

Bylaws of The Islamic Center of Conejo Valley

(Including Amendments)

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ARTICLE 1. OFFICES

Section 1.01 The principal office for the transaction of the business of this corporation, hereinafter referred to as the "Center", is located at 2700 North Borchard Road, Newbury Park, City of Thousand Oaks, County of Ventura and State of California.

Section 1.02 The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its' business may require and as the Board of Directors may from time to time designate.

ARTICLE 2. PURPOSE AND MISSION

To foster, practice and teach the religion of Islam by providing religious, educational and recreational facilities for members of the public at large.

ARTICLE 3. ORGANIZATION

The organization of this corporation shall be as a Nonprofit Religious Corporation filed with the Secretary of State, Corporation Division, State of California.

ARTICLE 4. MEMBERSHIP

Section 4.01 Membership of the Islamic Center of Conejo Valley shall be a privilege and open to all Muslims who are in good standing in the community, and who share the general philosophy of the Center. Acceptance of the membership shall constitute the member's agreement to strictly abide by and support the goals, objectives, bylaws, rules and regulations of the Center.

Section 4.02 For the purposes of defining a member, the monthly donation statement list shall be accepted as the primary source of membership. Muslims residing within the geographical Conejo Valley area and actively participating in the Center activities shall also be considered members with proof of residence.

Section 4.03 **Voting Members** - Only those members defined in Section 4.02 shall have the right to vote in General membership meetings and elections. Visitors and family members from out of the geographical area shall be allowed to attend the general meetings but shall not have the right to vote.

Section 4.04 **Honorary and Special Membership** - Honorary membership shall be open to any Muslim who has contributed generously to the welfare of this Center, and to any individual who has performed an outstanding service to the muslim community. Such membership shall be conferred upon the recommendation of any active member and with the approval of the Board of Directors. Special membership is open to Non-muslims who have shown an interest in Islam. They may attend all activities of the Center. Honorary and Special members shall not have the right to vote in any meetings or elections.

Section 4.05 **Termination** - Actions by any member that are deemed contrary to the general interest of Islam or of the Center will be a cause for suspension of that member's privileges. A two-third majority approval by the Board of Directors is necessary for such action. The member shall be notified of any such action in writing and shall have the right to appeal against such decision to the Board.

ARTICLE 5. MEETINGS

Section 5.01 Annual meetings of members for elections of the Board of Directors, amendments to bylaws and the transaction of any other business shall be held in the month of January every year at such time and place as fixed by the Board of Directors. If a majority of the voting members present at such

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meetings or the Board of Directors so directs, a special general body meeting may be called upon at any designated time and place as deemed necessary.

Section 5.02 Special meetings - Such meetings shall be called upon at any time by the Board of Directors and shall be called upon the written petition of thirty (30) voting members filed with the Board of Directors.

Section 5.03 Notice of Meetings - Notice shall be given to all voting members of any general or special meeting giving the time, place and agenda of such meeting and mailed to each member at his/her address as it appears on the books of the Corporation by the Secretary. Such a notice shall be mailed at least ten (10) days prior to the meeting.

Section 5.04 Voting - Voting shall be by written and secret ballot, with eligibility of voters established by reference to the voting membership list as described above in Section 4.03. A majority vote of those voting members present and voting at a meeting, at which a quorum, as hereinafter defined, is present, shall be required for official action, unless otherwise specified hereinafter in these Bylaws or by the law.

Section 5.05 Quorum - A quorum shall consist of twenty five percent (25%) of the voting membership.

Section 5.06 Conduct of Meetings - Meetings shall be presided over by the Chairman and of the Board, or in his/her absence, by the Vice-Chairman. The order of business for annual meetings shall be as follows:

- (i) Reading of Surah Al-Fatiha
- (ii) Report and Opening remarks of the Chairman
- (iii) Report of the financial status by the Treasurer
- (iv) Reports of any Special Committees
- (v) Consideration and adoption of any amendments to By-laws
- (vi) Nomination and Introduction of candidates
- (vii) Election of Board of Directors
- (viii) Dua and Adjournment

ARTICLE 6. BOARD OF DIRECTORS

Section 6.01 Number and Compensation -The corporation shall have five (5) Directors who shall serve without compensation for a period of one year and shall be collectively known as the Board of Directors.

