



# **BANGLADESH ISLAMIC CENTER (BIC)**

2116 South Nelson Street, Arlington, VA 22204

## **Amended Constitution**

**November 2013**

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## **A. THE CONSTITUTION**

The undersigned natural persons of the age of 18 years or more, acting as incorporators of a corporation under non-profit organization laws of the State of Virginia as well as Federal laws, adopt the following Articles of Incorporation:

First. The name of the corporation is Bangladesh Islamic Center, Inc. hereby called the "Corporation". It shall also be known as BIC in short.

Second. The Corporation is organized exclusively for religious, educational, and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the IRS Code of 1954 or the corresponding provisions of any future US Revenue Law.

Third. The duration of the corporation will be perpetual.

Fourth. The postal address of the Corporation is 2116 South Nelson Street, Arlington, VA 22204.

The name and address of the Agent of the Corporation is: Mohammed Mujibul Haque, Arlington, VA.

Fifth. No part of its earnings will be spent for the benefits of its members, except in cases the Corporation shall be authorized and empowered to pay reasonable compensation for services provided and to make payments and distributions to further the cause set forth in Article Second above.

Sixth. Membership in the Corporation shall be conferred by the Executive Committee members and shall be subject to the definitions and guidelines set forth in the bylaws of the Corporation.

Seventh. The affairs of the Corporation shall be managed by a fifteen member Executive Committee (EC). This Committee will consist of seven original incorporators (called founder members) and eight elected members among the current Executive/Active members. In case of the sad demise or willful resignation by a founder member, a new Executive Committee member can be elected from among current active members.

The Executive committee will be comprised of three bodies, a five-member Board of Directors, five Trustees, and plain executive members. The President of the EC will serve as the President of the Board of Directors and a member of the Trustees. All the Directors of the Board shall be elected for a period of three years. Qualifications for eligibility, conditions for increasing the numbers, and election procedures shall be specified in the bylaws. All the members of the Executive Committee, whether, a Board Member or a Trustee or a member, will perform their duties as volunteers without any remuneration but with full trust of the Corporation entrusted on them.

Eight. The EC shall hold in trust, the title of the Corporation's real estate and other assets. They shall have the power to approve or disapprove any financial transactions relating to the Corporation's real state or other assets, and approve or disapprove the Corporation's financial commitments and annual budgets, before these matters are presented to voting members for approval. In case of Emergency, the EC shall have the power to suspend some or all of the Corporation's activities and financial transactions, and to conduct those activities and transactions which in their judgment are needed for the day to day operation of the Corporation, subject to approval of their action by the Executive Members within sixty days in a special meeting of the Executive Committee.

Ninth. The Corporation shall have the following designation for the Board of Directors and Trustees:

The members of the Board of Directors shall be The President, The Vice-President, The Secretary, The Treasurer, and The Assistant General Secretary, who shall be members of the executive committee and elected by all Active Committee members at the end of tenure of the present Board.

The Corporation shall also have a five-member Trustee. Trustees shall have the responsibility to monitor and evaluate the performance of the Board and make recommendations (possibly with constructive criticism) to the Executive Committee for possible improvement/remedial measures.

The President of the Board shall also be a Trustee. A Trustee shall be an Executive Member and elected by the Active Members as well.

Details of the roles of the Directors and Officers shall be stated in the bylaws.

Tenth. The procedures and rules for membership, meetings, elections, quorum, standing committees, qualifications and duties of Officers, handling of accounts, assets and investments, audits, resignations, suspensions, filling of vacancies, etc., shall be provided in the bylaws.

Eleventh. Amendments to these Articles shall be proposed by at least ten Executive and Active Members and submitted to the Board of Directors, who shall consider them within sixty days. If approved by the Board, the proposal shall be presented to the next meeting of the Executive Committee for discussion and voting. Executive members will have thirty days to cast their vote on the issue. To be carried, an amendment shall require approval of at least two-thirds majority of the Executive Committee members present and voting, including duly signed proxy votes, if any, that are submitted in writing.

**Signed:**

Mohammed Mujibul Haque	_____
Helaluddin Ahmed	_____
Md. Wahid Sajjad	_____
Faruk Hamza	_____
Mohammad Ali	_____
Haji Amin	_____
Layek Chowdhury	_____
Obayedul Hoq	_____
Akkas Munshi	_____

## **B. BYLAWS**

Bangladesh Islamic Center will uphold its Article of Incorporation by maintaining and observing the following bylaws;

### **Section 1: AIMS AND OBJECTIVES**

This Section of Article of Incorporation will include the following aims/objectives or purposes/activities:

To foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help, and knowledge transfer;

To conduct a program of Islamic educations and to organize religious and social activities prescribed by Qur'an and Sunnah for the benefit of the Muslim Community;

To promote friendly and informed understanding between the Muslim Community and the community at large, and to disseminate information on Islamic principles; and

To cooperate with other Islamic Organizations to achieve its goals and objectives, following the law of the land.

