



# **Islamic Society of Baltimore, MD., Inc.**

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## ***Constitution & By-laws***

**1/1/2018**

This Constitution of the Islamic Society of Baltimore establishes legal, financial, and organizational structure; programs, projects, and activities that the corporation shall conduct; responsibilities of committees and regulation those committees shall adopt to operate effectively.

# Constitution

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# Islamic Society of Baltimore, MD, Inc. Constitution

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## ARTICLE I – ARTICLES OF INCORPORATION

### Section 1 – Name

The name of the corporation shall be “Islamic Society of Baltimore, MD, Inc.” abbreviated as “ISB”, hereinafter referred to as the “Corporation”.

### Section 2 – Duration of Operation

The corporation’s duration shall be perpetual.

### Section 3 – Purpose

Islamic Society of Baltimore, MD Inc. will conduct religious, academic, social welfare programs and activities beneficial to Muslims and non-Muslims, in accordance with the true Islamic teachings, in addition to Federal, State and local government laws.

### Section 4 – Principal and Registered Offices and Location

#### A. Principal Office

The principal offices of the Corporation shall be located at 6631 Johnnycake Road, Baltimore, Maryland 21244.

#### B. Registered Office

The Corporation shall have and continuously maintain in the State of Maryland, a registered office and a resident agent whose offices are located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The ISB Council may from time to time change the address of the registered office.

#### C. Resident Agent

The resident agent of the Corporation and any of its subsidiary entities shall be the current General Secretary of the Islamic Society of Baltimore.

### Section 5 – Incorporation, Classification, and Tax Exempt Status

The corporation is registered in the state of Maryland on September 2nd 1969 under the classification of “Non-Stock Corporation”, therefore has no authority to issue capital stock.

The Internal Revenue Service had determined and recognized the Islamic Society of Baltimore an Organization Exempt from Income Tax under the Section 501(c) (3) of the Internal Revenue Code.

### Section 6 – Dissolution

In the event of dissolution of the corporation, any assets remaining shall be distributed according to Islamic Principles, as directed by the ISB Council, to such organizations as are

qualified as tax exempt under Section 501 (c)(3) of the 1975 Internal Revenue Code, or the corresponding provisions of a future United States Internal Revenue law. In no event shall any assets be distributed to the members.

## **ARTICLE II – AIMS AND OBJECTIVES**

ISB aims at providing services that are in accordance with the principles evident from Quran and Sunnah of the Prophet Muhammad (peace be upon him), to the Baltimore/Washington area community by establishing religious practices, academic institutions, and performing social & welfare activities to establish a society with great moral values and excellent practices.

### **Section 1 – Range of Activities**

#### **1. Religious Practices**

- a. Masjid Al-Rahmah to establish all obligatory and optional prayers i.e., daily five times, Jumuah (Friday), Janazah (funeral), zakat, etc.
- b. Itekaf (seclusion) and Taraweeh in Ramadan.
- c. Daily, weekly, and occasional lectures and seminars.
- d. Dawah & Tableegh (invitation and propagation).

#### **2. Academic Institutions**

- a. Al-Rahmah (Elementary/Middle/High) School
- b. Al-Rahmah Nursery & Childcare Center
- c. Al-Rahmah Sunday School
- d. Al-Rahmah Quran Academy
- e. Any other academic institute established pursuant to this Constitution and bylaws.
- f. Workshop, Interfaith dialogue, Outreach, and other cultural activities that help in developing a better understanding with other religious groups and tranquility in the community.

#### **3. Social Welfare**

- a. Zakat/Fitra/Sadaqah/Fidyah collection and distribution.
- b. Community Health Clinic (CHC).
- c. Family services (such as counseling, marriage services).
- d. Funeral and burial services.
- e. Relief activities (food, shelter, clothing, etc.)

## **ARTICLE III – MEMBERSHIP**

The membership of ISB shall consist of those persons who agree to abide by this Constitution and satisfy the membership requirements set forth in the By-Laws.

## **ARTICLE IV – ISB COUNCIL**

The ISB shall be managed by a board of directors that shall be known as the ISB Council (the “ISB Council”). The ISB Council shall be responsible for supervising all ISB affairs. The ISB Council shall have the ultimate authority over all ISB Boards, Committees and other entities.

Decisions should be made according to the Islamic principle of consultation (shura). The ISB Council shall govern the operations of the organization based on its established Charter of Policies that shall be aligned with the Constitution & By-laws. The ISB Council must approve all operational policies and procedures.

### **Section 1 – Structure of the ISB Council**

The ISB Council shall consist of the President who shall serve ex-officio and eight (8) additional Council members.

### **Section 2 – Election of Council Members**

The ISB President and Council Members shall be elected by the ISB voting members to three-year terms at the Spring General Body Meeting of the election year.

### **Section 3 – Officers**

The officers of ISB, other than the President, shall be appointed by the President from among the members of the ISB Council with shura amongst the members of the ISB Council. The officers shall consist, in addition to the President, of the following:

1. President
2. Vice President
3. Secretary General
4. Secretary of Finance / Treasurer
5. Secretary of Education
6. Secretary of Youth & Member Services
7. Secretary of Facilities Management
8. Secretary of Property Management
9. Secretary of Religious Affairs

### **Section 4 – Disputes / Arbitration**

- A. The ISB President and/or the ISB Council may seek advice/arbitration from the ISB Advisory Board.
- B. The ISB Council shall have jurisdiction over any dispute between any subordinate ISB entities.
- C. Conflicts between the ISB Council and any member of the General Body shall be referred to the Advisory Board for mediation/arbitration.

## **ARTICLE V – ADMINISTRATION AND ORGANIZATION**

### **Section 1 – Bi-Annual General Body Meetings**

There shall be two regularly held ISB General Body meetings every year. The first regular (Spring) General Body meeting of the members of the society shall be held on the 4th Sunday in March of each calendar year at 6631 Johnnycake Road in Baltimore, MD.

The following items of the business shall be presented and discussed in the Spring General Body meeting:

- A. Questions pertaining to the minutes of the last meeting.
- B. Transactions of the general business of the society and discussion of any other matter brought up by its general membership. (If any item cannot be dealt with for whatever reason at the meeting, it shall be placed on the agenda of the next meeting of the general membership.).

- C. Election of the ISB President and Council members every three years, e.g. (2019, 2022, 2025).

The second regular (Fall) General Body meeting of the members of the society shall be held on the 4th Sunday in October of each calendar year at 6631 Johnnycake Road in Baltimore, MD. The following items of the business shall be presented and discussed in the Fall General Body meeting:

- A. Questions pertaining to the minutes of the last meeting.
- B. Submission of the Annual Financial Report on the activities of the society including any audited reports, statement of financial position, statement of activities and cash flow.
- C. Transactions of general business of the society and discussion of any other matter brought up by its general membership shall be carried out in these meetings.

The minutes of these meeting should be available to the attendees for feedback after two (2) weeks. The members will have two (2) weeks to provide feedback, after which, the minutes will be deemed approved. The ISB Council may reschedule these meeting due to inclement weather or other emergency circumstances, to a date within four weeks of the original scheduled date.

## **Section 2 – Special General Body Meetings**

A special general body meeting of the society may be called by the President or the ISB Council and shall be called by the Secretary General at the signed written request of at least one-hundred (100) voting members specifying the purpose of the meeting. Notice of a special meeting (to be held within 45 days), including the time, date, and place and the purpose of the meeting, shall be sent by the Secretary General to every member at least fourteen (14) days in advance of the meeting.

