sources are the Qur'an, the Sunnah, and Ijtihad.

#### **Section 4.05 Mission**

Our Mission is to secure the future of Islam in America with Muslims who are distinguished in American society by their positive contributions and the setting of good example with their actions and behaviors to others.

#### **Section 4.06 Our Goals**

- A. The emergence of an American Muslim identity that will be the American part of the universal community (Ummah) of Islam. Our intent is to establish within America's pluralistic and inclusive society a Muslim community that loyally upholds, contributes, and serves American society and is guided and empowered by the teachings of the Qur'an and the model of Prophet Muhammad (pbuh).
- B. To embody Islam in institutions that can, through organized work, positively interact and cooperate with other communities in America and be an effective element of the global community.
- C. To effectively establish a solid Islamic foundation that can be passed along to the succeeding generations of American Muslims.

#### **Section 4.07 Our Approach**

- A. To offer effective models to American society showing Islam's universal appeal and applicability in modern society. “**This is nothing but a reminder to all the worlds.**”(38:87)
- B. To witness through involvement and presence. “**And truly strive as hard as you can in God's cause; it is**

**He who selected you and has laid no hardship upon you in matters of religion, this is the creed of your forefather Abraham who gave you the name Muslims before this time. The Prophet shall witness this before you and you shall witness this before all of humanity. So be uphold prayer and render the purifying dues, and hold fast unto God. He is your Friend and Protector; how excellent is He as a Protector and Friend and how excellent He is as a Supporter.” (22:78)**

- C. To form an effective team under the continuing leadership of Prophet Muhammad (pbuh) in order to guide humanity (beginning with ourselves) to the path of God with clarity and enlightenment. **“And pay heed to God and the Prophet that you may be graced with mercy.” (3:132)** imminent purpose of the Prophet’s mission. **“And you have only been sent as a mercy to all the worlds.” (21:107)**
- E. To uphold and defend justice without regard for our self-interest, alliances, conflicts, ethnic, religious, racial, or social preferences. **(4:135)**
- F. To strive and stand for the best interest of humanity. **“Those who, if we establish them firmly in this world, uphold prayer, give in charity, enjoin what is right and forbid what is wrong. And with God is the final outcome of all matters.” (22:41)**

#### **Section 4.08 Our Operating Principles**

- A. We believe in leadership that is accountable to the community and is there to serve the community. The leaders of MCC are servants not owners or rulers.
- B. We will be welcoming to Muslims and non-Muslims. Our center will be one that draws people to it. We want to attract people to come and know about Islam and Muslims.
- C. Schools of thought and particular practices are matters of personal preference, not MCC policy. We believe Islam is broad and inclusive and there are several dimensions of its expression.
- D. No particular political orientation. MCC is not a political organization and its political activities shall be limited, as provided in Article V of this corporation’s Articles of Incorporation. Political action may be a part of Islamic activity. However, our actions should be geared toward interest of Islam and Muslims in America. Pre-occupation with the politics of other countries leads to division, conflict, and chaos among our community. We will support just and humanitarian causes all over the world, and we will take stands on issues that affect our lives in America in a way that is consistent with the sources of our guidance.
- E. English is the official language of MCC. All activities will be conducted in English. We will teach Arabic as the language of the Qur'an and we will encourage people to learn it. In situations where an invited guest speaker does not speak English, it will be the responsibility of MCC to provide simultaneous translation capability for the audience.
- F. Unlimited participation for all people. We will neither demand nor inhibit participation of people as long as they uphold the by-laws and abide by them. We believe everyone has something valuable to contribute and we want people to feel comfortable to participate to the full extent of their capacity.
- G. Equal participation and shared responsibility of men and women. Both men and women are eligible for membership and to hold any office at MCC.

***“The believers, both men and women, are close to one another. They enjoin doing what is right and forbid doing what is wrong. They are constant in prayer, and they render the purifying dues, and they pay heed to God and His Messenger. It is they upon whom God will bestow His Mercy, verily God is almighty and wise.” (9:71)***

- H. We do not believe that segregation of the sexes is the guarantee of righteousness, rather it is guaranteed by modesty, decency, purity of heart, clarity of intention, and observance of the guidance of the Qur'an and teachings of the Prophet (pbuh). While we will advocate the codes and ethics of Islamic behavior, MCC believes there is no compulsion in religion and that consideration for the feelings of all human beings is important.
- I. MCC's role is to remind and not coerce or dictate to people. The MCC does not judge, classify, or discriminate against people. MCC will not, under any circumstances, question the faith or sincerity of any Muslim.
- J. Timeliness: We will respect people's time. We will start our activities and end them on time.
- K. Strict adherence to due process: We must give the by-laws of MCC a living presence by practicing its tenets. If we take shortcuts or do not show respect for the principles, guidelines, and processes of MCC decisions and financial condition, there must be an audit trail of all BOD meetings and decisions that is available to the GM for inspection.
- L. Action-oriented: We want the BOD and supporting committees to have effective power to act. We want to have clear objectives and plans and then give autonomy to the directors and committees to achieve results. There also needs to be an effective feedback loop to the BOD and GM in order to ensure that the activities of MCC are consistent with its By-laws.
- M. Organized teamwork: The leaders of MCC should encourage participation, and know how to build synergy on their committees. They should be active listeners, and they should acknowledge and encourage people for their positive contributions to the center.
- N. Positive engagement: We want to be recognized leaders in acts of charity and in support of just causes in American society. We also want to be active participants in inter-faith activities so that Islam will be visible in a positive light in America. We want to be considered as an integral part of America, not as foreign entity or a peculiar cult. Foreign entities will either be rejected or absorbed and will eventually vanish while cults are doomed to error and insignificance.
- O. Mutual support: We will stand for unity and cooperation with other Islamic centers and other institutions that support MCC. We do not believe that unity means sameness or consolidation of physical centers. Nor does unity mean total agreement on ideology or policy. There are many different needs in the community and each viable center will serve a particular set of needs and each center will stand for a particular ideology and set of principles. Unity is best expressed through cooperation and trust and the willingness to find common grounds among the different organizations serving the community. We will not waste our time and energy at MCC in arguments over controversial issues that cause divisiveness.
- P. Mutual respect: To attain respect we must have self-respect and we must be respectful of others.
- Q. Trust and Faith in God: We believe that God supports us in accordance with our intention and actions. God will provide for us and guide us to the right path if we are sincere and if we uphold the essential teachings of Islam and follow the guidance of Muhammad (pbuh).
- R. "MCC encourages all its members, men, women, and youth to participate and lead subcommittees under the direction of BOD. In accordance with Qur'an and Sunnah, teachings of Prophet Mohammed (pbuh) and fourteen centuries of practicing Islamic Ibadaat (religious rituals): Only brothers can lead prayers, deliver Khutbas, make the call for prayer (Adhan/Iqama), and say Takbeer. Sisters shall not pray alongside men (i.e. side-by-side).