### **Section 2: MEMBERSHIP**

Any Muslim regardless of race, creed, sex, national origin or visa status in the U.S. is welcome to worship in the Baitul Mukarram Masjid and to participate in its religious activities. For the purposes of these bylaws, a Muslim is defined as a person who believes in Allah (SWT), the Holy Qur'an, and Muhammad (PBUH) as the last prophet of Allah.

#### **(a) Types of Membership**

Membership in the BIC shall take one of the following forms:

1. Founder Member: A member who was an integral part of the original eleven incorporators. These members are the original members and can't be added later on. No Founder member will be replaced upon willful resignation or the sad demise. This special kind of membership is formulated to show respect to original incorporators who dedicated their time and resources to bring this organization into existence. But these members do not own or retain any extra privilege in making and/or execution of any policy of the organization. To be involved in any policy making or day to day activity these members should also fulfill the obligation to keep their status as active

2. Active Member: Any Muslim who is eighteen years of age or older and who wishes to actively participate in the affairs of the BIC and is a U.S citizen or holds a visa that entitles him or her to an extended stay in the U.S (such as an immigration visa or international civil service visa but excluding student or diplomatic visa);

3. General member: Any Muslim who wishes to participate in the activities sponsored by the BIC and to receive bulletins, circulars, community assistance, and general kinship in the spirit of Islam.

4. Honorary Member: Any person who is deemed to have rendered distinguished service to the Muslim community.

#### **(b) Application for Membership**

Application for membership shall be made to the Board of Directors of the BIC (hereinafter called "The Board") on the forms prescribed by the Board, and shall be subject to acceptance by the Board, according to procedures and criteria established by the Board's Membership Committee.

An application for Active Membership must be sponsored by at least two Active members who personally know the applicant. The Membership Committee may recommend acceptance or rejection of the application, or may recommend acceptance as General Member instead of Active Member for a specified period, the Committee being free to form its recommendations on the basis of what it considers to be the best interest of the BIC. The Board's decision on membership applications shall be final.

Honorary Membership shall be an honor bestowed by the general body of Executive Committee at the recommendation of the Active Members.

(c) Resignation of Members

A member may resign by sending a written resignation to the Board.

(d) Membership Fees and Dues

Membership dues shall be fixed by the Board and may be revised by it from time to time, subject to approval of the Executive Committee. Proposed monthly dues for individual membership are as follows:

Active Member	\$20
General Member	\$10

The monthly dues shall become payable on the fifth day of the month. An active member must not allow to lapse more than three months dues to maintain his/her active status. If the lapse period is more than three month's but less than six month's then, he/she will loose the active status for that period. He/she can make the status current by paying all the dues for the period but the period of lapse should not be counted in the length of his Active status. If the lapse is more than six month's then the membership will be cancelled and all the past period of the membership will not be considered for current membership status. This subscription/dues clause/restriction is not applicable for other member types.

Founder member can pay all his/her dues anytime to exercise his/her right. But membership dues must be paid before exercising the right.

A general member can renew the membership anytime.

(e) Rights of Members

All members shall have the right to attend and participate in the activities of the BIC. However, if a meeting has been designated as an Executive Meeting, attendance shall be restricted to the Executive Committee members only.

Ultimate authority in the BIC shall rest with the Executive Committee, this authority being exercised through their vote in the Executive meetings. Such members shall have the right to vote in the election of Directors and Trustees; to review/approve the annual reports, budget, and future plans presented by the Directors and or Trustees; and to vote on any matter of business put to vote in the executive meeting.

Voting rights of the Active Members shall be limited to those persons who were active members in good standing for at least one year before the meeting, as certified by the Secretary. This category of members shall be allowed to vote for electing the Executive Committee members, Board of Directors, and the Trustees.

Active members in good standing may attend meetings of the Board and the Trustees, without having voting rights in those meetings. General and Honorary Members shall have no voting rights. Persons who are in arrears in the payment of their dues have no voting rights and shall not participate in the discussion during any business meeting. Active members in good standing shall have the right to serve on at least one Committee. The

assignment of the Committee shall be made by the President and the Chairman of the Committee in consultation with the Board. An Active Member in good standing for at least two years can run for an Executive Membership.

(f) Termination of Membership

The Executive Committee may suspend the membership in any of the following occurrences along with other justifiable reasons:

- A. Failure to pay membership fees.
- B. Conviction of a member in a court of law for committing a criminal act.
- C. Direct or indirect involvement of a member in any attempt to obstruct any of mosque's programs, activities and rules.
- D. Dissemination by a member of any publications or leaflets or verbal activity that may attack the integrity of Bangladesh Islamic Center, any of its appointed or elected officers, staff, and volunteers.
- E. Mishandles and/or misappropriates any resource of the organization without proper approval of the Board.
- F. Tries to create a division and chaos in the organization by forming a subgroup through secret meetings. Positive criticism/debate/open dialog will be always welcomed if they are raised following the rules of the organization with proper notice to everybody.

