

Bylaws
for
Unified Muslim Community

A California Nonprofit Religious Corporation

Version 2.0

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In the name of Allah, The Most Gracious, The Most Merciful

We, the Muslims of the Greater San Francisco Bay Area, and in particular of Alameda County and its surrounding counties and cities, recognizing Islam is a complete way of life, have decided to organize ourselves, adopt and these Bylaws, which is formulated in accordance with the Quran and the Sunnah of Prophet Muhammad (peace and blessings be upon him), and pledge to abide by its provisions insha'Allah.

ARTICLE (I)

1 DEFINITIONS

1.1 The name of this organization is Unified Muslim Community, hereinafter referred to as "UMC".

1.2 UMC will use Islamic Hijri calendar for religious services. Calendar year is defined as first day of January to last day of December.

ARTICLE (II)

2 AIMS AND PURPOSES

2.1 The aims and purposes of UMC shall be to advance the cause of Islam and serve Muslims in the Greater San Francisco Bay Area so as to enable them to adopt Islam as a complete way of life. Towards this end, it shall:

- Help Muslims in the community to maintain and practice Islamic religious practices
- Arrange and hold congregational prayers
- Promote unity and cooperation among Muslims
- Provide Islamic services and develop institutions to meet the needs of the Muslim community's
- Endeavor to make Islamic teachings known to interested individuals
- Conduct religious, educational, social, cultural, and other activities in the best traditions of Islam
- Promote good relations between Muslims and people of other faiths

2.2 UMC shall maintain place(s) of worship (Masjid).

2.3 UMC shall be an independent, religious, non-profit, and non-political organization and shall comply with applicable local, state and federal laws with the main mandate of helping Muslims in the community to maintain their Islamic religious beliefs and cultural traditions.

2.4 Dedication of Assets. UMC's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation.

2.5 Liquidation or Dissolution. Liquidation or dissolution can only occur upon the unanimous decision of the Board of Directors. All properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to any other similar organization, nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE (III)

3 MEMBERSHIP

3.1 Any Muslim (16 years and older) living and working in Alameda County is eligible for membership of UMC.

3.2 An applicant or renewing member shall testify in the basic beliefs of Islamic faith specifically:

- Belief in Allah (SWT)
- Belief in Muhammad ibn Abdullah (PBUH) as the last of the prophets and messengers
- Belief in the Books of Allah (SWT)
- Belief in the angels
- Belief in the Day of Judgment
- Belief in Qadaa and Qadr

3.3 A person who belongs to a group which has deviated from the specified Islamic beliefs shall not be a member of UMC.

3.4 The membership year is one year from January 1 through December 31.

3.5 An applicant must pay membership dues in order to be member. The membership dues shall be per person and not per family. The Board of Directors shall set and/or review membership due annually. Membership dues can be paid in advance for up to five years.

3.6 Membership shall be discontinued when:

- A member engages in repeated instances of disturbing the peace of the center
- A member shows/promotes linguistic or ethnic bias
- A member may be expelled by the approval of a 75% majority of the Board of Directors
- Prior to expelling any member, that member shall be given the opportunity to address and rebut the basis for the Board of Directors withdrawing his membership.

3.7 UMC members shall have the following rights:

- To pray in the center
- To vote in any UMC elections
- To participate in the center's educational programs
- To hold marriage services in the center
- To hold memorial services of their deceased relatives in the center

3.8 Memberships shall be verified with proof of California driver's license or government picture identification

3.9 A copy of an Membership Application is attached to these Bylaws.

3.10 An applicant must be a member for at least three months (e.g. satisfying all the terms of membership, including but not limited to the payment of membership dues) prior to voting in an election.

3.11 Each Member agrees to be bound by the terms of these Bylaws.

ARTICLE (IV)

4 GENERAL BODY

4.1 The General Body consists of all UMC members whose membership is current and in good standing.

4.2 There shall be at least a two weeks notice for any General Body meetings.

4.3 There shall be at least one General Body meeting in a calendar year.

4.4 A General Body meeting may be called by 25% of the Board of Directors, or by 25% of the membership.

4.5 Any member of General Body is eligible to be nominated as an Officer or Board of Directors if he/she meets all of the following:

- Committed to the community and UMC.
- Be familiar in dealings with the public and government.
- Not an employee and/or receiving remuneration and/benefits from UMC.