#### **Section 4.09    Postings**

MCC ideology, mission, principles, bylaws, rules and regulations shall be posted publicly on the MCC Web site and available in hardcopy at the MCC principal address.

## **Article 5. Organization**

### **Section 5.01 Elections**

The general membership (GM) elects the Board of Directors (BOD) to run the affairs of the center (MCC) on its behalf. The GM is the highest authority of MCC. The Bylaws of MCC can only be amended by the vote of the GM.

### **Section 5.02 The BOD is elected by the GM**

The BOD is responsible for the operation of MCC. The BOD serves for a limited term, as provided in Section 8.03 below.

### **Section 5.03 Committees**

The BOD forms various standing and ad-hoc committees to implement the MCC policies and programs. Each director of the BOD is responsible for leading a committee, or a number of committees, as indicated in these bylaws. However, a director may delegate leadership of a committee(s), for which the director is responsible, by appointing a chairman from the general membership of MCC. The chairman of each committee is responsible for organizing the committee and selecting its members. Committee membership is open to the public.

### **Section 5.04 Sub-organizations**

Sub-organizations can be formed by the BOD as indicated in Article 13 of these bylaws.

## **Article 6. Membership**

### **Section 6.01 Qualifications**

Membership of MCC shall be a privilege and open to all people who are in good standing in their community, and who endorse and support the ideology, mission, and principles of MCC. (Article 3)

Acceptance of membership shall constitute the member's agreement to strictly abide by and support the ideology, mission, principles, policies, bylaws, rules and regulations of the MCC.

MCC members will also be known as "Pillars of MCC".

### **Section 6.02 Procedure**

The following steps must be taken for a qualified person to meet the requirements for membership in MCC:

- (a) Filling out a membership application form
- (b) Approval by the BOD
- (c) Signing the arbitration form
- (d) Payment of membership dues

### **Section 6.03 Types of Membership**

#### **A. Associate Membership**

Those who have successfully completed the above procedure (6.02) become associate members for a period of one year. During this period associate members may serve on committees but are not eligible to vote or hold office at MCC

#### **B. Active Membership**

Members who have served as associate members for one year and have fulfilled their membership obligations are eligible to be active members by action of the BOD. An active member shall have a single vote in the GM meetings for the election of directors, the disposition of all or substantially all of the assets, an election to dissolve MCC, and for other matters submitted by the Board of Directors or according to these Bylaws to the Active Members for a vote. Periodic review of the active membership list shall be made by the BOD to determine the active membership.

#### **C. Honorary Membership**

Honorary membership is recognition of extraordinary services of individual(s) who have contributed generously to the welfare of Islam, and persons who have performed outstanding service to the progress of MCC. Such individual(s) shall be recommended by three active members for approval by the BOD. The recipient(s) shall not hold active office at the time. Honorary memberships shall be limited to no more than 3 memberships a year. Honorary members cannot vote.

#### **D. Membership Grants**

The BOD shall establish a Membership Fund to which contributions may be made. The BOD shall use moneys in this fund to pay membership dues for persons who qualify to receive a membership grant. Qualification will be based on service to MCC and financial need of the person under consideration. No more than three (3) membership grants can be given in one year.

**E. Inactive Membership**

Any member who does not pay the dues assessed upon him for a period of six (6) months shall automatically cease to be a member, have his/her voting privilege revoked, and their membership will be terminated as set forth in Section 6.05.

**Section 6.04 Withdrawal**

Any member may withdraw his membership in the MCC by delivering to the Secretary in person, by mail or email addressed to the Secretary at the corporation's principal office a written request to withdraw. The withdrawal becomes effective on receipt of the request by the Secretary.

**Section 6.05 Termination**

A membership may be automatically terminated by the BOD if membership dues or assessments or any part thereof, remain unpaid without proper justification after the expiration of the time of payment thereof prescribed pursuant to or by these by-laws. This automatic termination is final, however, such terminated member may apply for new membership.

Any member who has been convicted of a felony or of a criminal offense involving moral turpitude shall be subject to admonishment, censure, suspension, or expulsion from MCC by BOD action which is final.

**Section 6.06 Censure**

Actions by any member that are deemed contrary to the MCC Bylaws, including mission, principles, policies and welfare of the MCC will be a cause for suspension of one or more of that member's privileges. A two third (2/3) majority vote of the BOD is necessary for such action. The member shall be notified in writing and he will have the right to appeal such decision by the BOD. If the BOD upholds its decision, the member may appeal the decision and ask for a vote by the GM in a meeting called on the petition of twenty-five percent (25%) or thirty (30) active members, whichever is less, as set out in Article 7.02. If two thirds (2/3) majority of the active membership present and voting in a meeting where a quorum is present approves, the terminated member shall be reinstated.

**Section 6.07 Transfer of Membership**

Memberships are not transferable.