Upon written charges brought against any member and upon filing such charges with the Secretary, and upon hearing by the Board in a duly convened meeting, whether a regular or specially called for such purpose, a member may be suspended or expelled from the BIC and its affairs. The Trustees must ratify this decision.

Any member so expelled or suspended and who has not been reinstated shall have the right to a hearing by a GRIEVANCE COMMITTEE if he/she submits a written request to the Board for such a hearing within fourteen (14) days after being notified of the action of the Board. A majority by the members of the GRIEVANCE COMMITTEE is required to set aside such an expulsion or suspension and shall make the Governance decision void.

The GRIEVANCE COMMITTEE shall be an ad-hoc committee formed by the Board and shall consist of five members whose names are drawn by lottery from a pool of all active members and the executive members, excluding the Trustees, Directors, petitioner and individual(s) in question.

Section 3: EXECUTIVE COMMITTEE (EC)

(a) Qualifications, Composition, and Election of Executive Members.

All nineteen original active members are currently executive members until next election. To be eligible for election as an Executive Member in subsequent elections, a person must: (1) be an Active Member in good standing for at least two years; (2) be a US citizen or hold an immigrant visa; and (3) have never been convicted for a civil or criminal offense (except traffic violations) in the U.S. or anywhere else.

There shall be nineteen executive members including the members of the Board and Trustees. Election of nine executive members shall be held at the Annual Meeting of the BIC of the Election Year. Each elected executive member shall be elected for a period of three years with the members of the Board and the Trustee.

(b) Responsibilities of the Executive Committee

The duties and powers of the Executive Committee shall comprise the following:

1. To hold in trust, the title of the BIC's real estate and other assets;
2. To approve or disapprove any financial transactions relating to the BIC's real estate and other assets. These include purchase, sale, lease, mortgage, or any acquisition or disposition by other means, except

that no sale, transfer, lease, or any other action involving the disposition of BIC real estate can be authorized without the written consent of eighty percent of the existing number of Trustees and followed by written consent of seventy- five percent of all Active Members.

3. To approve or disapprove the BIC's financial commitments. These include borrowing (through bonds, debentures, loans, etc.) lending and investing (through purchase of stocks, shares, partnerships, etc) for and on behalf of the BIC;

4. To approve or disapprove the annual budget proposed by the Directors, and to approve or disapprove during the year any unbudgeted items.

5. To intervene, in case of emergency and to suspend some or all BIC activities and financial transactions which, in their opinion, are against the BIC's objectives and policies, and to conduct and permit those activities and those transactions which in their judgment are needed for the day- to-day operation of the BIC.

6. To provide guidance for the development of long-range strategies for the BIC.

(c). President of the Executive Committee

The President of BIC by default is the President of the EC and he is the President of the Board of Directors and the Trustees as well.

(d). Meetings of the EC.

The Executive Committee shall meet at the call of the President, at least four times during the year. At least one half of the total number of members must be present at a meeting to constitute a quorum. Decisions shall be made by majority vote of the total number of members (not just by a majority of those present). If any decision could not be made due to majority constraint, the decision can be withheld until next meeting. The secretary will contact the absent member to seek his/her consent by proxy vote before next meeting. An absent member may cast his vote by proxy, by telephone or in writing. Any scheduled meeting falling on the Federal Long Weekend should be automatically pushed to the following weekend.

(e). Absenteeism

If an Elected Member of the EC is absent from three consecutive regularly scheduled meetings of the Committee held at least three months apart without notifying the President of the reasons for his absence as recorded in the minutes or if he is absent from four such meetings cumulatively during a twelve-month period regardless of such notification, he is considered to have resigned from the EC and steps may be taken to fill the vacancy in accordance with Section (12).

#### Section 4: BOARD OF DIRECTORS (THE BOARD)

(a) Qualifications, Composition, and Election of Directors

To be eligible for election as a Director, a person must: (1) be a EC Member in good standing; (2) have never been convicted for a civil or criminal offense (except traffic violations) in U.S. or elsewhere; and (3) have served on one or more BIC Committees for a cumulative period of two years as certified by the Committee Chair(s), or have served as a volunteer teacher or other volunteer member of one or more BIC School committees for a cumulative period of two years as certified by the School Director, or have served as an BIC Trustee or Director for at least one year, except where there has been an interruption of membership of twelve months or longer in which case previous service shall not count.

(b) Election of Board of Directors



Election of Directors shall be held in the Election Year election along with the election of members of other bodies. A Director may serve on any Committee and otherwise generally participate and assist in the operation of the BIC like any Active Member.