## **Section 3 – Quorum and Voting**

At any general body meeting of the ISB Members, 20% of the total ISB members with voting privileges present in person shall constitute a quorum for the transaction of any business, provided that at least five (5) ISB Council members are also present. ISB members should send any proposed transactional business to the Secretary General 30 days prior to the set meeting. Each voting member shall be entitled to one vote. Except as otherwise required by this Constitution and the By-Laws or by law, a two-thirds (2/3rd) of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. If at a duly held General Body meeting a quorum is not present, any Constitution or Bylaws related proposal noticed for consideration at the meeting, shall be sent by postal mail as well as e-mail, to each household intended for each voting member of the household eligible, at his or her most recently updated addresses, along with a request to vote on the subject matter at hand on the ISB campus, to be administered by the ISB Election Committee. The ISB Election committee shall publish two dates within 30 days to be included in the notice sent to the ISB membership for on-site voting. A two-thirds (2/3rd) majority of the tabulated votes shall be deemed as the final decision to be implemented by the Council. All decisions should be within the confines of the Quran and Sunnah.

## **Section 4 – Amendments to the ISB Constitution & By-laws**

Amendments to the Constitution and/or By-laws may be proposed in writing, duly signed by at least one-hundred (100) voting members and submitted to the President or his designate

who shall present them to the Council within thirty (30) days. After reviewing the proposed amendment, the ISB Council shall present the amendment to the ISB members, at any regular or special meeting of the General Body within thirty (30) days from the date of approval by the Council. A notice of this meeting shall be sent by postal mail as well as e-mail, to each household intended for each voting member of the household eligible, at his or her most recently updated addresses, along with a request to vote on the subject matter at hand on the ISB campus, to be administered by the ISB Election Committee. The ISB Election Committee shall publish two dates to be included in the Amendments notice sent to the ISB membership for on-site voting. A two-thirds (2/3rd) majority of the tabulated votes shall be deemed as the final decision to be implemented by the Council. All Amendments should be within the confines of the Quran and Sunnah.

### **Section 5 – Notices**

Any notice by the ISB Council or any of the committees, unless otherwise specified under any articles of the ISB Constitution or by By-Laws, may be sent/transmitted electronically.

## **ARTICLE VI – FINANCES AND ASSETS**

1. The operations of the ISB shall be financed through contributions, donations, membership dues, tuition, grants, the rental of property, and other resources.
2. Zakat/Fitra/Fidya/Kafarah are designated funds for specific recipients (as per Quran and Sunnah), therefore shall be classified as custodial fund (liability) and not as revenue.
3. All financial transactions shall be handled through one or more bank accounts opened in the name of ISB as approved by ISB Council.
4. Disbursements of the society funds may only be made for expenditures approved under the budget by the ISB Council and under the joint signatures of the Treasurer and the President or their designated representative.
5. All purchases by the ISB Council must be made in accordance with ISB's Purchasing Policy developed by the Financial Advisory Board, and approved and implemented by the ISB Council.
6. Any disposal or sale of ISB assets shall follow strict guidance of the Internal Revenue Service code and the ISB Asset Disposal Policy developed by the Financial Advisory Board, and approved and adopted by the ISB Council.
7. No part of net earnings of the corporation shall incur to the benefit or be distributed to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
8. No substantial part of the activities of the ISB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ISB shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
9. No part of ISB assets, beyond a certain limit, set in the By-Laws, shall be sold or otherwise transferred without the prior recommendation of the AB and approval of the ISB Council.
10. Prior to making any significant financial commitment for a brand new major acquisition of asset or expenditure or commencing a brand new program with a long-term financial impact on ISB, a feasibility study must be conducted by the

ISB Council, and submitted to the FAB for their review and comments. Based on the FAB recommendation, a prudent decision shall be made by the ISB Council regarding these financial commitments.

11. Any ISB Council member, including the President, may be held personally liable if they are found to be in violation/non-compliance of the approved policies developed by the FAB by a two-thirds (2/3rd) majority decision of the ISB Council.
12. All entities, departments, boards, and committees of ISB that have expenditures shall create budgets for the upcoming fiscal year (July 1st to June 30th) and submit to ISB Council for review by March 1st. the ISB Council must prepare draft budgets for each department and they should be in place by March 30th. The ISB Council shall work with the entities, departments, boards, and committees from April 1st to April 30th to make any adjustments to the submitted budgets as needed. Final budgets for all departments must be approved by the ISB Council and be in place by May 31st, prior to the next fiscal year. These budgets shall include all planned expenditures over the course of the fiscal year of the entities, department, boards and committees. the council may seek assistance from the FAB in this process.
13. The Secretary of finance/Treasurer shall maintain the Financial Records and accounts of the society, and shall prepare an Annual Financial Report with the assistance of the ISB Finance staff or other qualified community member(s). Beginning with the Annual Financial Report for the 2018 fiscal year, a periodic surprise annual audit shall be conducted by a certified public accountant, at a minimum of at least one audit within a 3-year period.

## **ARTICLE VII – FINANCIAL ADVISORY BOARD**

The mission of the Financial Advisory Board (FAB) is to advise the ISB Council on matters directly related to the financial affairs of the organization. The FAB will provide independent oversight for all relevant financial policies and procedures of ISB, and to assist the ISB Council in fulfilling its responsibilities for the financial reporting, the system of internal control, budgeting and the audit process. The FAB will also make recommendations to the ISB Council to professionalize and improve ISB Finance processes, and improve its operational efficiencies.

The ISB Treasurer shall serve as the Council liaison of the FAB. The FAB shall consist of at least five members voting members, including a Chair, Secretary, and the ISB Treasurer. The FAB shall be responsible for developing governing financial policies for ISB and its entities. FAB shall operate in accordance with the policies and procedures outlined in the Financial Advisory Board Charter, which shall be aligned with the Constitution & By-laws, and as approved by the ISB Council. The policies developed by the FAB (ex. Purchasing Policy, Asset Disposal Policy, Personnel Policy), shall be submitted to the ISB Council for review and approval based on a majority vote of the ISB Council. Once a policy is in effect, any proposed changes/modifications to the policy, must be reviewed and approved by the FAB before they are voted on by the ISB Council, in order for the changes to come in to effect. Any violation of the governing financial policies developed by the FAB and approved by the ISB Council maybe reported to the ISB Council for rectification. If not rectified within 90 days, the FAB is empowered to escalate the violation to the Advisory Board.



## **ARTICLE VIII – ADVISORY BOARD**

The Advisory Board (AB) shall serve as an advisory/judicial body and shall operate in accordance with the policies and procedures outlined in the Advisory Board Charter, which shall be aligned with the Constitution & By-laws, and as approved by the ISB Council. The AB shall neither initiate/accept nor bring forth any inquiry/investigation relating to any affairs of the ISB, unless authorized under Article IV (Section 4.) of the Constitution. The AB shall not be responsible for, nor interject in any day-to-day affairs of ISB. The ISB Council may seek help, advice or consultation if there is such a need from the AB.

The AB may also serve as the arbitration panel for any member(s) of the community who has a dispute with any other member(s) of the community in addition to non-ISB members or other Muslim organizations with the consent of the ISB Council.

Arbitration by the AB shall be the exclusive mechanism for the resolution of any dispute referable to the AB under this Constitution and the By-Laws. Any decision made by the AB shall be considered final and binding on all parties and shall be enforceable in any court of competent jurisdiction. The AB will make all decisions in accordance with the Quran and Sunnah.

## **ARTICLE IX – EDUCATIONAL BOARDS**

### **Section 1 – Quran Academy Board (QAB)**

The Quran Academy Board shall facilitate the recitation, memorization, learning and understanding the Quran, the divine book of Allah. The Quran Academy shall be supervised by a Quran Academy Board (QAB) comprised of the ISB Islamic Scholars and other ISB members selected by the ISB Council having sound knowledge in Islam and Quran. The QAB shall also serve as a religious education entity of the ISB and be responsible for facilitating, planning, and organizing all religious and educational affairs such as Halaqahs, Seminars, Khutbahs, Prayers, after-school religious programs, as directed by the ISB Council. The QAB shall also oversee interfaith activities. The QAB shall operate under its own by-laws aligned with those of, and approved by, the ISB.

### **Section 2 – The Board of Education (BOE)**

The Board of Education (BOE) holds the primary responsibility of running the Al-Rahmah School and Al-Rahmah Nursery. The BOE shall have the ISB Secretary of Education as the liaison with the President and ISB Council members.