Section 6.02 Qualification and Election -Any voting member of the corporation who has been an active participant in the activities of the Center shall be eligible for nomination for election.

The Directors shall be elected by the vote of the voting members present at annual meetings at which a quorum is present. Voting by proxy shall be authorized. Candidates receiving the highest number of votes up to the number of Directors required are elected.

Section 6.03 Powers - a) The Board of Directors, on behalf of the Center, shall oversee all of the Center's administrative and business affairs.

b) The Board may oversee the appointment of all employees of the Center and may direct the compensation for such employees.

Section 6.04 Vacancies - Any vacancies of the Board of Directors shall be filled by a majority vote of the remaining Board of Directors for the remaining term of such vacancies.

Section 6.05 Meetings - The Board shall hold regular monthly meetings at such time and place as designated by the Board. The meetings shall be open to all voting members. The Board may also hold special closed meetings at its discretion. A quorum shall consist of three (3) Directors.

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Section 6.06 Termination - Any Director who fails to attend three (3) consecutive meetings without prior approval of the Board shall cease to be a Board member.

Section 6.07 Dissolution - The Board of Directors may be dissolved by a vote or consent of two-thirds of the Board Directors.

Section 6.08 Action by Consent - Action may be taken by the Board members without a meeting if each Director entitled to vote signs or verbally records a vote to such action with the Secretary of the Corporation.

ARTICLE 7. OFFICERS

Section 7.01 The officers of the Corporation shall be a Chairman, Vice-Chairman, Treasurer and Secretary, and such other officers as may be designated and appointed from time to time by the Board. Any officer may be removed at any time by majority consent of the Board.

Section 7.02 The officers shall be elected by the Board members from amongst their members at the first Board meeting after the election.

Section 7.03 Duties of Officers:

a) The Chairman shall preside over all meetings of the corporation, general membership and the Board of Directors.

b) The Vice-Chairman shall act in place of the Chairman in his/her absence and shall perform such other duties as may be imposed by the Board of Directors, the Articles of Incorporation or by these By-laws.

c) The Treasurer shall receive and safely deposit all the funds and other property collected by the Center and shall disburse the same under the direction of the Board. He shall render a statement at all meetings as may be requested by the Board or any voting member. He shall be responsible for receiving all financial reports from the Financial officer of the Musab Ibn-Umayr Islamic school and from the financial officers of any special committees designated by the Board of Directors. He shall keep a complete account of all the finances of the Center which shall be open for inspection at any reasonable time as directed by the Board of Directors. He shall also be responsible for assisting with the proper reporting and filing of all income tax documents with the federal and state agencies.

d) The Secretary shall keep an accurate record of all the transactions of the Board. He shall be responsible for posting all notices and notifying members of all meetings to be held by mail. He shall maintain a current list of all voting members of the Center and receive proxy or consent votes as needed. He shall also be called upon to perform other duties as may be imposed by law, by the Articles of Incorporation, by the Board of Directors or by these Bylaws.

Section 7.04 Appointments of the Imam, Administrator or Other special officers shall be at the discretion of the Board of Directors as deemed necessary from time to time. Any compensation to such individuals for their services shall be at the discretion of the Board. The assignment of responsibilities and duties of such special appointees shall also be at the discretion of the Board of Directors.

ARTICLE 8. COMMITTEES

The Board of Directors at its discretion may form a special committee to deal with a specific project and select volunteers or members for that committee. Such committees may be for the purposes of finance, fund-raising, construction projects, membership, administrative issues, dawah, Women's and Youth groups and other such projects. The duties of these committees shall be assigned by the Board of Directors. All such committees shall directly report to the Board and submit their recommendations for an

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action to be taken. The Board may also recommend the formation of special groups and sub organizations as deemed necessary upon the written petition of at least 25 voting members of the Center. Such groups shall abide by ALL the policies and Bylaws of the Center and shall be responsible for their actions.