(c) Responsibilities of the Board of Directors

The Board of Directors shall have all the powers and authority needed for the proper functioning of the BIC. The Duties and powers of the Board shall include, but not be limited to, the following:

1. Submit to the EC for their review and approval every three months a plan of work, in accordance with the guidelines laid down by the EC, for implementation during the course of the year, and to furnish each quarter a progress report for review and approval by the EC;

2. Plan and implement activities consistent with the objectives and policies of the BIC. The Board shall maintain the independence and integrity of the organization by assuring that any activity performed on the Muslim Community is carried out only under the complete authority and control of the Board and concurrence of the EC;

3. Maintain and operate the facilities of the BIC and establish rules and regulations for their use. Any use of the Mosque and BIC premises other than the prayers/emergency religious activities, must be approved by the Board prior to that use.

4. Prepare an annual budget, including recommended values of annual membership dues and other charges and assessments, for approval by the EC;

5. Act on membership applications, resignations, suspension or revocation of membership, and other matters relating to membership;

6. Recommend to the general body of Active Members the conferral of Honorary Membership on worthy individuals; and

7. Perform any other functions that are needed for proper management of the BIC and its facilities.

(d) Officers of the Board of Directors

The BIC shall elect a President, a Vice President, a Treasurer, a Secretary, and an Assistant General Secretary from among the Executive Members. All Executive and Active members will elect these officers by direct or written proxy votes on Election Day. Each of these officers shall hold office for three years, and shall be eligible for reelection to unlimited consecutive terms provided he is an Executive Member at the time of such reelection.

In order to be eligible for the position of President, an EC member shall have served as a Trustee or a Director for at least two years. Service on the previous Board of Directors or the Trustee shall be considered as equivalent to service as a Director

The officers shall perform the duties normally associated with their respective offices, which include the following specific duties:

1. The President shall preside at all meetings of the Board as well as the general body meetings. He shall exercise general supervision of the day-to-day activities of, and service provided by the BIC.

2. The Treasurer shall maintain accounts of the BIC, and shall be responsible for the collection of dues and for payment of bills, etc.

3. The Secretary shall keep a record of the proceedings of the Board meetings and the meetings of the general body. He shall be the custodian of all records of the BIC, shall maintain an up-to-date mailing list of all members, and shall issue notices for meetings.

4. The Vice President will officiate in the absence of the President and to assist him in his duties.

5. The Assistant General Secretary will assist the General Secretary in all the official matters of the BIC when sought.

(e) Meetings of the Board of Directors

The Board shall meet at the call of the President, ordinarily once a month but at least six times during the year. At least three Directors must be present at a meeting to constitute a quorum. Decisions of the Board shall be by majority vote of the total number of Directors (not just by the majority of those present). An absent Director may cast his vote by proxy, by telephone, or in writing to the President.

(f) Absenteeism

If a Director is absent from three consecutive regularly scheduled meetings of the Board of Directors without notifying the Secretary of the reasons for his absence from four such meetings cumulatively during a twelve-month period regardless of such notification, he shall be considered to have resigned from the office of the Director and the Board may take steps to fill the vacancy in accordance with Section 12.

## Section 5: TRUSTEES

(a) Qualifications, Composition, and Election of Trustees

To be eligible for election as a Trustee, a person must: (1) be a EC Member in good standing; (2) have never been convicted for a civil or criminal offense (except traffic violations) in the U.S. or anywhere else; and (3) have served on one or more BIC Committees for a cumulative period of two years as certified by the Committee Chair(s), or have served as a volunteer teacher or other volunteer member of one or more BIC School committees for a cumulative period of two years as certified by the School Director, or have served as an BIC Trustee or Director for at least one year, except where there has been an interruption of membership of twelve months or longer in which case previous service shall not count.

Election of Trustees shall be held in the election year with the Election of Board of Directors and the member of EC. The Trustees should be elected for a period of three years as well and shall be able to run for unlimited consecutive terms. A Trustee may serve on any Committee and otherwise generally participate and assist in the operation of the BIC like any Active Member.

(b) Responsibilities of the Trustees

The Trustees shall have all the powers and authority needed to review the functioning by the Board, except the powers expressly assigned to the Board. The Trustees can request all the Official documents time to time, review them, and recommend measures for improvement within the guidelines of the BIC. The Trustees shall act as positive critique of the Board for the betterment of the BIC. They shall always focus on the issues only related to the BIC and recommend the enhancement to the EC for review and necessary action.

## Section 6: EXCLUSIVENESS/RELATION OF TRUSTEES AND DIRECTORS

The Trustees and the Directors shall make every effort to perform their respective duties and use their respective powers in complete harmony with each other. The President will be pivotal connection between these two bodies. There should be at least two joint meetings of the two bodies in year, to be held at the request of either body, within fifteen days of such a request. The members from either body can voluntarily join the other's meeting as non-voting participants.