There shall be at least five members of the BOE including a Chair and Vice-Chair. The ISB President and the ISB Council members may appoint additional non-voting members to assist the BOE in its mission. The BOE shall operate under its own by-laws aligned with those of, and approved by, the ISB.

### **Section 3 – The Sunday School Board (SSB)**

The Sunday School Board (SSB) holds the primary responsibility of running the Al-Rahmah Sunday School. The SSB shall have the ISB Secretary of Education as the liaison with the President and ISB Council members.

There shall be at least five members of the SSB including a Chair and Vice-Chair. The ISB President and the ISB Council members may appoint additional non-voting members to

assist the SSB in its mission. The SSB shall operate under its own by-laws aligned with those of, and approved by, the ISB.

## **ARTICLE X – THE OFFICE OF THE RESIDENT SCHOLAR(S)**

The ISB Council, in coordination with and/or upon recommendation of the Quran Academy Board, shall appoint one or more Resident Scholar(s) for various duties to fulfill the religious, educational, social, spiritual and psychological needs of the community. The ISB Council shall determine the fair compensation and other terms and conditions of engagement for the Resident Scholar(s). The terms and conditions of engagement may be set out under a separate contract to reflect both parties' agreement.

## **ARTICLE XI – COMMUNITY HEALTH CLINIC**

The ISB shall operate a Community Health Clinic (CHC), which shall provide consultation and treatment to uninsured or underinsured patients who come to the CHC. Qualified professional(s) shall staff the CHC. The CHC shall provide medical services to patients irrespective of their race, color, creed, ethnicity or religion.

The ISB President shall appoint a Council Member to act as a liaison officer between ISB and the Community Health Clinic and shall be responsible for its supervision. The ISB President may appoint additional person(s) if and when needed to assist in its operations.

## **ARTICLE XII – ENDOWMENTS/TRUSTS**

### **Section 1 – The Al-Rahmah School Education Trust (ASET)**

ASET is an independent trust, exclusively established to provide financial support to Al-Rahmah School and Al-Rahmah Nursery of the ISB. The ISB Council shall have at least one ISB Council member and one BOE member sit on the board of ASET and to have access to ASET's Annual Financial Report, which will identify financial support to Al-Rahmah School & Al-Rahmah Nursery.

### **Section 2 – Additional Trusts**

The ISB Council reserves the right to form any additional endowments/trusts for the betterment of ISB. Any such formation must be done so with consultation of the Financial Advisory Board (FAB).

# Islamic Society of Baltimore, MD, Inc.

## By-Laws

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### ARTICLE I – MEMBERSHIP

#### Section 1 – Types of Membership, Rights and Limitations

- A. Regular Membership: Regular Membership, including full voting rights, shall be extended to any Muslim who has paid regular membership dues for the entire membership year (calendar year) prior to January 31 of the membership year or who has made satisfactory arrangements for the monthly payment of the membership dues during the course of the membership year. Regular membership shall also be extended to the spouse, dependent children (of the age of 18 to 25), and dependent parents (of the age of 65 and above who reside at same address) of a Regular Member but not to married children of a Regular Member whether or not dependent. Notwithstanding the foregoing, no member may vote until he or she shall have been a member for a period of twelve (12) consecutive months.
- B. Established Member: A Regular Member who does not pay his or her membership dues by January 31 of a membership year but who was a voting member in any of the prior membership years and who donated a minimum of \$1000 in the prior membership year shall, unless he or she indicates otherwise, be deemed to have intended that a portion of the prior year's donation equal to the amount of the membership dues be applied towards the current year's membership dues.
- C. Honorary Membership: Honorary Membership shall be an honor bestowed by the ISB Council upon any person living in the USA, who shall have performed an outstanding service to the ISB. An Honorary member shall not have voting privileges. Age requirement for all types of membership will be eighteen (18) years or more.
- D. Full time students (at least 18 years of age) enrolled in educational institutions can become a Regular Member by paying 50% of the regular dues. Proof of enrollment in a full time educational institution and submission of a membership application shall be required.
- E. Lifetime Regular Membership: Anyone, who has been a Regular Member of the ISB for thirty cumulative years, may, at the discretion of the ISB Council, receive Regular Membership for life, with or without continuing to pay annual dues.
- F. Dues Waiver: Any Muslim who cannot afford to pay the Regular Membership dues can submit a written request to the ISB Council for a waiver of membership dues no later than December 31 of the year prior to the year for which waiver is sought. The ISB Council shall have the right to accept or decline the request at its sole discretion.
- G. References to "Members": Unless otherwise indicated, all references to "Members" in the Constitution or these By-Laws shall be a reference to Regular Members.
- H. Waiver of Remedies: As a condition of Regular, or Honorary Membership in the ISB, members waive any right to seek remedy for any disputes or claims arising out of or related to their membership in the ISB in any court of law or other dispute resolution body against the ISB or its Council member, Committees, agent(s), staff, or volunteers. His or her sole remedy shall be arbitration by the ISB Council. The decision by the ISB Council shall be final and binding.

- I. All Regular or Honorary Members shall abide by the Constitution and the By-Laws of the ISB.

### **Section 2 – Application for Membership**

Application for Regular or Associate membership shall be made to the ISB Council on such form as may be prescribed by the ISB Council. Acceptance of the membership application shall be wholly at the discretion of the ISB Council. Honorary and Lifetime Regular memberships shall not require any application and shall be decided at the initiative and discretion of the ISB Council.

### **Section 3 – Resignation / Termination of Membership**

- A. Any Regular or Honorary Member of the ISB may resign by sending a written resignation to the ISB Council, which shall be effective upon receipt. The membership of any person who is delinquent in paying shall be deemed suspended. Non-payment of dues for twelve (12) months, including failure to retain “Established Member” status, will result in automatic cancellation of the membership.
- B. ISB Membership may be terminated following a 2/3rd (two-thirds) vote of the ISB Council for:
  - 1) Conviction of a member in a court of law for committing a criminal act, misdemeanor or felony.
  - 2) Direct or indirect involvement of a member in any attempt to obstruct any of ISB’s programs, activities and rules.
  - 3) Dissemination by a member of any unapproved communications or publications that may attack the integrity of ISB or any of its entities, or any of its appointed or elected officers, staff, and volunteers.
  - 4) Misuse or embezzlement of ISB funds.
  - 5) Spreading Fitnah in the ISB community.
  - 6) Any other proven violation(s) of the ISB Constitution or its by-laws.

### **Section 4 – Membership Dues and Terms**

The ISB Council shall subject membership and dues for all types of members to review every year. The payment of membership is due by January 31 of the membership year, except that arrangements may be made according to procedures prescribed by the ISB Council to pay dues monthly or sooner during the course of the membership year. Dues for a new member shall be prorated for the period of membership during the first membership year.

## **ARTICLE II – ELECTION RULES**

- A. Elections for the office of the ISB President and the other eight (8) ISB Council members shall be held by a secret ballot at the Spring General Body meeting. The ISB Council, including the president, shall be elected at the Spring General Body meeting every three years (e.g. 2019, 2022, 2025). The elected council will serve as council elect for a 60-day period. They will assume the office of ISB Council on June 1<sup>st</sup> of the election year. The ISB President and ISB Council members shall serve for a term of three years; or they are re-elected for a second consecutive term; or their successors are elected and qualified.
- B. A preliminary list of voting members shall be posted by the second week of January each election year.
- C. The record date for establishing eligibility for voting at the Spring General Body meeting shall be January 31 of each election year.