## **Article 7. Meetings**

### **Section 7.01 Annual Meetings**

Annual meetings of members shall be held between May 1<sup>st</sup> and June 15<sup>th</sup> of each year. The date, time and place shall be fixed by the BOD. If a majority of the active members present at any such annual meeting or the BOD so directs, a further meeting shall be held in November. The purpose of the annual meeting is for the election of three (3) of the nine (9) Directors and five (5) members of the nominating committee, adoption of the budget, review of the MCC's performance in the preceding year, and the transaction of other business as may be properly called.

### **Section 7.02 Special Meetings**

Special meetings of members may be called at any time by the Chairman of the BOD, by the BOD, or by the written petition of twenty five percent (25%) or thirty (30) active members, whichever is less, filed with the Secretary of the corporation, at least 30 days prior to the date of the meeting.

### **Section 7.03 Notice of Meetings**

Notice of each meeting of the GM giving the place and time of the meeting and the specific business to be considered, shall be mailed to each active member by first class mail at his address as it appears on the books of the corporation by the Secretary at least ten (10) days prior to the meeting. Approval by the majority of the Members present at a duly constituted meeting of any of the following proposals is valid only if the notice specifies the general nature of the proposal, unless approval is by unanimous vote of all the members entitled to vote:

- (a) Removing a director without cause;
- (b) Amending the Articles of Incorporation;
- (c) Adopting, amending or repealing the Bylaws;
- (d) Disposing of corporate assets;
- (e) Adopting or amending a merger agreement; or
- (f) Electing to wind up and dissolve the corporation.

### **Section 7.04 Voting**

Voting shall be by secret ballot, with eligibility of votes established by reference to the active membership list. A majority vote of those members present and voting in person or by proxy at a meeting at which a quorum, as hereinafter defined, is present, shall be required for official action, unless otherwise specified in these Bylaws or by law. Proxies are allowed if signed by the active member and filed with the Secretary of the corporation at or before the meeting. Cumulative voting is not allowed. Each active member may cast one vote on each matter submitted for vote.

### **Section 7.05 Quorum**

A quorum shall consist of fifty percent (50%) of the active members, including properly presented written proxies.

### **Section 7.06 Conduct of Meetings**

- A.** Meetings of the members shall be presided over by the Chairman of the BOD, or in his absence, by the Vice Chairman.

**B.** The order of business for annual meetings shall be as follows:

- i. Reading of the minutes of the previous meeting
- ii. Reports of the Chairman and Treasurer
- iii. Reports of the standing committees
- iv. Reports of the ad-hoc committees, if any
- v. Consideration and adoption of new annual budget
- vi. Old business
- vii. New business
- viii. Nominating Committee's report
- ix. Election of directors
- x. Election of new nominating committee
- xi. Other business
- xii. Open feedback from general membership
- xiii. Adjournment

**C.** The order of business for special meetings shall be according to the specific agenda approved by the BOD and in accordance with the Robert's Rules of Order.

#### **Section 7.07 Action by Unanimous Written Consent**

Any action required or permitted to be taken by the active members may be taken without a meeting, if all active members consent in writing to the action. Any such written consent shall be filed with the minutes and shall have the same force and effect as a unanimous vote of the members.

#### **Section 7.08 Adjournment**

Any members' meeting may be adjourned from time to time by the vote of a majority of the members at the meeting, either in person or by proxy.

## **Article 8. Directors**

### **Section 8.01 California Nonprofit Religious Corporation Law**

The corporation's temporal activities, business and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the California Nonprofit Religious Corporation Law, and to this corporation's Articles of Incorporation, Bylaws and the MCC ideology, mission and operating principles,

### **Section 8.02 Number of Directors**

The corporation shall have nine (9) Directors who shall serve without compensation and collectively they shall be known as the Board of Directors (BOD).

### **Section 8.03 Qualification and Election**

After the May, 2008 BOD election any active member, who has been an active member of MCC for one (1) year and has demonstrated interest in the affairs of MCC, shall be eligible to be a candidate for election as a Director of the corporation. Consecutive terms are allowed. A person may be eligible to serve for a second three (3) year term from the completion of the person's last three (3) year term of service. There will be a two term limit to be the director of MCC.

Persons from the same household or who are closely related may not hold office at the same time; this includes spouses, siblings, parents and children.

Directors shall be elected for staggered three (3) year terms and shall take office at the first BOD meeting following their election, which BOD meeting must take place within three weeks following said election, and serve until their successors are elected and take office. Directors shall be elected by active members present at annual meetings at which there is a quorum.

Candidates receiving the highest number of votes are elected. In the case of a tie, the existing Directors present at the meeting and members of the nominating committee present at the meeting shall vote to break the tie. In the case of a tie in this vote, the vote of the existing Chairman of the Board (or if the Chairman is not present, the Director acting as chairman of the meeting) shall prevail. The BOD shall then decide by vote on which director will be responsible for each function of the BOD as described in Section 9.01 of these bylaws. The BOD shall have the opportunity to change the functional responsibilities of the directors at any time by a majority vote.

### **Section 8.04 Powers**

- A. The BOD, on behalf of the general membership, shall oversee all of MCC's administrative and business affairs. An Administrator may be delegated with responsibility of supervising the day to day operations of the MCC but such Administrator shall at all times be responsible and accountable to the BOD.
- B. The BOD may oversee the appointment of all employees of the MCC and may include a recommendation for the compensation of said employees in the annual budget.
- C. Except for emergencies where the following procedure is not viable, the BOD shall not expend an amount greater than ten percent (10%) in excess of the total budget most recently approved by the active members and the BOD shall submit to the GM, at an annual or special meeting, any financial

arrangement which exceeds said amount.

- D. The BOD may appoint representatives from among its members to its affiliated bodies.
- E. The BOD may assess the membership dues from time to time.
- F. Ex-officio non-voting members of the board are the chairmen of the standing committees and subsidiaries who are not elected directors, the parliamentarian, and the immediate ex-chairman of the BOD.