No single person, except the President of the BIC, can be a Director and a Trustee concurrently in future after the tenure of the current bodies expires to resolve any conflict of interest.

## Section 7: REMOVAL FROM OFFICE

An Officer of the Corporation/Board, or a Trustee may be removed from his office or his position as Trustee or Director, as the case may be, for cause, after due hearing, in accordance following the procedure. A petition for such action, stating the reasons for the proposed action and bearing the signatures of at least one-third of the total number of EC Members of the Corporation, shall be submitted to the Board of Directors. The both Board and Trustees shall hold separate hearing and forward their recommendations to the EC within sixty days of the receipt of the petition. The EC without the representatives from the Board and the Trustee shall complete their review of the case and make their decision within thirty days thereafter. If both Board and Trustee concur in their decision then the EC review committee will review if all the procedures were properly followed and ratify the decision. The recommendation of the Board and the decision of the Trustees shall be recorded in the minutes of the respective bodies and shall be available to any Active Member on demand.

In case of difference of opinions between the Board and the Trustee, the EC will call a decision making meeting where the decision will be taken by the majority of the total EC votes. All the decision making procedures will be available to all Active Members on demand.

The decision of the EC may be appealed by the individual member in question or the petitioners within thirty days after it is announced. The appeal will be heard by a panel of nine Active Members whose names are drawn by lot of all Active Members excluding the petitioners, and the individual in question. The decision of the panel shall be final and binding. The process of an individual's removal from office or his position as Trustee or Director, as the case may be, is automatically terminated at any time as the individual in question resigns from such office or position. During the process, every effort shall be made to maintain confidentiality, in order to protect the reputation of the individual involved.

## Section 8: FINANCIAL MATTERS

All financial transactions shall be handled through one or more bank accounts. Disbursements from the accounts shall be made under the signatures of the following two officers: President and Treasurer.

The Treasurer shall maintain a record of the amount and of all receipts and expenditures, and of the assets, credits and liabilities of the Corporation. He/She shall submit a monthly financial report to the Directors every month and to every quarter to the EC during regular scheduled meeting.

The Board of Directors shall have the accounts of the Corporation examined and the correctness of the income and expenditure account and balance sheet ascertained, by one or more auditors annually. In addition, the Treasurer shall prepare a financial report every three months and make it available to any Active Members upon request.

The fiscal year of the Corporation shall be from January 1 through December 31 every year.

## Section 9: INDEMNIFICATION AND BONDING

### (a) Indemnification

Every Director or officer of the Corporation, and a Trustee, and any member specially assigned with a responsibility, and their heirs, executors and administrators and estate and effects respectively, shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

\* All costs and charges and expense whatsoever which such member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him in or about the execution of duties of his office; and

\* All other costs, charges and expense, which he sustains or incurs in or about, or in relation to the affairs thereof, except such costs other charges or expenses are occasioned by his or her own willful neglect or default.

(b) Bonding

The Chairman, President, Treasurer, and any other officer or member of the Corporation who has the authority to disburse the Corporation's funds, may be bonded, at the expense of the Corporation, for an amount to be determined by the Board of Directors.

Section 10: MEETINGS OF MEMBERS

(a) Annual Meeting of the Corporation

The Annual Meeting of the Active Members of the BIC shall be held within the last two weeks of July in each calendar year. The time, date, and place of the meeting shall be fixed by a resolution of the Directors, and a minimum of fifteen days notice in writing shall be given to each Active Member, mailed to his known address. The following items of business shall be transacted in the Annual Meeting of the general body:

1. Approval of minutes of the last general meeting.
2. Annual reports by the President and Secretary describing previous year's accomplishment, present status, the budget proposed by the EC and Directors, and other matters of general interest.
3. The Treasurer's report, which shall include a balance sheet, general Statement of income and expenditure, and an auditor's report.
4. Reports of the Sub Committee if any.
5. Report of the Nominating Committee announcing the list of Candidates before papers have been found in order.
6. Election to the vacancies of Directors, Trustees, and EC members.
7. Appointment of an independent auditing firm, or of an auditor who is not a Trustee or a Director, to audit the accounts of the current fiscal year.

Transaction of the general business of the Corporation and discussion of any other matters referred to the meeting by the Trustees or Directors or brought up by its membership. Only such items that are included in the official agenda sent to members with the meeting notice and included in the ballot papers sent to absentee voting members can be brought to vote. Items raised from the floor during the meeting can be discussed but any vote taken on them shall only serve as opinions for consideration by Trustees and Directors and shall not be binding, unless the votes in favor of the motion exceed 50% of total number of active members eligible to vote at the time of meeting (not just 50% of those present in the meeting).

(b) Special meetings of the Corporation.

A special meeting of the EC/Active members of the BIC may be held at any time upon the call of the Trustees or the Directors, or at the written request of at least two-thirds of the Active Members addressed to the Board of Directors. Notice of such meeting shall be given to Active Members in the same manner as provided for the Annual Meeting which notice shall specify the nature of business to be transacted.