ARTICLE 9. CORPORATE RECORDS AND REPORTS

Section 9.01 The minutes of meetings shall be maintained by the Corporation and available for inspection at the demand or direction of the Board of Directors. A copy of the Bylaws, Articles of Incorporation and all other related Corporate records shall also be maintained by the Secretary at a place of his/her discretion and shall be available for inspection on demand by the Board of Directors.

Section 9.02 The corporate records and financial documents of the corporation shall be open to inspection on the written demand of any voting member at any reasonable time. Such a request shall be for a purpose reasonably related to the interest of the Center and shall be petitioned by at least 10% of the voting members of the Center. Such inspection may be made in person at the Center at a time and place conveniently suitable to both parties. Such request shall be submitted in writing along with the supporting petition to the Chairman of the Board.

Section 9.03 The Board of Directors 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 10. FISCAL YEAR

Section 10.01 The fiscal year of the Center shall be the Georgian calendar year.

ARTICLE 11. BYLAWS

Section 11.01 These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall also become effective immediately on their adoption unless the members in adopting them provide that they are to become effective at a later date.

Section 11.02 Amendments - a) Subject to limitations contained in the Articles of Incorporation of this corporation and to any provisions of the law applicable to the amendment of Bylaws of nonprofit 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 members by a two-thirds (2/3) majority vote of the voting 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 membership as provided in Section 5.03 of these Bylaws sets forth the proposed amendment in full.

b) Amendments to these Bylaws may be proposed (1) by the Board of Directors on its own motion; or (2) by the petition of at least thirty (30) voting members presented to the Board at a Board meeting not less than thirty (30) days before the membership meeting at which the proposed amendment is to be presented. The Board must submit the proposed amendment to the members at a meeting at which a quorum is present, except that if such meeting is a special meeting, the Board may defer presentation to the next following annual general membership meeting.

Section 11.03 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 kept with the Secretary at a place of his/her designation, and such book shall be open to inspection by the members at all reasonable times.

Section 11.04 Effective Dates - These Bylaws and all subsequent amendments shall become effective on the day following the date of approval by the members as set out in Section 11.02.

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Section 11.05 Amendment to Number and Term of Board of Directors - The corporation shall have seven (7) Directors who shall serve without compensation for a period of two years and shall be collectively known as the Board of Directors. A quorum shall consist of 4 members of the board of directors. This amendment supersedes Article 6, Section 1.

Section 11.06 Amendment to Membership Requirements - A member is defined as any Muslim (or his/her immediate family members) who has paid the annual membership dues of \$25.00 and is a resident of the Conejo Valley Area. For membership requirements, a membership form must be completed and the membership fee for the year must be paid. Any general donation to ICCV that is verifiable shall be considered valid for the membership fees – this excludes contributions for zakat, picnic, school fees, etc. Membership fees are valid for one year period starting on January 1. This amendment supersedes the membership requirements outlined in Article 4, Section 2.

Section 11.07 Amendment for Selling Real Estate – In order to sell any real estate property, the board of directors are required to convene a general body meeting in which all members will have the right to approve or disapprove the issue in a general body vote. A minimum of two-thirds of the voting body must be gathered and a simple majority will be required to approve the issue.

Section 11.08 Amendment for Term Limit of the Board of Directors – No ICCV board member shall serve more than two consecutive terms. The current term is two years; therefore no board member can run for elections after serving on the ICCV board continuously for four years. This proposition is effective retroactive starting with board members whose service started in 2003.

Section 11.09 Amendment to Membership Requirements - A “member” is defined as any Muslim, or a Muslim member of his/her immediate family residing at the same address located in the Conejo Valley area, who has paid a minimum annual general donation of \$50 per family. Any general donation to ICCV that is verifiable based on check or credit card payments, or by cash with an official ICCV receipt of the payment, shall be considered valid for the membership requirements – this *excludes* contributions for Zakat, school fees, and fees/charges for an ICCV event.

The Greater Conejo Valley Area for purposes of the ICCV is defined as the geographical area, which includes Agoura Hills, Calabasas, Westlake, Thousand Oaks, Newbury Park, Camarillo, Oxnard, Ventura, Simi Valley and Moorpark.