- D. It shall be incumbent upon ISB members, with voting rights, to check the posted membership list and notify the ISB Office if their name is missing prior to the record date.
- E. A final list of members with voting privileges at the Spring General Body Meeting shall be posted no later than the second Sunday of February each election year.
- F. The standing Election committee shall consist of no more than seven (7) members per Article 1.Sections 1.A. and 1.B.
- G. A member of the Election committee shall not be eligible to be nominated for ISB President or ISB Council while serving as a member of the Election Committee.
- H. The Election Committee shall solicit, receive and examine candidates for nomination of the ISB Council in accordance with the policies and procedures outlined in the Election Committee Charter, which shall be aligned with the Constitution & By-laws, and as approved by the ISB Council. The Election Committee shall ensure all candidates must possess qualifications as listed in Article III, Section 1. In the event none of the candidates for ISB Council meet the requirements of the ISB Treasurer, as listed in Article III, Section 1.C, the election shall be conducted for the remaining seven (7) council positions. The President, with shura amongst the ISB Council, will appoint an ISB Treasurer based on the qualifications for the position as listed under Article III, Section 1.C.
- I. All prospective candidates and their nominators must be current voting members and must abide by the rules set forth by the Election Committee. The Election Committee shall conduct a background investigation, fingerprinting, and/or reference checks on all potential candidates. The candidates' eligibility is contingent upon a clearance and maintaining of such a background investigation, and signing and complying with the ISB Confidentiality & Non-Disclosure agreement.
- J. Proposed nominations shall be submitted on the prescribed proposed nomination form to the Election Committee no earlier than February 5th at 9.00 a.m. and no later than February 25th at 9.00 p.m.
- K. A tentative list of nominees shall be prepared, announced and posted by the Election Committee no later than March 1<sup>st</sup> at 9.00 p.m.
- L. Prospective nominees may withdraw their names on or before March 5<sup>th</sup> at 9:00 p.m.
- M. The Election Committee shall post a final list of nominees by March 15<sup>th</sup> each election year.
- N. If the number of nominees is fewer than or equal to the number of persons to be elected, then the nominees in the final list shall be declared "Elected unopposed" by the Election Committee and any vacant positions shall be appointed by the ISB President Elect, with shura amongst the council, and in accordance with Article III, Section 1.
- O. Nominees shall be introduced to ISB members by their nominators in a "Meet the Candidates" forum arranged by the Election Committee at least one week prior to the scheduled election date. The candidates may introduce themselves in the absence of their nominators.
- P. The Election Committee shall execute the election process, including scrutiny of registered voters, as per the voters list according to procedures set forth by the approved Election Committee Charter.
- Q. A valid and legal identification card shall be required of the voting member for voting in any meeting of the members. No proxy votes shall be allowed. An exception may be granted at the discretion of the Chair of the Election Committee as to voting at the Spring General Body meeting and the ISB President as to voting at any other General Body meeting for a voter who is bedridden/sick and/or disabled.

- R. Elections shall be held on the day of the Spring General Body Meeting on the fourth Sunday of March each election year. This meeting may be rescheduled by the ISB Council, due to inclement weather or due to any other emergency circumstance, to a date within four weeks of the original scheduled date.
- S. The Election committee will conduct limited pre-balloting after the 'Meet the Candidates' forum provided it is at least a week before the scheduled Election Day. There is no limitation as to how many pre-balloting dates are scheduled, so long as they are done so with cause. The Election committee may require proof (e.g. travel documents, medical procedure letter from Physician) before hand to approve the voting member for pre-balloting.
- T. Any disputes or grievances shall be handled directly by the Election Committee for resolution. The decisions of the Election Committee shall be final, except through an appeal to the Advisory Board, whose decision shall be binding, and required to be implemented by the Election Committee and ISB Council promptly.

## **ARTICLE III – ISB COUNCIL**

### **Section 1 – Required Qualifications for the ISB Council**

- A. ISB President
  - 1. Shall be an adult who is thirty (30) years of age or over.
  - 2. Shall be a U.S. citizen and a resident of the Baltimore Washington Metropolitan area.
  - 3. Shall be a Regular voting member of the ISB with at least five (5) accumulated years of ISB membership and is known to have leadership qualities and dedication to the ISB.
  - 4. Preferably should have been a member of the ISB Council for at least one full term.
  - 5. Shall have actively served in a Board or Committee of the ISB for at least one year.
  - 6. Shall be able to work for the ISB voluntarily for a minimum of 10–20 hours per week.
  - 7. Shall be known for his Islamic manner and conduct in his personal life and must take Islam as a way of life.
  - 8. Shall make a positive effort to attend congregational prayers at the ISB.
  - 9. Shall not have tendencies to create Fitnah (trouble) and confusion in the society.
  - 10. Shall not be a position seeker and the nominator shall verify it.
  - 11. Shall not be serving in any other political organization in a leadership capacity.
  - 12. Shall not have any financial or business conflicts of interest and shall agree and abide by the ISB Confidentiality & Non-Disclosure agreement.
  - 13. Shall be free and clear of any non-traffic and criminal felony & misdemeanor charges within the years prior to his/her term.
- B. ISB Council Member
  - 1. Shall be an adult who is at least eighteen (18) years of age.
  - 2. Shall be a U.S. citizen and a resident of the Baltimore Washington Metropolitan area.
  - 3. Shall be a Regular voting member of the ISB for at least two accumulated years.
  - 4. Preferably shall have actively served in a Board or Committee of the ISB for at least one year.
  - 5. Shall be able to work for the ISB voluntarily for a minimum of 7–14 hours a week.

6. Shall be known for his/her Islamic manner and conduct in his/her personal life and must take Islam as the way of life.
  7. Shall make a positive effort to attend congregational prayers at the ISB.
  8. Shall not have tendencies to create Fitnah (trouble) and confusion in the society.
  9. Shall not have been suspended, terminated, and/or forcibly removed from an ISB Board or Council within the last (5) five years.
  10. Shall not be serving any other political organization in a leadership capacity.
  11. Shall not have any financial or business conflicts of interest and shall agree and abide by the ISB Confidentiality & Non-Disclosure agreement.
  12. Shall be free and clear of any non-traffic and criminal felony & misdemeanor charges within the 10 years prior to his/her term and shall successfully pass and maintain a background check/clearance during the entire duration of his/her term.
- C. ISB Secretary of Finance/Treasurer
1. All required qualifications as listed under By-Laws Article III Section 1.B.
  2. Must have a minimum of five years of working experience in finance, accounting, or bookkeeping.
- D. ISB Secretary of Education
1. All required qualifications as listed under By-Laws Article III Section 1.B.
  2. Must have a minimum of a bachelor's degree from the U.S. (preferably in Education or related field) or a minimum of three years of work experience in secular or Islamic education.

## **Section 2 – Terms and Responsibilities of the ISB President and Council**

- A. ISB President
1. The ISB President, once elected, may serve as President for no more than two (2) consecutive terms (six consecutive years) provided he is reelected after completion of his first term of three years.
  2. Once a person who has served as president of ISB for two terms, he will not be able to contest election for any post of ISB council for a period of three (3) years from the date of the completion of his 2 terms.
  3. If the ISB President resigns, for any reason, he/she will not be eligible for election for any post of ISB Council for the next three (3) years.
  4. In case there is only one (1) nomination for ISB President and the nominee withdraws, a new election date shall be announced and the new election shall be held within the next six months. The newly elected ISB President shall serve the remainder of the three-year term of the ISB President and new elections for ISB President shall be held at the scheduled time.
  5. In case if the election of ISB President is delayed then the outgoing ISB President shall continue until a new ISB President is elected.
  6. If the ISB President decides to resign, he or she shall give at least six (6) weeks' Notice of Intent to resign in writing to the AB, with intimation to the ISB Council.
  7. If the ISB President resigns or cannot continue his services due to any reason, then if a President-Elect is available, the President-elect becomes the acting ISB President until he becomes the official ISB President and serves his full term. If the President-Elect is not available, the Vice President shall become the acting ISB President until an ISB President is elected for the balance of the term by a special General Body to be held within eight (8) weeks of resignation or other creation of a vacancy in the office.