#### **Section 8.05 Vacancies**

Vacancies on the BOD shall remain until the next membership meeting where the members shall elect directors to fill such vacancies for the remaining terms of such vacancies. Such election shall be held in conjunction with the regular annual election of Directors, whereby the three (3) candidates receiving the highest number of votes shall be elected to three (3) year terms, the candidate receiving the next-highest number of votes shall fill the longest remaining term of vacancy, the candidate receiving the next-highest number of votes shall fill the next-longest remaining term of vacancy, and so on, until all such vacancies are filled. If vacancies on the BOD reduce the number of voting directors to less than three (3), the BOD must call a special meeting of the general membership, within three (3) months, to elect new directors to the vacancies. A Director filling a vacancy shall be eligible to serve for up to two additional nonconsecutive three (3) year terms as outlined in section 8.03. A Director creating a vacancy through resignation, termination, or BOD dissolution shall be treated as though he or she served out the remainder of the vacated term for the purposes of determining eligibility to serve additional terms.

#### **Section 8.06 Meetings**

- A. The BOD shall hold regular monthly meetings at such time and place as may from time to time be designated by resolution of the BOD. Meetings shall be open to the membership. Unless exceptional circumstances warrant or by unanimous agreement of the directors, such meetings shall be held at MCC principal address. The BOD may hold closed meetings at its discretion. All BOD meeting minutes shall be available to active members upon request, however, such members must be current with respect to membership dues at the time of such request.
- B. A quorum of the BOD shall consist of a majority of the Directors.
- C. Unless otherwise required in these Bylaws, a vote of a majority of the directors present at a meeting shall constitute an act of the Board.
- D. Special BOD meetings may be called by the Chairman with the approval of a majority of the BOD. Such meetings shall require a one week notice be given to the general membership.

#### **Section 8.07 Termination of BOD Membership**

Any Director who fails to attend three (3) consecutive regular meetings of the BOD without due cause acceptable to the BOD, and any Director who loses his membership in MCC as outlined in section 6.05, shall cease to be a director by BOD action.

#### **Section 8.08 Dissolution of BOD**

The BOD may be dissolved by a vote or consent of two-thirds (2/3) of the directors effective upon the date of a membership meeting to be called for the purpose of electing new directors. Such meeting shall be called as promptly as possible.

The BOD may also be dissolved by a vote of two-thirds (2/3) of the active membership on record, in a special meeting of the general membership to be called for that purpose.

However, the dissolution of the board shall immediately be followed with the election of a new board.

#### **Section 8.09 Action by Consent**

Action may be taken by the BOD without a meeting if each Director entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the corporation. Such written consent shall have the same force and effect as any other validly approved BOD action.

#### **Section 8.10 Meeting Attendance**

Any meeting may be held by conference phone or similar communication methods, so long as the directors participating in the meeting can clearly communicate with each other. All such directors shall be deemed present in person at such meetings. A written report of the meeting is to be filed with the Secretary of the corporation.

#### **Section 8.11 Adjournment**

A majority of the directors present may adjourn any meeting to another time and place.

## **Article 9. BOD Officers**

### **Section 9.01 Number and Titles**

There will be nine (9) Directors and one (1) Parliamentarian, as provided in Article 11. The Directors are also the Officers of the corporation. The Director positions are listed as follows:

1. Chairman
2. Vice-Chairman
3. Secretary
4. Treasurer
5. Community Relations
6. Youth Services
7. Education
8. Religious Services
9. Communication & Publication

### **Article 9.02 Chairman**

1. Presides over all meetings of the BOD and only votes on matters before the BOD to break a tie vote.
2. Calls, presides at and is responsible for the agenda of general membership meetings
3. Serves as ex-officio member without a vote of all committees except the Nominating Committee.
4. Champions MCC's ideology and operating principles.
5. Enforces the MCC's by-laws, rules and regulations
6. Responsible for the overall functioning of the MCC. Ensures proper management of the various organizations of MCC.
7. Calls special meetings of the general membership and the BOD on his own initiative, at the request of the BOD, or on the written request of the active members as described in section 7.02.
8. Acts as liaison between BOD and Administrator(s) to communicate Board's instruction and objectives.
9. Serves as spokesperson for MCC.
10. Leads the Administrative Committee and appoints the Advisory Committee. Appoints the members of said committees and may delegate leadership of the Administrative Committee to a member of MCC.

### **Section 9.03 Vice Chairman**

1. Assumes all duties and authority of the Chairman in his absence. Assists the Chairman in the discharge of his duties.
2. Fills the vacancy in the office of the Chairman
3. Leads the Charitable Work Committee. Appoints the members of said committee and may delegate leadership of the committee to a member of MCC.

### **Section 9.04 Secretary**

1. Keeps or causes to be kept an accurate record of the transactions of all business meetings of the General Membership and the Board of Directors.
2. Keeps the records of attendance and is the custodian of all the records and papers belonging to the MCC. Posts notice, and notifies members by mail of all meetings and affairs to be voted on.
3. Maintains a membership book of all members of MCC together with the address and voting qualification of each, and records therein the fact and date of termination, if any, of the membership of any such

- member.
4. Performs such other duties as may be imposed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the BOD.
  5. Leads the Membership Committee. Appoints the members of said committee and may delegate leadership of this committee to a member of MCC.

#### **Section 9.05    Treasurer**

1. Receives and safely keeps all moneys and other property of the center entrusted to his care, and shall disburse the same under the direction of the BOD.
2. Renders a statement at the annual meeting of the members and at such other times as may be requested by the BOD. The annual statement shall be audited and certified as provided in Section 14.06 of these Bylaws.
3. Keeps a complete account of the finances of MCC on books which shall be and remain the property of MCC and which shall be open for inspection at any reasonable time by the Directors, and the active membership as provided for in these Bylaws.
4. Receives periodic reports from the treasurers of the entities and affiliates of MCC.
5. Makes available annual and quarterly financial statements of the operation of MCC to the membership.
6. Leads the Development & Finance Committee. Appoints the members of said committee and may delegate leadership of this committee to a member of MCC.
7. Consults with third party accountant, CPA or accounting firm to provide financials on a monthly basis.
8. If check disbursements exceed \$500, a second BOD signature is required in addition to Treasurer's signature.