Membership must be established and maintained (i.e. annual dues of \$50 and a completed membership form on file with the ICCV) for at least one (1) full year immediately prior to an election year in order to qualify as being eligible for voting in a general election. This amendment supersedes the membership requirements outlined in Article 11, Section 6.

Section 11.10 Qualification and Election - Any voting member of the community, who has been an active participant in the activities of the Islamic Center for a minimum period of two consecutive years immediately prior to an election year, is eligible to be nominated for election. This activity should be verifiable either by an existing ICCV Board member or the ICCV Imam.

The members of the Board of Directors shall be elected by the vote of the voting members of the community present at annual meetings at which a quorum is established. Voting by proxy and/or absentee ballots shall not be accepted. Candidates receiving the highest number of votes will be elected to fill the available number of open positions, up to a maximum of seven (7), for members of the Board of Directors. This amendment supersedes the membership requirements outlined in Article 6, Section 2.

Section 11.11 Formation of the Board of Trustees - The general body approves of the formation of a Board of Trustees for the safekeeping and protection of the Islamic Center. The new Board of Directors (2010-2012 term) are given the authority to research, investigate and appoint five (5) members to the Board

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of Trustees. The new Board of Directors will appoint a committee consisting of senior and well respected members of the community, which will offer its recommendations of suitable names to the Board of Directors for their selection and appointment to serve on this five (5) member Board of Trustees.

Section 11.12: Duties and Responsibilities of the Board of Trustees - The principal purpose and duty of the Board of Trustees (BOT) are to maintain the Islamic Center of Conejo Valley (ICCV) as a stable and harmonious community. BOT will serve as the guardians of the ICCV and preserve its reputation by amicably solving internal disputes. The BOT by its very presence and by the caliber of the individuals that serve on it will act as a deterrent from escalating disputes into full-blown litigations. The criteria for BOT selection are: (1) A member of the ICCV community who has actively participated in the center activities for at least 10 years. (2) A member who resides within the geographical Conejo Valley area. (3) A senior member who enjoys wide respect in the community and whose counsel will further the ICCV goals including fostering a harmonious and stable community.

The principal duties of the BOT are: (1) To dissolve the ICCV elected Board of Directors (BOD) when: (i) There is an irreconcilable disagreement among the BOD members making the BOD dysfunctional and unable to execute its ICCV duties. (ii) The ICCV elected BOD has violated the ICCV bylaws. (iii) A signed petition by at least two thirds of the voting members of the ICCV body has been submitted to dissolve the BOD for cause. The cause is defined as “irreparable harm to the well being and reputation of the center causing it not to effectively to serve the community”. (2) To take over the executive duties of the BOD until a new BOD is elected after the BOT has dissolved the BOD. (3) To use reasonable best efforts to hold an election for the ICCV BOD after the BOT has dissolved the ICCV elected BOD within a period of 90 days.

The BOT is a last resort safety net to ensure stability and functionality of the ICCV and therefore shall not: (1) Be involved with the day-to-day management of the ICCV when the elected BOD is not dissolved. (2) Overrule any decisions reached by the BOD. (3) Solicit nor involve themselves with disputes brought about by ICCV members.

The BOT members: (1) are expected to serve a ten-year term and can serve additional terms if selected and they accept. (2) who relocate their residence from the geographical Conejo Valley area will have to resign from BOT and a replacement member will be appointed by the selection committee within 90 days. (3) can vote in the ICCV BOD elections and enjoy all other privileges accorded to ICCV members. (4) are precluded from becoming ICCV BOD for conflict of interest reasons. This does not disqualify them from any appointments to any leadership roles or in participating on various ICCV committees. (5) who resign their position will be subject to a two year cooling-off period before they run for the ICCV BOD. The cooling-off period does not apply upon completion of the term. (6) will be afforded the same insurance indemnification plan as the BOD. (7) decision to get involved in a matter provided for herein and all subsequent actions/decisions of BOT will require an affirmative vote of 4 out of 5 members. (8) expect that the BOD will seek their counsel before they bring issues that need approval by the general body.

CERTIFICATION

This is to certify that these are the current Bylaws of the Islamic Center of Conejo Valley, a religious non-profit corporation in the State of California.

Naved Usmani
Secretary,
Islamic Center of Conejo Valley.