8. If a current serving member of the ISB Council would like to run for the ISB President, he/she shall submit his resignation in writing to the ISB President before his nomination. If he/she is nominated and determines to pursue the election, then the resignation becomes effective automatically at 9.00 p.m. on the day before the date of the elections. If the nominee withdraws his nomination by any withdrawal date, the ISB Council has an option to restore or reject the ISB Council membership by a simple majority of votes of the ISB Council. In case of rejection the ISB President shall inform the candidate, and make preparations to fill in the vacant position according to the ISB Constitution and By-Laws.
  9. The outgoing ISB President shall immediately leave the ISB Council once the new ISB President officially takes office.
- B. ISB Council Members
1. An ISB Council member is eligible to contest in elections for the position as an ISB Council member for two (2) consecutive terms of three (3) years each (6 total years), except as in this section (B-2) below. After serving two consecutive terms as an ISB Council member, said person is not eligible for any position as an ISB Council member for two years.
  2. If an ISB Council member resigns for any reason, he or she cannot contest election for three years from the date of resignation. The candidate who had received the highest votes (among unelected members) in the preceding elections for that position should be offered the vacant position. If the offer is declined, then the next higher votes recipient shall be offered the position. If no such person is available, the ISB President shall fill the vacancy with an ISB member meeting the requirements for the ISB Council as per Article III, Section 1.
  3. A member elected or appointed to fill a vacant position shall serve the remainder of the term of the last occupant of that position.
  4. An ISB Council member who has served two consecutive terms is eligible to be ISB President for up to two consecutive terms.

### **Section 3 – Suspension, Succession and Transition of a ISB Council Member**

- A. An ISB Council member shall be suspended and/or terminated from office if:
  1. Charged with and found guilty of an act in direct violation of the ISB Constitution.
  2. Gross misuse of society funds.
  3. Acting in a manner damaging the objectives of the ISB.
  4. Not attending three (3) consecutive meetings of the ISB Council without reasonable excuse acceptable by the ISB Council.
- B. If any member of the ISB Council, including the President and the Vice President, is accused of the above violations, the accuser shall submit a written accusation to the Advisory Board. The Advisory Board will have forty-five (45) days to investigate, examine, and make a decision regarding the accusation. If the accused is found guilty of the charges listed above, he or she should be removed from office. If found guilty of charges one through three (1-3), he or she may be barred for life from holding any position in ISB.
- C. Outgoing office bearers shall hand over complete charge of all items (finished and unfinished) to the newly elected official within ten (10) days after the election.

### **Section 4 – Dissolution of the ISB Council**

In the event that the entire ISB Council is dissolved, the Advisory Board with assistance from the Election Committee will be responsible for establishing an interim ISB Council



(comprising of at least three (3) previous ISB Council Members) to handle the immediate affairs/needs of the community and holding special elections within 60 calendar days of the elected ISB Councils dissolution. The Interim ISB Council selected by the Advisory Board will only be active and handle the immediate affairs/needs of the community until a new ISB Council is elected for the remaining Council term.

## **ARTICLE IV – FUNCTIONS OF THE ISB COUNCIL**

### **Section 1 – Designations**

The ISB Council shall be responsible for supervising all the ISB affairs. The ISB Council shall have the ultimate authority over all ISB Boards, Committees and any of its subsidiary entities. The officers shall consist of the following:

- President
- Vice President
- Secretary General
- Secretary of Finance/Treasurer
- Secretary of Education
- Secretary of Youth & Member Services
- Secretary of Facilities Management
- Secretary of Property Management
- Secretary of Religious Affairs

The ISB President, Council, and all Board and Committee members shall serve voluntarily without any remuneration or any business or financial conflicts of interest and must agree to and abide by the ISB Confidentiality & Non-Disclosure Agreement. No entity owned in whole or in part, directly or indirectly, by the ISB President or any other ISB Council member shall be engaged to perform any work for the ISB for remuneration.

### **Section 2 – Meetings of the ISB Council**

- A. The ISB President or Secretary General shall call a minimum of twelve (12) meetings of the ISB Council during each year of his or her term of office.
- B. An emergency ISB Council meeting shall be called by the ISB President at the written request of at least five (5) of the ISB Council members within two (2) weeks of such a request or within 36 hours in case of an extreme emergency.
- C. The presence of two-thirds or six (6) of the ISB Council members, including the President or the Vice President of ISB shall constitute a quorum.
- D. The action of at least five members of the ISB Council present at a meeting at which a quorum is present shall be the action of the ISB Council. Only in case of a tie, the ISB President will have the final vote for a decision. In case of disputes, disagreements or irresolvable issues, the President and/or majority of the Council members must present the case to the AB whose decision shall be final and binding.

### **Section 3 – Responsibility of the ISB Council**

The ISB Council shall have powers and authority to administer and direct the business and affairs of the ISB. The ISB Council, as allowed by the Constitution & Bylaws, may create additional subsidiary entities (e.g. LLC, LLP, S-Corp, etc.) under ISB ownership, including the revision and formation of any legal, regulatory, or statutory documents as deemed necessary in the best interest of the organization. The ISB Council may appoint individuals or

committees from among the members of the ISB Council or the general membership at large for specific responsibilities. The ISB Council may not delegate any of the management powers of the ISB Council except to committees made up solely by members of the ISB Council. The functions of the ISB Council shall include, but are not limited to:

- A. Implementing of the Constitution.
- B. Planning activities to accomplish the objectives of the ISB.
- C. Carrying out policies and decisions of the General Body made within the areas of responsibility of the General Body.
- D. Establishing procedure and routines in fiscal and other matters.
- E. Purchasing and maintaining properties, acquiring on behalf of the society privileges, stocks, bonds, and debentures without interest or other such securities which the society is authorized to obtain at suitable prices, terms and conditions.
- F. Borrowing money (according to Islamic Shariah law) upon the credit of the society – not to exceed 50% of the then current ISB book value.
- G. Approving a transaction for selling, leasing out or otherwise disposing of any property, assets, interest or effects of the society that exceed \$100,000.00 in value, only if the terms of the transaction are in writing and have been advised by the AB, subject to any right of approval of the members. In case of a disagreement, the matter should be referred to the General Body for final decision.
- H. Appointing any person(s) or corporation to accept and hold in trust on behalf of the society any property or assets belonging to the society or in which it has interest for any other purpose and to execute all deeds and things as may be requisite to any such trust, subject to any right of approval of the members.
- I. Accepting, modifying or rejecting any contract, without any exceptions, including employee contracts or by and between any of its entities.
- J. Entering into any substantial agreement of affiliation with a non-ISB entity provided the agreement has been advised by the AB.
- K. Protecting and ensuring the confidentiality of all organizational data.
- L. The ISB Council shall not commit the organization to any new substantial (as defined by the FAB) financial obligations (e.g. new construction projects, contracts, and programs) during the last sixty (60) days of its term without the majority consent of the incoming council-elect.
- M. Minutes of General Body meetings shall be available to all ISB members after 15 days in the ISB Office. For that matter, all minutes of the meetings, copies of petitions, etc., except confidential matters, should be made available to ISB members.

## **Section 4 – Duties and Responsibilities of Individual Officers**

### **A. Responsibilities of the ISB President**

1. Calling and presiding over the meetings of the ISB Council and the General Assembly.
2. Being responsible for directing and coordinating with the ISB Council the day-to-day affairs and activities of the ISB and all its entities.
3. Executing and implementing decisions with the majority consent of the ISB Council. Mentoring and working together with appropriate Council members to carryout actions within each portfolio.
4. Implementing and upholding the Constitution & By-laws of the organization.
5. Acting as the spokesperson, representative, correspondent and coordinator for the society in external activities.
6. Management of various committees in shura amongst the other council members, except as otherwise specifically mentioned in the Constitution or these By-Laws.

7. Appointment and reappointment of ISB Council members to officer positions or changing of portfolios of existing officers, with shura amongst the Council and in accordance with the Constitution & By-laws.
8. In case of absence of the Secretary Finance/Treasurer, temporarily appointing an Acting Secretary to carry out the duties and responsibilities of the Secretary of Finance/Treasurer.
9. Notwithstanding anything in these By-Laws to the contrary, adjusting and adapting the respective responsibilities of the Secretaries as necessary in order to assure the best possible management of the facilities and assets.
10. Ensure that all historical records be maintained.