#### **Section 9.06    Director of Community Relations**

1. Responsible for managing relations with other Islamic centers and organizations.
2. Responsible for managing inter-faith relations
3. Responsible for managing business and social services for members of MCC
4. Leads the Internal Services, Islamic & Interfaith Relations Committees. Appoints the members of said committees and may delegate leadership of committee(s) to a member of MCC.

#### **Section 9.07    Director of Youth Services**

1. Responsible for establishing age-appropriate events and functions for youth and young adults
2. Responsible for organizing camps and after-school programs
3. Develop and implement mentoring programs
4. Leads the Youth Services Committee. Appoints the members of said committee(s) and may delegate leadership of the committee(s) to an MCC member or a non-member based on the Youth Services Director's choosing, pending BOD approval.

#### **Section 9.08    Director of Education**

1. Responsible for managing educational services for MCC including weekend and fulltime schools and adult education programs.
2. Leads the Education Committee. Appoints the members of said committee and may delegate leadership of the committee to a member of MCC.
3. Directly manages the MCC weekend and full-time school Principal, along with the education program lead(s).

#### **Section 9.09 Director of Religious Services**

1. Responsible for coordinating MCC's prayer services inside and outside the center.
2. Responsible for coordinating marriage services for members.
3. Responsible for coordinating mortuary and cemetery services for aggrieved families.
4. If needed, organizes Hajj and Umra trips for members.
5. Provides for religious counseling and guidance by working with the Religious Council.
6. Leads the Religious Services Committee. Appoints the members of said committees and may delegate leadership of committee to a member of MCC.
7. Leads the Dawah Committee. Appoints the members of said committees and may delegate leadership of committee to a member of MCC.

#### **Section 9.10 Director of Communication & Publications**

1. Responsible for managing the official communications of MCC internally and externally.
2. Coordinates the publishing and distribution of the MCC newsletter.
3. Responsible for maintaining the MCC library.
4. Responsible for maintaining the MCC WEB site and other communication media.
5. Works with the Chairman to prepare press statements and communiqués on behalf of MCC.
6. Leads the Communication & Publications Committee. Appoints the members of said committee and may delegate leadership of committee to a member of MCC.

## **Article 10. Administrator**

### **Section 10.01 Appointment**

The Administrator shall be appointed by the BOD. The BOD may retain the Administrator under such terms and conditions as it sees fit except that any employment contract for a term exceeding one year shall be ratified by two thirds of the voting members of the BOD in order to be valid and except that in no event shall BOD be authorized to enter into a contract of employment with the Administrator for a term exceeding three years. The BOD may choose to employ more than one Administrator. The Administrator cannot be a member of the BOD.

### **Section 10.02 Duties**

1. Daily operation of the MCC including opening and closing the center at its appointed hours
2. Maintenance and proper security of its building and grounds
3. Ensuring the conduct of people in the center is consistent with the values and guidelines of MCC
4. Responsible for hiring, firing, and supervising all administrative staff members whose positions are authorized and budgeted by the BOD
5. Accountable to the BOD and shall carry out its policies
6. Administrator may attend BOD meetings at the request of the board

## **Article 11. Parliamentarian**

### **Section 11.01 Appointment**

The Parliamentarian shall be appointed by the BOD from the active membership and shall be appointed for the term of 24 months on the second BOD meeting after the annual election by the BOD and be an ex- officio non-voting member of the BOD. Parliamentarian shall serve for maximum of two (2) terms.

### **Section 11.02 Duties**

1. Review periodically the Bylaws, rules and regulations of MCC and propose revisions as necessary.
2. Advise the Chairman and BOD about any non-compliance with these Bylaws.
3. Advise the BOD for action on matters specifically covered by these Bylaws and propose necessary additions to these Bylaws.
4. Act as Parliamentarian of the corporation. In parliamentary matters, Robert's Rules of Order, newly revised edition, shall prevail.

## **Article 12. Committees**

### **Section 12.01 Standing Committees**

The standing committees of MCC are: Administrative, Chairman's Advisory, Charitable Works, Communication & Publications, Dawah, Development & Finance, Education, Internal Services, Islamic & Inter-faith Relations, Membership, Nominating, Religious Council, Religious Services, Youth Services, and Volunteer Corps.

All committee appointments must be approved by the BOD.

### **Section 12.02 Composition and Duties**

The composition and duties of the standing committees of MCC are as follows. Except where stated otherwise, anyone can serve on a committee even if they are not members of MCC. However, the chairman of any committee must be a member of MCC. In the event that a standing committee cannot be formed due to lack of volunteering members, the functions of that committee, with the exception of the Chairman's Advisory, the Religious Council, and Volunteer Corps, shall be the responsibility of the particular director of the BOD who is responsible for leading it.

#### **(a) Administrative Committee**

This committee shall consist of a chairman to be appointed by the Chairman of the BOD with the approval of the BOD, and one or more members to be appointed by the Chairman of the BOD. The chairman of this committee may be the Chairman of the BOD.

This committee shall be responsible for the layout and organization of the center, posting of information and bulletin boards inside the center, scheduling and organizing BOD and membership meetings, scheduling and organizing MCC sponsored events, renting out MCC facilities for non-MCC sponsored events, maintenance and general upkeep of the center, security, and maintaining the center's database for memberships, mailings, subscriptions, volunteer corps, and regular activities. This committee shall report at least semi-annually to the BOD.

#### **(b) Chairman's Advisory Committee**

This committee shall consist of at least 3 active members of MCC of demonstrable knowledge and experience in Islamic issues and welfare of MCC. The members of this committee shall be nominated by the Chairman of the BOD and approved by the BOD.

This committee will advise the Chairman of the BOD on issues of importance to MCC.