ARTICLE (V)

5 Officers

5.1 The day-to-day activities and operations of UMC shall be managed by at least three Officers, consisting of at least a President, Secretary, and Treasurer.

5.2 All Officers, individually and collectively, shall strive to implement the aims and purposes of UMC as specified in Article II. They are further required to understand and uphold these Bylaws and UMC's policies and procedures.

5.3 The candidates for Officers will be nominated by the Board of Directors or by a petition signed by the lesser of 50 members or 25% of the Membership. Officers shall

be elected by the General Body of UMC at least a month before the incumbent Management Committee term ends.

5.4 Officers shall hold office until any of the following occurs:

- A period of 3 years from taking office.
- The resignation.
- The termination his/her membership from the UMC.
- In the event of death of the member.

5.5 Officers will not receive any remuneration for their work on the committee.

5.5.1 Term Limits. Officers may not serve more than three consecutive terms.

5.6 The composition, powers and duties of Officers will be as follows:

5.6.1 The President

- The President preside of all meetings of UMC. In his/her absence, the Treasurer or Secretary shall preside over the meeting.
- Any official meetings without the President's approval shall be treated as illegal and the proceedings of such meeting shall be deemed to be null and void.
- The President shall be directly in charge and responsible for the administration of the affairs of UMC.
- The President shall represent UMC as the primary spokesperson.
- The President shall be responsible for establishing and maintaining relationships between UMC and other national and local Muslim organizations.
- The President could base his/her decisions on the opinions of fellow members or entirely on his discretion.

5.6.2 The Secretary

- The Secretary shall convene all the meetings and prepare the agenda and minutes.
- The Secretary is responsible in implementing and administering a membership program.
- The Secretary shall be in charge and responsible for keeping all of the records and for administration of the office.
- The Secretary shall perform any other responsibility assigned by the President.

5.6.3 The Treasurer

- The Treasurer shall maintain all accounts of UMC as prescribed by the Management Committee.
- The Treasurer shall be responsible in maintaining a record of all financial accounts and transactions of UMC.
- The Treasurer shall have all transactions authorized by the President or the Management Committee.

- The Treasurer shall perform any other responsibility assigned by the President.

5.7 In the event of a vacancy among elected Officers, a joint session of the remaining member and the Board of Directors shall fill the vacancy. The replacement member shall serve until the next Officer election as set forth in Article V section 5.3.

ARTICLE (VI)

6 BOARD OF DIRECTORS

6.1 The Board of Directors, consisting of three (3) to five (5) members, shall be responsible for tax issues, legal matters, purchase and sale of property, encumbering and/or dealing with loans or liens, maintaining insurance, fundraising, and approving expenses and purchases over \$3,000.

6.2 The Board of Directors will be nominated and elected by the General Body of UMC.

6.3 The members of the Board of Director shall hold office for ten (10) year terms unless any of the following occurs:

- The resignation.
- The termination his/her membership from the UMC.
- The removal via at least 66% majority of special General Body election with at least 75% of the members casting their ballot, or unanimous vote of the remaining Directors and Officers.
- Death.

6.4 There shall be a quarterly joint meeting between Board of Directors and Officers to be held on any day of the first week of the month.

6.5 The monthly joint meetings shall be attended by a minimum of 51% of the Directors and 66% of the Officers.

6.6 In the event of a vacancy among the Board of Directors, a joint session of the remaining Board and the Officers shall fill the vacancy. The replacement Director shall serve until the next General Body election as specified in article VI section 6.3. The election to fill vacancy of Board of Director shall be held within two weeks of the vacancy.

6.7 Place of Board Meetings. Meetings of the Board shall be held at the UMC facility or any place within Alameda County that has been designated by resolution of the Board or in the notice of the meeting.

6.8 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Religious Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between

corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.9 Meetings by Telephone or Other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply: (a) Each Director participating in the meeting can communicate concurrently with all other Directors; (b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) The Board has adopted and implemented a means of verifying both of the following: (i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and (ii) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

6.10 Annual and Other Meetings. The Board shall hold an annual meeting open to the General Body membership. A member of the Board will provide a "State of the UMC" address. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

6.11 Authority To Call Special Meetings. Special meetings of the Board for any purpose may be called at any time by any Director.