(c) Other Meetings

Members of the Corporation may assemble at any time to exchange information, discuss matters of general interest, and participate in religious activities and other similar purposes.

(d) Quorum

At the Annual and Special Meetings of the BIC, twenty-five percent of the total number of EC or Active Members, or seventy percent EC Members actually present at the meeting, whichever is less, shall constitute a quorum for the transaction of any business, provided that two of the aforesaid members shall be Trustees and two shall be Directors. If at any such meeting there is a failure to achieve a quorum, then the EC Members present shall determine the time and place of a rescheduled meeting to be held on a date about two weeks later, and the Secretary shall be directed to notify the EC and Active Members accordingly. At this rescheduled meeting the EC and/or Active Members who are actually present, regardless of their number, shall constitute a quorum for all purposes and for transaction of all business.

Section 11: ELECTIONS OF EC MEMBERS, TRUSTEES AND DIRECTORS

(a) Notice of Vacancies

The notice of the Annual Meeting of the BIC, in which the election is an item of business, shall contain the information regarding the number of vacancies of EC Members, Trustees and Directors. The last date by which the nominations are to be submitted to the Nominating Committee shall also be indicated in the notice.

(b) Nominations

Each nomination paper, signed by one EC and/or Active Member and seconded by another EC and/or Active Member where applicable, shall contain the nominations for the EC Members, Trustees and/or the Directors, the number of names not exceeding the number of vacancies in each body. The nomination paper shall be submitted to the Nominating Committee on or before the due date specified in the notice of the Annual Meeting. Nominations shall not be permitted from the floor during the meeting.

(d) Election Commission

A three member election commission will be decided and formed of three invited guests from other religious organizations by the EC thirty days before the election. The president of the BIC will contact them to make sure they are available on Election Day. The EC should also decide three alternates during their selection of the Election Committee in case the original three are not available for any reason.

(c) Nominating Committee

The Nominating Committee shall consist of a Chairman, elected in the in the previous Annual Meeting, and two members, one member being designated by the Trustees and the other by the directors. All the members of the Nominating Committee shall be chosen from the Active Members. The Chairman or members of the Committee shall not be candidates in the election. The Committee shall scrutinize the validity of the nominations and submit a report to the Annual Meeting before the start of the election. At the discretion of the Directors, the Committee's report may be mailed to EC and Active Members in advance of the meeting. This committee will assist the Election Commission in proper counting of votes cast.

(d) Election Procedure

The election to the vacant position of EC members, the Board, and the Trustee shall be held in the Annual Meeting by secret ballot. The proceedings of the election shall be presided over by the President, or in case he is absent, by another officer of Corporation nominated by the President. Each Active Member in good standing who is eligible to vote, as certified by the Secretary, shall have the right to vote. Candidates for the vacancies shall express their acceptance of the nomination either in person at the meeting or in writing to the Presiding Officer. A candidate with a simple majority of votes cast will be elected.

(e) Absentee Ballots

In case an Active/EC Member expects to be unable to attend the Annual Meeting. He can obtain an absentee ballot from the Chairman of the Nominating Committee on request. The envelope containing the absentee ballot shall bear the signature, address and telephone number of the Active Member and shall be delivered to the Chairman of the Nominating Committee before the start of the election procedure at the Annual Meeting.

#### Section 12: ASSIGNMENT OF MEMBERS TO VACANT POSITIONS

Should a vacancy arise among the EC Members or Trustees or Directors, due to resignation, increase in the permitted number of EC Members or Trustees or Directors, or any other reason, the vacancy shall be filled by a person designated by the EC Members until the next election, provided such person meets the qualifications for the position as stated in the appropriate section of bylaws.

#### Section 13: APPOINTMENTS OF INDIVIDUALS AND COMMITTEES

The president, with the approval of the Board of Directors, may appoint any individuals or Committees for any specific responsibility. There may be the following Standing Committees:

Nominating Committee; Fund- Raising Committee; Membership Committee; Education Committee; Social and Cultural Committee; Building/Facilities Committee; Public Relations Committee; etc.

Any EC or Active Member, including Directors and Trustees, may be a member or Chairman of a Committee. The Trustees and Directors may jointly invite certain Active Members to serve on an Advisory Council, with a view to seeking their advice and counsel from time to time. Such members shall be or shall have been involved in BIC work but shall not be members of either body or any of its committees and shall serve for one-year term, which may be renewed.

#### Section 14: RESTRICTIONS ON CERTAIN ELECTIVE OFFICES

- (a) A husband and wife shall not hold elective office as Trustee and/or Director simultaneously.
- (b) A BIC director or Trustee may not use his position to bring benefits to himself or his family, relative, friends or employees.
- (c) A person may not serve as BIC Director or Trustee if he/she holds a position of substantial interest in another religious organization exempt from Federal income tax under section 501 C (3) of the Internal Revenue Code.