#### **(c) Charitable Works Committee**

This committee shall consist of a chairman to be appointed by the Vice-Chairman of the BOD with the approval of the BOD, and one or more members to be appointed by the Vice-Chairman. The chairman of this committee may be the Vice-Chairman of the BOD.

This committee shall be responsible for organizing and leading charitable programs on behalf of MCC in service of the community, establishing and managing the various charitable funds of MCC, and establishing and managing charitable trusts, endowments, or foundations on behalf of members of MCC. Charitable projects of MCC should be broad, meeting the needs of the Islamic community as well as the American community at large. This committee shall report at least quarterly to the BOD. Monthly report of all related financial activity to be provided by Committee Chair and/or Vice Chairman to Treasurer for inclusion in monthly financials.

**(d) Communication & Publications Committee**

This committee shall consist of a chairman to be appointed by the Director of Communication & Publications with the approval of the BOD, and one or more members to be appointed by the Director of Communication & Publications. The chairman of this committee may be the Director of Communication & Publications.

This committee shall be responsible for assisting the Director of Communication & Publications in managing internal and external communications of MCC, preparing press releases and communiqués, monitoring the media for issues of importance to MCC, offering advertising services to the community, establishing and maintaining the MCC WEB site and other communication media of MCC, all MCC publications, and for establishing and maintaining the MCC library. This committee shall report at least semi-annually to the BOD.

**(e) Dawah Committee**

This committee shall consist of a chairman to be appointed by the Director of Religious Services with the approval of the BOD, and one or more members to be appointed by the Director of Religious Services. The chairman of this committee may be the Director of Religious Services.

The Dawah Committee shall be:

- (i) Responsible for managing Dawah activities of MCC;
- (ii) Responsible for coordinating conversion services for new Muslims at MCC; and
- (iii) Leads the Dawah Committee. Appoints the members of said committee and may delegate leadership of committee to a member of MCC. Committee should include current Religious Director.

This committee shall report at least semi-annually to the BOD.

**(f) Development & Finance Committee**

This committee shall consist of a chairman to be appointed by the Treasurer with the approval of the BOD, and one or more members to be appointed by the Treasurer. The chairman of this committee may be the Treasurer.

This committee shall be responsible for raising funds in support of the center's operational and expansion needs, subject to prior approval of the BOD, by whatever legal means available to a cooperation of this nature and which are not in conflict with the purpose of this corporation as set forth in its Articles of Incorporation, assisting the Treasurer in preparing the annual operating budget, tracking and reporting of financial performance vs. the budget, publishing financial reports, book-keeping managing the

financial assets of MCC, and overseeing all financial aspects of MCC. This committee shall report at least quarterly to the BOD.

**(g) Education Committee**

This committee shall consist of a chairman to be appointed by the Director of Education with the approval of the BOD, and one or more members to be appointed by the Director of Education. The chairman of this committee may be the Director of Education.

This committee shall be responsible for developing and managing educational programs for children and adults, supporting the operation of the center's weekend and full-time school(s). Such programs shall be in accordance with MCC ideology and policies. The committee shall conduct two members' workshops annually to review and discuss MCC's ideology, principles, and vision for the community. This committee shall report at least quarterly to the BOD.

Monthly report of all related financial activity is provided by Director of Education to Treasurer for inclusion in monthly financials.

**(h) Internal Services Committee**

This committee shall consist of a chairman to be appointed by the Director of Community Relations with the approval of the BOD, and one or more members to be appointed by the Director of Community Relations. The chairman of this committee may be the Director of Community Relations.

This committee shall be responsible for Family Center, immigration, civil rights, employment, members' business connections, hospitality to newcomers and visitors, maintaining visitors' book. This committee shall report at least semi-annually to the BOD.

**(i) Islamic & Inter-faith Relations Committee**

This committee shall consist of a chairman to be appointed by the Director of Community Relations with the approval of the BOD, and one or more members to be appointed by the Director of Community Relations. The chairman of this committee may be the Director of Community Relations.

This committee shall be responsible for establishing and managing cooperative relations with other Islamic organizations in the community, planning joint activities, supporting joint causes, and coordinating joint drives that are consistent with MCC's ideology and principles. This committee shall be responsible for establishing positive and cooperative relations with non-Islamic religious organizations in the community, and to organize and manage inter-faith programs, consistent with MCC's ideology and principles, with these organizations. This committee shall report at least semi-annually to the BOD.

**(j) The Membership Committee**

The Secretary shall be the chairman of this committee. The Secretary shall appoint 3 more members, who must all be general members of MCC. One committee member must be Office Administrator and cannot be another Board of Director.

This committee shall be responsible for maintaining the membership book of the corporation. It shall also have the charge of processing applications of new members, making recommendations to the BOD and calling on prospective members. This committee shall report at least quarterly to the BOD.

Monthly report of all related financial activity is provided by Secretary and/or Office Administrator to Treasurer for inclusion in monthly financials.

**(k) The Nominating Committee**

This committee shall be formed after the first 2 years of the founding of MCC. It shall consist of 5 general members who have been active in the center for at least 2 years and none of them may be an elected member of the BOD. They shall be nominated as set out in the next paragraph and elected by the members at the annual membership meeting. At the conclusion of said meeting, the members elected shall select a chairman from among them. Names of the committee shall be on record with the Secretary. The primary role of this committee is to conduct the annual election for the Board of Directors and the Nominating Committee for the following year. Once elected, the committee will prepare and conduct the election as per the following process:

- This committee shall meet no later than the 2nd Sunday in December to prepare a slate of one candidate or more for each vacancy of the BOD (The Committee will consult with the Parliamentarian for any questions on the By-Laws or the election process)
- Such slate shall be mailed to the active members at least thirty (30) days prior to the general membership meeting.
- Active members may nominate additional candidates for the BOD by filing with the Secretary of the corporation either in person or by mail at least twenty (20) days prior to the annual meeting a petition for nomination signed by at least 20 active members, or 20% of the active membership, whichever is less, of the center.
- Names of candidates nominated by the Nominating Committee, and by the active members, will be mailed to the general membership no later than 10 days prior to the general membership meeting.
- The Committee will organize the election and administer the process on Election Day.
- The Nominating Committee is automatically discharged when its report is formally presented in the general membership meeting.