6.12 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (b) facsimile; (c) electronic mail; or (d) other electronic means. All such notices shall be given or sent to the Director's address, email address, or telephone number as shown on the corporation's records. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

6.13 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

6.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

6.15 Action without a meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

6.16 Reimbursement. Directors may receive such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

6.17 Creation and Powers of Committees

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of at least one Director to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office.

ARTICLE (VII)

7 INDEMNIFICATION

7.1 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," as that term is used in that section, 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. "Expenses," as used in this Bylaws, shall have the same meaning as in that section of the Corporations Code.

7.2 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 5246(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.

7.3 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 these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE (VIII)

8 AMENDMENTS

8.1 Before September 20, 2017, additions, alterations or amendments to the Bylaws may not be made unless approved by simple majority of Board of Directors and Officers.

8.2 Starting September 21, 2017, additions, alterations or amendments to the Bylaws may not be made unless approved by $\frac{2}{3}$ majority of a special meeting of General Body which at least 75% of the member cast ballot.

8.3 Notice of such additions, alterations or amendments shall be given to the General Secretary twenty one (21) days prior to the holding of such meeting.

8.4 The Secretary shall advertise the amendment fourteen (14) days before the holding of such meeting in which circular the nature of the proposed additions; alterations or amendments shall be recorded.

8.5 The amendments is passed via simple majority of special General Body election with at least 75% of the members cast ballot.

8.6 Bylaws Article III, Article IX and Article X may not be altered or amended.

8.7 Any addition enacted in the Bylaws should be only according to Islamic Shariah, the Sunnah of the Prophet Mohammad (peace be upon him) and all applicable local, state and federal laws.

Article (IX)

9 UMC Corporate Records

9.1 UMC shall keep: (a) Adequate and correct books and records of account; and (b) Written minutes of the proceedings of its Board; (c) Written minutes of the proceedings of Officers; (d) Written minutes of any Committees; and (e) Adequate records of the Members, including their name, address, and phone number.

9.2 Accounting Records and Minutes. On written demand on the corporation, any Officer, Director, or Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors, Officers and committees of the Board at any reasonable time for a purpose reasonably related to the interests of UMC. Any such inspection and copying may be made in person or by the Officer, Director or Member's attorney.

9.3 Maintenance and Inspection of Articles and Bylaws. UMC shall keep at its principal California office the original or a copy of the articles of incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any Director, furnish to that Director a copy of the articles of incorporation and Bylaws, as amended to the current date.

9.4. Bank Accounts. The President, Treasurer, and two Directors shall be listed as signatories on UMC's bank accounts as may be necessary or appropriate to conduct

the UMC’s business. All checks drawn on UMC’s bank accounts shall be signed by: (1) any two Officers; (2) any two Directors; or (3) An Officer or a Director.

Article (X)

10 Judiciary Procedures

10.1 Any dispute amongst or between an Officer, Director, or Member including but not limited to misappropriation of funds, fraud, corruption, violation of the Bylaws, etc., shall and must be brought before the Islamic Shariah Council of Northern California (“Shariah Council”)(www.iscca.org). The Shariah Council shall be the sole and binding arbiter of any disputes at UMC. The decision of the Shariah Council shall be final.

ARTICLE (XI)

11 INTERPRETATION

11.1 In case of ambiguity regarding the interpretation of any sections of the Bylaws or possible conflict between two or more sections, the interpretation of the joint session of the Board of Directors and Officers to clarify the ambiguity or to resolve the conflict shall be final.

11.2 Any such interpretation or reinterpretation and the reasoning should be documented, maintained in the Secretary office records, and be readily available for future reference.

الله عز وجل ولينا، نعم المولى، فهو عليم، حكيم

Allah ta’ala, our Guide and Protector, knows best

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CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of UMC, a California Nonprofit Religious Corporation; that these Bylaws, consisting of 11 pages, including this page, 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.

Date: April , 2017

Signature of Secretary

**Witnesses
(Directors and Officers)**