#### Section 15: AMENDMENT TO BYLAWS

The membership may make additional bylaws, or repeal, or amend the present bylaws. All such changes shall be proposed in writing by at least ten EC and/or Active Members and submitted to the Trustees and Directors, who shall review them independently within thirty days. Such changes may also be initially proposed unanimously and independently either by the Trustees or the Directors. In that case, the proposal should directly go the EC. The proposals, along with the comments of the Trustees and Directors, shall be presented to the next EC Meeting or to a Special Meeting called within thirty days after completion of the review by the Directors and Trustees, whichever meeting date comes first. As an alternative, the proposals and the comments may be mailed to all Executive Members along with a ballot for their vote. To be carried, an amendment shall require the approval of at least a two-thirds majority of the EC Members, who cast their votes, provided the Votes cast, exceed seventy percent of the total number of EC Members.

#### Section 16: NON-DISCRIMINATION

The facilities and activities of the BIC shall be open to all interested members without discrimination on the basis of race, color, sex, or national origin, provided these persons subscribe to and uphold the objectives of the

BIC and abide by the rules and regulations established by the management of the BIC. All such activities must have a prior approval from the Board without exception.

#### Section 17: DISSOLUTION

Upon dissolution or winding up of the corporations, its assets remaining after payment, provision for payment, of all debts and liabilities of this corporations, shall be distributed by the Executive Committee to any organization which is organized and operated for charitable and/or religious purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Service Code, as amended.

#### C. AMENDMENTS OF 2009

The following amendments were unanimously adopted in All Member Meeting on July 26, 2009 and ratified by the Board. Any related items in preceding sections of the Constitution will be superseded by the following amended items:

A2009.1: Term duration of two years and a term limit of two consecutive terms for the same position have been set for all elected positions. No single person will be allowed to run for more than two terms for the same position. But the person will be able to run for different position if he has completed two terms for a particular position. The person will also be able to run again for the same position after two completing two terms followed by a gap of at least one term.

A2009.2: The election schedule has been shifted from July to November and Current Board will organize and complete Election by Mid November in the Election Year. The transfer of power/responsibilities timeline has also been changed by this amendment and will occur on First Sunday of the January following the Election Year. Existing Board will hand over the responsibilities to the new Board on first Sunday of January following the Election year.

A2009.3: Two New Officer Positions, One Vice President and Assistant Treasurer, have been proposed and unanimously accepted and will be put up in the ballot for all future elections. This was decided for increasing executive/operational efficiencies. Therefore, with these amendments the Elected Position of the Board will be as follows:

- President
- Vice President Operations
- Vice President Community and Masjid Development
- General Secretary
- Assistant General Secretary
- Treasurer
- Assistant Treasurer
- Trustee
- Trustee
- Trustee
- Trustee

A2009.4: The Board will select another 8 members from eligible Active Members and will form a committee called Executive Committee. This Committee will be responsible for day to day decision making policy and By Laws development and changes within the guidelines of the constitution and these amendments. Any major item change in the Constitution and in this amendment will require participation of all Active Members of the BIC. Each executive member will be assigned the responsibility to communicate with a number of Active Members and is required to attend the Quarterly meetings called by the Board. The Quarterly Meeting is must for the Executive Committee. In addition the Board can meet more frequently as need basis. Each Executive member will be assigned some tasks to complete with timeline and therefore a commitment will be required to volunteer some hours from all Executive Committee members.

A2009.5: The following roles and responsibilities of the Board have been defined more explicitly for clarification. The Board as a whole has been entrusted with the power to define conditions of persistent inactivity and violations of Organization's policy by an elected official as well as clearly outline the process/action taken against that official.

**President:** Create vision and goal of the Organization both short term and long term. Engage in public outreach, fundraising, and communication with other local/out of state Islamic and other religious and social organizations. Maintain good relationships with all members and worshippers, especially with the Board Members.

**Vice President, Operations:** Develop methods and manage day to day operations to make Baitul Mukarram a pleasant Masjid for all worshippers. Work closely with the president and the Imam to resolve any immediate issues and work with the Board and the executive committee to resolve any chronic issues. Work as acting President in his absence.

**Vice President of Community and Masjid Development:** Look for needs and opportunity to develop programs and/or physical up keep of the Masjid to attract worshippers and engage them in various religious and social activities. Work as acting president in absence of President and Vice President of Operations.

**General Secretary:** Communicate meeting schedules/agenda items/meeting minutes of all meetings. Take notes of all the meetings. Work with the President/Vice Presidents and other members of the Board and executive committee to propagate all public information efficiently and transparently. Preserve all the meeting minutes and organization documents as decided by the Board/Executive committee.