**B. Responsibilities of the Vice President**

1. Temporarily assuming the functions of the ISB President when so requested by him or her. If the ISB President is incapacitated, has resigned or passed, and the President-Elect is not present or vacant, the Vice President shall assume the functions of the ISB President until a new ISB President is elected.
2. Assisting the ISB President in achieving the aims and objectives of the ISB.
3. Performing any other responsibilities delegated by the ISB President or the ISB Council.

**C. Responsibilities of the Secretary General**

1. Preparing, circulating, and maintaining the minutes and agenda of the ISB Council and General Body meetings.
2. Reviewing, maintaining and auditing all contracts, agreements, permits, licenses, policies, etc. of the ISB to ensure compliance and best interest of the organization.
3. Maintaining and updating all official records, access and documents of the ISB including the official ISB Council Charter of Policies.
4. Presiding over the ISB Council meetings and ISB affairs when both the ISB President and Vice-President are absent.
5. Presenting the minutes of previous Council and General Body meetings for approval by the ISB Council and posting of ISB Council-approved decisions.
6. Leading Public Relations activities for ISB which include:
  - a. Preparing circulars, bulletins and newsletters.
  - b. Circulating and distributing publications as appropriate.
  - c. Editing and publishing literature
7. Serving as the liaison to the Information Technology (IT) and Risk Management Committees.
8. Serving as lead for human resources and personnel management of the ISB.
9. Serving as the statutory secretary, resident agent, and legal representative of the ISB and any of its subsidiary entities.
10. Performing any other responsibilities delegated by the ISB President or the ISB Council.

**D. Responsibilities of Secretary of Finance / Treasurer**

1. Maintaining the record of all financial transactions of the ISB.
2. Systematic up-keeping of books by recording contributions, disbursements, receipts and banking reconciliation.
3. Collecting and depositing all funds received on behalf of the ISB.
4. Co-signing, with the ISB President, all withdrawal checks on behalf of the ISB.

5. Preparing the annual budget of the ISB for the next fiscal year in consultation with the ISB President and Council and presenting it in the next General Body meeting.
6. Submitting to the ISB Council members a monthly report on the status of the ISB financial affairs.
7. Assisting the designated agent for preparation of all tax returns and other reports to Government agencies regarding the financial activities of the ISB.
8. Serves as chairperson of the Fundraising Committee.
9. Providing a written disclosure statement to donors of a quid pro quo contribution in excess of \$75 and receipts of donations of more than \$50.00 to the donors.
10. Performing any other responsibilities delegated by the ISB President or the ISB Council.
11. Compiling the accounts of ISB every year, and having the records compiled by a certified public accountant every third year, at a minimum of at least once within a 3-year period.
12. Communicating to members periodically throughout the year regarding donations and financial health of the organization.
13. Serving as liaison between the ISB Council and the Financial Advisory Board, as a voting member of the Financial Advisory Board.

**E. Responsibilities of the Secretary of Facilities Management**

1. Maintaining interiors of all ISB facilities, including the Masjid Al-Rahmah, Gymnasium, Cafeteria, all Schools (Al-Rahmah school, Al-Rahmah Nursery, Hifz School etc.), Health Clinic and any rental properties (on and off premises).
2. Preparing contracts for, and oversight of, repairs, improvements, cleaning and day-to-day maintenance related work.
3. Preparing and updating employment contracts for, and oversight of, custodial staff.
4. Serving as the liaison between the ISB Council and the Café Al-Rahmah.
5. Performing any other responsibilities delegated by the ISB President and ISB Council.

**F. Responsibilities of the Secretary of Property Management**

1. Maintaining updated Licenses, Permits, Inspections and other Government compliance activities for all ISB facilities, including buildings, rental properties, trailers, playground/park, fire alarms, sprinkler systems, elevators, landscape, and stream etc.
2. Maintaining exteriors of all ISB facilities, such as roofs, sidewalks, parking lots, playground/park, landscape, snow removal, and stream etc.
3. Preparing and maintaining contracts for utilities, (i.e. HVAC, gas, electric, lighting; and communications (telephones, audio visual systems, etc.).
4. Preparing contracts for leasing and renting of rental properties, cafeteria, multi-purpose hall, etc.
5. Shall serve as lead of all safety, security, and parking operations; liaise between ISB and all law enforcement agencies (e.g. Baltimore County Police Department, FBI, etc.).
6. Performing any other responsibilities delegated by the ISB President or ISB Council.

**G. Responsibilities of the Secretary of Education**

1. Taking necessary steps towards fulfilling educational needs of the community.

2. Ensuring that ISB policies are served and carried out in all educational programs.
3. Serving as the liaison between the ISB Council and Al-Rahmah Board of Education as a voting member on the Board of Education.
4. Serving as the liaison between the ISB Council and Al-Rahmah Sunday School Board as a voting member on the Sunday School Board.
5. Performing any other responsibilities as delegated by the ISB President and ISB Council.

**H. Responsibilities of the Secretary of Youth & Member Services**

1. Chairing the Membership/Social Affairs and Youth Committees.
2. Assuming responsibility for increasing membership and maintaining an up-to-date membership list; and providing updated lists to the Election Committee and other Committees when requested.
3. Acting as liaison between the ISB and different social services programs provided by County, State and Federal agencies.
4. Maintaining a mailing list of all people interested in the ISB affairs so as to invite them to participate in ISB activities and ultimately enrolling them as ISB members.
5. Taking the minutes of the ISB Council and General Body meetings when the Secretary General is absent.
6. Sending membership notices / bills electronically to members.
7. Performing any other responsibilities as delegated by the ISB President and ISB Council.

**I. Responsibilities of Secretary of the Religious Affairs**

1. Serving as the liaison of the ISB Council on the Quran Academy Board with voting rights.
2. Working closely with and assisting the Quran Academy Board members in all/any religious/educational activities to accomplish the goals set according to the policies, procedures and the by-laws of the Quran Academy Board.
3. Ensuring that Quran Academy's as well as overall ISB's policies are served and carried out in all religious educational activities offered at ISB.
4. Serve as the liaison between the ISB Council and the Funeral Services Committee.
5. Performing any other responsibilities delegated by the ISB President or ISB Council.

## **ARTICLE V – ADVISORY BOARD (AB)**

### **Section 1 – Structure of the Advisory Board**

- A. There shall be 9 members of the AB selected on the basis of the requirements listed below.
- B. Members will be selected from past ISB Presidents or past ISB Council members and from the general membership with established credibility and have been a Regular ISB Member (with voting privileges) for at least 10 cumulative years.
- C. The selection process shall be such that the ISB Council will appoint three (3) members every three (3) years. There must be at least one (1) prior ISB President or ISB Council Member appointed to the AB by each ISB Council.

- D. Every ninth (9th) year, three (3) original members shall be replaced by the process described in the By-Laws Article VI Section 1C.
- E. Members of the AB shall elect amongst themselves a Chair every three (3) years.
- F. The terms of the AB members:
  - 1. There is a nine (9) year term for serving on the AB. If an AB member fulfills a full term, he/she must have a full two-year gap before a member can be re-appointed to the AB.
  - 2. In case a member leaves the AB, the ISB Council will select another member to fill the vacancy.
  - 3. In case the AB Chair resigns, or unable to serve, due to any extenuating or unavoidable circumstances, a new AB Chair is to be elected from amongst the members, by a simple majority of its members.