This committee shall also prepare 7 (seven) names as candidates for election as members of the following year's Nominating Committee and such slate will be mailed to the active members at least 30 days prior to the general membership meeting with the slate of the names of the nominees for the BOD as outlined in paragraph 1. Active members are asked to write in the names of up to 3 more candidates. The names of the 3 highest votes shall be added to the names of the 7 selected by the Nominating Committee and the combined slate of 10 candidates shall be mailed to the active membership no later than 10 days prior to the general membership meeting together with the names of the candidates for election to the BOD as outlined in paragraph 2. Members of the Nominating Committee may succeed themselves. If they do decide to succeed themselves, then those members may not participate in the process of counting and tallying the votes for the election.

**(l) Religious Council**

This council shall consist of at least 3 and no more than 5 respected Islamic scholars who may reside anywhere within the USA. These scholars should represent a broad spectrum of Islamic thought and perspectives in order to provide full benefit to the community. The members of this council shall be selected by the Director of Religious Services and approved by the BOD. The members of this council can serve for an indefinite period of time but a review of their effectiveness shall be made by the BOD annually to determine if new members should be selected for this council.

This council shall provide guidance to MCC on religious matters to ensure that all functions and activities are consistent with MCC's Guiding Sources. This council will also answer questions and provide advice to the general membership on religious questions. This council will also provide rulings on any religious issues at MCC. If the council's ruling is unanimous, then the BOD will be bound by the council's ruling on such issues. Religious issues will be presented to the council by the BOD for consideration. The general membership can present issues for ruling by the council if 20 members or 20% of the membership, whichever is less, submits a petition to the BOD requesting a ruling by the council.

**(m) Religious Services Committee**

This committee shall consist of a chairman to be appointed by the Director of Religious Services with the approval of the BOD, and one or more members to be appointed by the Director of Religious Services. The chairman of this committee may be the Director of Religious Services.

This committee shall be responsible for daily prayer services and spiritual nights, Friday and Sunday programs, Islamic functions (Ramadan, Eids, Night of Power, and other functions), Matrimonial services, Mortuary and Cemetery services, Zakat collection service, Hajj and Umra organization, and other such functions that maybe added from time to time by the Director of Religious Services acting on behalf of the BOD. This committee shall report monthly to the BOD.

**(n) The Youth Services Committee**

This committee shall consist of a chairman to be appointed by the Director of Youth Services with the approval of the BOD, and one or more members to be appointed by the Director of Youth Services. The chairman of this committee may be the Director of Youth Services.

This committee shall be responsible for creating an environment to nurture our youth's spiritual, social, and educational needs, planning and overseeing the various youth group activities, and facilitating parents' involvement in these activities. This committee shall report at least quarterly to the BOD.

**(o) Volunteer Corps**

This corps shall have a director appointed by the Chairman of the BOD with the approval of the BOD. This director shall be responsible for organizing volunteers for specific activities of MCC such as:

1. General information
2. Ushers and security
3. Telephone answering or calling campaigns
4. Upkeep and maintenance
5. Social events
6. Religious events
7. Others as needed

Volunteers shall report to the appropriate committee chairman or BOD member for their specific assignments.

## **Article 13. Sub-Organizations**

### **Section 13.01 Subsidiaries**

1. Subsidiaries are corporations wholly owned by MCC.
2. Are established by the BOD of MCC with the approval of the majority of the general membership
3. May be dissolved by the affirmative vote of three fourths (3/4) of the BOD and the approval by majority vote of the general membership.
4. All assets of a dissolved subsidiary shall go back to MCC.
5. The mission of each subsidiary shall be defined in its by-laws.
6. Subsidiary by-laws must comply with the mission and ideology of MCC.
7. The BOD appoints the initial chairman of the board of a new subsidiary for a three (3) year term and appoints all initial directors for staggered three (3) year term.
8. The BOD can remove any director of a subsidiary by a three fourth (3/4) majority vote of the BOD.
9. The BOD ratifies the appointment of all directors of subsidiaries by a simple majority vote of the BOD.
10. The BOD approves the initial by-laws of subsidiaries and subsequent amendments proposed by their board of directors.
11. The BOD reviews quarterly financial statements from subsidiaries.
12. The BOD reviews annual reports from subsidiaries.
13. The board of a subsidiary shall be composed of at least five (5) members.
14. At least 50% of the members must be active members of MCC.
15. Election of subsidiary directors, term of service, and responsibilities shall be documented in the subsidiary's by-laws.
16. Subsidiary board members serve without compensation and shall not be entitled to salaries, stipends, or remuneration but may be reimbursed for expenses.
17. Irreconcilable conflicts and disputes among members of the board of any subsidiary shall be referred to the BOD for a binding arbitration which is final.

### **Section 13.02 Groups**

The BOD may form special groups as necessary to serve the special needs of the community.

1. Such groups must abide by the policies of MCC as stated in its bylaws, and by the law.
2. Such groups must have their own manuals, procedures, and regulations that shall be approved by majority vote of the BOD.
3. No groups are allowed to form within MCC, other than the groups specified in these bylaws.
4. Such groups may be dissolved by majority vote of the BOD.

### **Section 13.03 Chapters**

The BOD may recommend and implement the formation of Chapters to serve the needs of its members in the local communities.

### **Section 13.04 The MCC School**

The MCC School is an integral part of MCC operation. It will be managed by the MCC Board of Directors with the Director of Youth & Education responsible for providing the oversight of the Operations of the School. The school will have its own Operating Guidelines under which it will be governed. The Director of Youth & Education will seek the guidance and approval of the MCC Board for

any major decisions and direction in regards to the School's operations including hiring or termination of any school staff. The MCC school budget will be established and approved by the BOD.