**Assistant General Secretary:** Assist General Secretary when asked and needed. Actively participate in all required meetings and preserve the second copy of all the documents as backup and be prepared to deliver any document when asked. Act as General Secretary in his absence. He will also maintain the membership list and its subscription status of the BIC

**Treasurer:** Maintain all the financial documents, bank statements, income and expense receipts, write and deposit checks, prepare quarterly statement and present to the Board and the Executive Committee.

**Assistant Treasurer:** Assist Treasurer in all financial related activities and act as Treasurer in his absence.

**Trustee:** Participate in all required meetings and observe all the activities performed by all the officers, and provide feedback for improvement. Evaluate performance of each officer and provide recommendation to the executive committee for necessary improvements and/or recognition.

A2009.6: The following financial and spending guidelines have also been adopted unanimously:

Any expense of \$1000 or less can be jointly approved by the President and the Treasurer. One vendor quote must be kept to support the authorization. If the expense amount is between \$1000 and \$3000 then it has to be approved by the Board and at least two vendor quotes must be obtained and reviewed before approval. If the expense amount is more than \$3000 then it must be approved by the Executive Committee and communicated to all members of BIC via a public announcement on the Notice Board. At least three vendor quotes must be obtained and reviewed before approval. Exception to these guidelines is the emergency fix where the immediate repair must be done with best possible by the Board communicating the emergency needs and corresponding decision taken to all the members via public announcement on the Notice Board. Sale and/or disposition of any property must be approved by the Executive Committee and communicated to all members by public announcement on the Notice Board before the transaction.



#### **D. AMENDMENTS OF 2013**

The following amendments were unanimously adopted and ratified in All Member Meeting on November 09, 2013. Any related items in preceding sections of the Constitution will be superseded by the following amended items:

##### **A2013.1: Formation of Advisory Council**

The Active Members present during ratification of this amendment unanimously decided to form a seven (7) member Advisory Council whose primary role would be to observe and advise Executive Committee's activity as per Constitution. The members unanimously decided that seven Founder Members currently alive out of original eleven incorporators will form this Council. This will be a lifetime appointment of all the Founder Members and will be allowed to leave at will or will be relieved in case of physical or mental incapacity.

When a vacancy originates from a willful departure by a Founder Member or due to his physical and/or mental conditions or due to death, the remaining members of the Council will elect a new member of among the current Active Members based on his/her Active Status, Seniority, and Extent of Contribution to the BIC.

One important role of the Advisory Council will be to nominate/pre-elect the Executive Committee and present the candidates to the Active Members for final approval of the Executive Committee **in any election year if majority of Active Members choose to follow democratic selection process instead of usual election process outlined in previous sections of this constitution.**

In addition, the Advisory Council will play a vital role of overseeing the activity of the Executive Committee and advise/propose changes when necessary for smooth functioning and strategic progress of BIC.

This council will reserve the ultimate right of making decision in any critical BIC matters such as member selections, conflict resolution, and dispute mitigation. The Council will meet at least twice a year and as needed with the Executive Committee to jointly review various aspects of BIC. The meetings can be coincided with any Executive Committee's monthly meeting.

##### **A2013.2: Alternate Process of Electing the Executive Committee**

The Active Members present during ratification of this amendment unanimously decided that **in any election year if majority of Active Members decide to follow an alternative election process instead of usual election process outlined in the original constitution and amendment**, then the process outlined below will be followed:

The Advisory Council shall nominate/pre-elect members of the Executive Committee from among Active Members by a simple majority vote for each position of the Executive Committee. The advisory council must resolve all the disputes through extensive review and consideration and come up with the list of all members for the Executive Committee (also called the Board).

This Executive Committee will then be presented to Active Members present on **Election Day** for their final approval obtained via a simple majority of secret yes/no vote for each position. If majority of Active Members reject a particular candidate, then the Advisory Council will find a replacement of that candidate within 30 days and present to the Active Members for his/her election to the position. If candidate is rejected for the second time, then the Council will elect the third candidate without any approval from the Active Members.

##### **A2013.3: Abolishment of 8 Executive Member position in 2009 Amendment**

The 8 selected Executive Member positions have been abolished via this Amendment. The previous 11 member Board will be the Executive Committee. Therefore, the Board and Executive Committee will be used synonymously for all BIC communication purpose. Therefore, for all intensive purpose the President of BIC is a member of the Executive Committee (or Board) so is the General Secretary of BIC.

##### **A2013.4: Resignation of an Executive Committee Member**

If an Executive Committee member resigns willfully and leaves the Board, he must submit the resignation letter in writing to the BIC President. The President will bring the matter in the next Board Meeting or in an urgent meeting called by the President and have it accepted by the Board.

Once the resignation is accepted by the Board, the President will appoint a new person in the vacant position immediately to run the BIC affairs without any interruption. This new person will then be presented to Advisory Council for their final approval within sixty (60) days of his/her appointment.