## **Section 2 – Duties of the Advisory Board**

- A. The Advisory Board (AB) shall be an advisory, arbitrary and judicial body for the ISB President and ISB Council.
- B. The ISB President and the ISB Council shall refer to the AB for consultation if there is a need for advice.
- C. The ISB Council must seek approval from the AB prior to the buying or selling, leasing out or otherwise disposing of any ISB property assets, interest, or effects of the Society valued at \$200,000 or greater, or any changes in corporate governance/ classification structure (see Article IV). The Masjid may not be sold under any circumstances.
- D. In case of any and all disputes, between and/or amongst any entity of the ISB, the ISB President and the ISB Council shall resolve such dispute(s) within 30 to 45 days. If the dispute cannot be resolved, then the matter must be referred by the ISB Council to the AB for arbitration.
- E. In case of any dispute between and/or amongst any community members or Muslim organizations, the ISB Council may delegate the AB to advise or arbitrate the parties in dispute.
- F. The AB shall act as an arbitration council when disputes are brought to it, its judgment shall be binding, and considered final with waiver of any rights by all parties to challenge the decision in any court of law. Judgment shall be implemented within 10 calendar days or within 45 days by obtaining extension from AB. Failure to implement the judgment will require the matter to be referred to the ISB General Body for final judgment.
- G. The AB may interact with the general membership and seek input for/during its deliberations needed to resolve a dispute in (C) above.
- H. The Chair of AB shall notify the parties in dispute/arbitration if the AB exceeds sixty (60) days to reach a decision. Additional 30 days extension may be granted to AB by the ISB Council to reach a decision. If no decision is reached, at the end of the 30 days extension, then the issue must be presented to the Council for final decision. Such decision shall be binding upon the parties concerned.
- I. The AB has the authority to determine whether a decision related of the Council or any Committee relating to the Constitution or the By-Laws might be objectionable in that it violates the terms of the Constitution or the By-Laws or is contrary to the Qur'an or Sunnah.
- J. The AB has the authority to grant a conditional waiver to waive any provision(s) in the Constitution or By-laws under special circumstances if requested with unanimous consent of the ISB Council.

- K. The AB shall meet at least four times a year.
- L. If a conflict/dispute is brought to the AB for Arbitration/Judgment which requires an in depth understanding of the Islamic Sciences , i.e. Quran, Sunnah, Fiqh, Shariah, etc. – at least two scholars of that Science in the Arbitration/Judgment process will need to be involved in making a judgment/arbitration on the said conflict/dispute. In the event that there are not enough Scholars of that particular Science within the then current members of the AB, then the AB must reach out to and involve Scholars of that particular Science from outside the AB who are impartial to the parties in conflict/dispute.

### **Section 3 – Qualifications of the Advisory Board Members**

- A. Shall be an adult who is not less than 40 years of age.
- B. Shall be a resident of the State of Maryland.
- C. Shall be a citizen of the United States.
- D. Shall be actively involved in ISB and shall be familiar with the ISB.
- E. Shall be known for his/her Islamic manners and conduct in his/her personal life and must take Islam as the way of life.
- F. Shall make a positive effort to establish and attend congregational prayers.
- G. Shall have basic knowledge of the Qur’an and Sunnah.
- H. Shall not have tendencies to create Fitnah and confusion in the society.
- I. Shall not be a position seeker.
- J. The Chair or a member of the AB is ineligible to be nominated to run for ISB President or the ISB Council without submitting a resignation to the acting chair or to fellow members of the AB.
- K. Must be a Regular ISB member with voting privileges for 10 cumulative years.

## **ARTICLE VI – FINANCIAL ADVISORY BOARD (FAB)**

### **Section 1 – Structure of the Financial Advisory Board**

The Financial Advisory Board is to be comprised of professionals with diverse backgrounds in finance, risk and business management. The ISB President will appoint /modify the composition of the committee. Committee shall consist of at least three but no more than five voting members and consist of the followings:

- A. ISB Council Treasurer or his/her designee
- B. Up to 4 members with professional background and expertise in the field of finance, accounting, legal, risk management, business and technology.
- C. The FAB will be chaired by one of the professional board members who is considered proficient in finances.

### **Section 2 – Duties of the Financial Advisory Board**

- A. Financial Policies, Procedures, and Internal Control
  1. Consider the effectiveness of the organizations controls surrounding accounting, financial reporting, operations and information technology.
  2. Review ISB financial policies and procedures regarding its cash receipts and disbursement. Make appropriate recommendations for improvements.
  3. The board shall report an update to the Council about ISB financial activities, issues, and related recommendations, within 90 days after the end of the fiscal year.



4. Review and recommend for approval of any proposed activities, changes in organizational classification or corporate governance structure to ensure compliance and preservation of ISB's nonprofit status.
- B. Financial Reporting and Budgets
  1. Ensure the ISB's financial reports present fairly its financial position, 30 days after the end of the each quarter, except the 4th quarter.
  2. Review and analyze ISB budget to assist ISB Council in managing its financial resources effectively.
- C. Audits
  1. Recommend to the Council the appointment and discharge of the independent auditors. Review audit scope of work, approach, fees and engagement letters, including coordination of audit effort with ISB Treasurer.
  2. Review the independent auditor's results of the audit, including any difficulties encountered, with ISB Council and staff.
  3. Review the annual financial statements with footnotes from the auditors and ISB staff, and consider whether they are complete and consistent with information known to the board members, and reflect appropriate accounting principles.
  4. Review with the auditors and Council all matters required to be communicated to the committee under Generally Accepted Auditing Standards.
  5. Resolve any disagreements between ISB and the independent auditors.
  6. Review the results of all investigative financial audits.
  7. Ensure that the Independent audit is conducted in accordance with ISB bylaws and constitution.
  8. Confirm that the Council and staff implement auditor's recommendations.

## **ARTICLE VII – THE OFFICE OF THE RESIDENT SCHOLAR**

### **Structure**

- A. There shall be only one (1) lead resident scholar of the ISB.
- B. The ISB may employ other scholars in different disciplines.

### **Duties of the Resident Scholar(s)**

- A. To take a scholarship role in organizing religious activities of the ISB and to organize Da'wah (outreach) work among Muslims and non-Muslims.
- B. To help and guide the general ISB membership, the ISB Council, and the Muslim community in matters concerning Islamic laws and Fiqh (Jurisprudence).
- C. To lead the daily, Friday and other prayers (e.g. Taraweeh, Funeral) as assigned.
- D. To help facilitate the recitation and study of Quran with Tajweed.
- E. To conduct religious and other educational activities such as workshop sand seminars as assigned.
- F. To perform any other duties as determined by the ISB Council and QAB.
- G. The Quran Academy Board will manage Resident Scholars.



## **ARTICLE VIII – QURAN ACADEMY BOARD (QAB)**

The Quran Academy Board (QAB) holds the primary responsibility of running the Al-Rahmah Quran Academy programs in addition to overseeing and managing religious programs at the ISB.

### **Section 1 – Structure**

The QAB shall comprise of at least five (5) members, including a Chair and a Vice-Chair with the ISB Secretary of Religious Affairs being the liaison between the institutions and the ISB Council.

### **Section 2 – Duties and Responsibilities**

- A. The QAB shall serve as the religious education body of the ISB operating under its own By-Laws which shall be:
  - 1. Aligned with the ISB By-Laws and approved by the ISB Council.
  - 2. Reviewed at least once yearly and amended if necessary.
- B. The QAB will be responsible to the ISB Council for identifying the religious needs of the community (i.e. classes, seminars, prayers, additional resident scholars, religious teachers) and come up with a proposal to fill those needs. The QAB will work with the ISB Council to implement proposals. For example; In the event there is a need for an additional Resident Scholar, the QAB will put a proposal together and submit it to the ISB Council. When/if the ISB Council approves the proposal, then the QAB will work with the ISB Council and search for possible candidates to fill the position.
- C. The QAB shall consist of a minimum of five (5) members, selected by the ISB Council upon recommendation of the QAB and/or with the consultation of the Resident Scholar(s).
- D. The term of the members, other than the Resident Scholars, shall be three (3) years. After the every two (2) years, one (1) or two (2) members shall be replaced with new members.
- E. The members of QAB shall comprise of Resident Scholars and persons with sound knowledge of Islam.
- F. Resident Scholars shall serve as non-voting members of the QAB.

## **ARTICLE IX – BOARD OF EDUCATION (BOE)**

The Board of Education (BOE) holds the primary responsibility of running the Al-Rahmah School and Al-Rahmah Nursery.