## **Article 14. Corporate Records, Reports, and Seals**

### **Section 14.01 Records**

The corporate records, reports, and seals shall be kept at the corporation's principal office, or at such other places as the BOD may order. The records shall include each member's name, address and class of membership, and the Corporation's Articles of Incorporations and Bylaws.

### **Section 14.02 Minutes**

The corporation shall keep a book of minutes of all meetings of the BOD and of all annual and business meetings of members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at BOD meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

### **Section 14.03 Books of Account**

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

### **Section 14.04 Records Available to Assessor**

On request of an assessor, the corporation shall make available at its principal office or at a place mutually acceptable to the assessor and the corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessments, which it owns, claims, possesses, or controls within the county.

### **Section 14.05 Inspection of Records by Directors**

The books of account shall at all reasonable times be open to inspection by any director of the BOD. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person, or by agent or attorney, and the right of inspection includes the right to make extracts.

### **Section 14.06 Inspection of Records by Members**

The books of account and the minutes of meetings of the members, BOD, and standing committees shall be open to inspection upon written request of any active member of MCC at any reasonable time, for a purpose reasonably related to the interest of the member and shall be exhibited at any time when required by the demand of 10% of the active members of the corporation. Such inspection may be made in person or by agent, or attorney, and the right of inspection includes the right to make extracts. Request for inspection other than at a members' meeting shall be made in writing to the Chairman or Secretary of the corporation.

### **Section 14.07 Annual Reports and Financial Statements**

The BOD shall provide for the preparation and submittal to the members of a written annual report. Such report shall summarize the corporation's activities for the preceding fiscal year and plans for the forthcoming year, and shall include the annual financial statements, each of which shall consist of a balance sheet as of the close of business of the corporation's fiscal year, and an operating statement

for the fiscal year showing income and expenses and referenced to the year's approved budget. The financial statements shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the Chairman, Secretary, Treasurer, or a certified public accountant. The annual report shall also be posted on the MCC WEB site.

#### **Section 14.08 Annual Budget**

The MCC annual budget shall be submitted for approval by the BOD to the general membership at the annual membership meeting. In the absence of an approved budget, the BOD is authorized to operate with a temporary monthly budget not to exceed 1/12 of the most recently approved budget until the new annual budget is approved.

#### **Section 14.09 Corporate Seal**

The BOD may adopt, use, and at will alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

## **Article 15. Fiscal Year**

The fiscal year of MCC shall be the calendar year.

## **Article 16. By-Laws**

### **Section 16.01 Effective Date**

These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption unless the members in adopting them provide that they become effective at a later date.

### **Section 16.02 Amendment**

1. Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any annual or special meeting of the general membership by a two-thirds (2/3) majority vote of the active members present and voting provided the amendment is first proposed in the manner set forth in paragraph (b) hereof and provided the notice of the meeting referred to in said paragraph is mailed to the general membership, as provided in Section 7.03 of these Bylaws, sets forth the proposed amendment in full.
2. Amendments to these Bylaws may be proposed by the BOD on its own motion, or by a petition of 30 or more active members, or 25% or more of the active members, whichever is less, presented to the BOD at a board meeting not less than thirty (30) days prior to the membership meeting at which the proposed amendment is to be presented. The BOD must submit the proposed amendment to the members at the next membership meeting at which a quorum is present. Unless this meeting is a special meeting, the BOD may defer presentation of the proposed amendment to the following annual members meeting. The proposed amendment must, however, be voted on at the meeting at which it is presented.
3. Notwithstanding any other provisions of these bylaws, Founding Members shall have the voting rights stated in this section effective upon the commencement of their membership.

### **Section 16.03 Certification and Inspection**

The original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be open to inspection by the members at all reasonable time during MCC office hours. The Bylaws will also be posted on the MCC Web site.

## **Article 17. The Founding of MCC**

### **Section 17.01 The Ad-hoc Committee**

The Ad-hoc Committee of MCC consists of the original group of 20 community members who initiated the founding of this corporation. They drafted and approved the original By-laws of the corporation, provided and collected funding for the start-up of operation, generated support for the founding of MCC among the community, determined the location of the principal address of the corporation, formed the Transitional BOD, and filed the Articles of Incorporation.

The Ad-hoc Committee shall be dissolved on the 2<sup>nd</sup> Friday of the opening of the MCC facility for service. Until its dissolution and the election of the Transitional Board, the Ad-hoc Committee, for all purposes in which a board of directors is legally required, shall constitute the BOD.

### **Section 17.02 Founding Membership**

The Founding Membership consists of those persons who apply for membership to MCC from January 14<sup>th</sup>, 2001 through April 30<sup>th</sup>, 2001.

### **Section 17.03 The Transitional Board**

The Transitional Board is the first board of MCC. It shall be formed by the Ad-hoc Committee and shall serve for a period of one year from the date of the official opening of MCC facility. At the end of this one year period, the Transitional Board shall be dissolved and a new BOD shall be elected by the Active Members at the annual members meeting. This newly elected BOD shall have 3 directors elected for a term of 1 year, 3 directors elected for a term of 2 years, and 3 directors elected for a term of 3 years. All members of the Transitional Board shall be eligible for nomination to the new BOD.

## Article 18. Indemnification

### Section 18.01 Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

On written request to the Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the active members shall determine under Corporations Code section 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section 18 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceedings on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is untimely found that the person is entitled to be indemnified by the corporation for those expenses.

### CERTIFICATE OF SECRETARY

*I certify that I am the duly elected and acting Secretary of the Greater San Diego Muslim Community Center, a California nonprofit religious corporation; that these bylaws, consisting of \_\_\_\_\_ pages, are the bylaws of this corporation as adopted by the board of directors on \_\_\_\_\_; and that these bylaws have not been amended or modified since that date.*

*Executed on \_\_\_\_\_, 2015, at San Diego, California.*

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*Secretary*