### **Section 1 – Structure**

The BOE shall comprise of at least five (5) members, including a Chair and a Vice-Chair with the ISB Secretary of Education being the liaison between the institutions and the ISB Council.

### **Section 2 – Duties and Responsibilities**

- G. The BOE shall be responsible for the management and the operations of Al-Rahmah School and Al-Rahmah Nursery.
- H. The BOE shall make its By-Laws which shall be:
  - 1. Aligned with the ISB By-Laws and approved by the ISB Council.
  - 2. Reviewed at least once yearly and amended if necessary.
- I. The BOE shall make all the rules and policies/procedures for the management and the operations, according to its By-Laws, and review these periodically to update them.

- J. The BOE shall prepare an Annual Report to present to the ISB general body, at least 30 days prior to the Spring General Body meeting. This shall include:
  - 1. Submission of the Annual Budget to the Council for inclusion in the ISB budget.
  - 2. Current and projected enrollments
  - 3. Total revenues and total expenditures
  - 4. Students' progress report\*
  - 5. Evaluations of the school principal and nursery director
  - 6. Any other pertinent information and a conclusion of the report  
\*Progress reports and evaluations will be summaries and not include specific personally identifiable information.
- K. The ISB President or the ISB Council may meet with BOE or any of its members, from time to time, as it deems necessary.
- L. Al-Rahmah School and Nursery shall have autonomy under the BOE in running all affairs of the School provided that the School complies with all applicable ISB Policies and Procedures.
- M. Hiring of the School Principal and Nursery Director shall be done by a search committee jointly formed by the BOE Chair and the ISB President with the consultation of the ISB Council.
- N. School Principal or Nursery Director may be terminated by a joint decision of the ISB President and BOE Chair, or by a majority vote of the BOE and ISB Council.
- O. The BOE must approve all staffing requests from the Principal or Nursery Director and shall have the hiring and firing authority for school staff (excluding school principal and nursery director), with approval of the ISB President or his/her designee.
- P. The Secretary of Education shall be the liaison between the ISB Council and the BOE. He or she shall also be an ex-officio member of the BOE.
- Q. For all government purposes, the ISB President shall be considered the head of the Al-Rahmah School and Nursery. The BOE serves as an autonomous body within ISB and shall take no action that will put at risk the legal liability, directly or indirectly, of any aspect of the ISB.
- R. All other activities related to education, such as the establishment and management of ISB Endowment Funds, shall be administered by the BOE with ISB Council's consultation.
- S. The ISB Council may, from time to time, audit records of the BOE to assure compliance with all the policies including budget.

## **ARTICLE X – SUNDAY SCHOOL BOARD (SSB)**

The Sunday School Board (SSB) holds the primary responsibility of running the Al-Rahmah Sunday School.

### **Section 1 – Structure**

The SSB shall comprise of at least five (5) members, including a Chair and a Vice-Chair with the ISB Secretary of Education being the liaison between the institutions and the ISB Council.

### **Section 2 – Duties and Responsibilities**

- A. The SSB shall be responsible for the management and the operations of Al-Rahmah Sunday School.

- B. The SSB shall make its By-Laws which shall be:
  - 1. Aligned with the ISB By-Laws and approved by the ISB Council.
  - 2. Reviewed at least once yearly and amended if necessary.
- C. The SSB shall make all the rules and policies/procedures for the management and the operations, according to its By-Laws, and review these periodically to update them.
- D. The SSB shall prepare an Annual Report to present to the ISB general body, at least 30 days prior to the Fall General Body meeting. This shall include:
  - 1. Submission of the Annual Budget to the Council for inclusion in the ISB budget.
  - 2. Current and projected enrollments
  - 3. Total revenues and total expenditures
  - 4. Students' progress report\*
  - 5. Any other pertinent information and a conclusion of the report  
\*Progress reports and evaluations will be summaries and not include specific personally identifiable information.
- T. The ISB President or the ISB Council may meet with SSB or any of its members, from time to time, as it deems necessary.
- U. The SSB must approve all staffing requests from the Principal and shall have the hiring and firing authority for school staff, with approval of the ISB President or his/her designee.
- V. The Secretary of Education shall be the liaison between the ISB Council and the SSB. He or she shall also be an ex-officio member of the SSB.
- W. For all government purposes, the ISB President shall be considered the head of the Al-Rahmah Sunday School.
- X. The ISB Council may, from time to time, audit records of the SSB to assure compliance with all the policies including budget.

## **ARTICLE XI – COMMITTEES**

The ISB has a host of committees to help manage the multitude of programs that support the ISB membership and broader community. All committees shall meet at least six (6) times each calendar year, and submit a copy of the minutes to the ISB Council. The ISB Council has authority to form or dissolve any committee. Except otherwise set forth in the Constitution or By-laws the assignments and the terms of each committee shall be determined by resolution of the ISB Council. All operational expenses, funds and/or budgeting for the committees shall be solely at the discretion of the ISB Council. All committees must submit an annual budget at least 60 days before the new fiscal year for approval from the ISB Council. All committee members shall serve voluntarily without any remuneration or any business/financial conflicts of interest and must agree and abide by the ISB Confidentiality & Non-Disclosure agreement.

The ISB shall at minimum have the following standing (permanent) committees to ensure the foundational oversight of the organization:

- A. Election
- B. Fundraising
- C. Information Technology
- D. Risk Management
- E. Constitution

## **Section 1 – Election Committee**

Structure and function:

1. This standing committee shall consist of no more than seven (7) members including the Chair as nominated by the ISB Council.
2. For each election cycle year, the Secretary of Member Services is responsible for providing the final voting members' list to the chair of the Election Committee. In addition to the duties specified in Article II of the By-Laws, the Election committee will be responsible for conducting the election process in accordance with the policies and procedures outlined in the Election Committee Charter, as approved by the ISB Council.
3. In case of any dispute or disagreement concerning member voting rights, the chairman, after consultation with the committee, will communicate the final decision of the committee to the ISB Council.
4. In case of a dispute between the Election Committee and the ISB Council, a decision will be made after a meeting between the ISB Council and the Election Committee. The decision(s) will be based on mutual agreements. In case if agreement is not reached, the matter shall be referred to the AB by the ISB Council. The decision of the AB shall be final and binding.
5. If a member of the committee nominates or seconds any candidate for ISB President or ISB Council, he/she must recuse themselves from the election process.

## **Section 2 – Fundraising Committee**

Structure and function:

1. The treasurer of the ISB Council shall be the chairperson of this standing committee. In the absence of the treasurer, the ISB President shall appoint another person to chair this Committee.
2. The purpose of the Fundraising Committee shall be to assist in the organization of every fundraising event including the annual Fundraising Dinners. The committee may also collect donations for a particular project, for school, or for any other special purpose.
3. The Committee should find innovative and creative methods to diversify income in raising funds and keep an updated list of all the donors.
4. The Committee should keep the donors engaged throughout the year by communications and keeping them informed periodically as to how their donations are being used.

## **Section 3 – Information Technology Committee**

Structure and function:

1. The General Secretary shall appoint this standing committee with the consultation of ISB President and other ISB Council members, and shall serve as liaison between the ISB Council and this committee.
2. Shall be responsible for maintaining all the hardware, software, Internet, and email systems of the ISB.
3. Shall be responsible for all audio/visual needs at the ISB.
4. Shall be responsible for securing, administering and maintaining all physical (e.g. security, badge/gate) and all electronic (e.g. financial, email, member database, communications, data) access controls for the ISB.

5. Shall carry out the policies, procedures and guidelines to achieve the goals established by the ISB Council.

#### **Section 4 – Risk Management Committee**

Structure and function:

1. The President shall appoint this standing committee with shura of the ISB Council and the General Secretary shall serve as the liaison to this committee.
2. The committee shall operate in accordance with the policies and procedures outlined in the Risk Management Committee Charter, as approved by the ISB Council.
3. The members of this committee shall have good qualifications and be experts in their respective fields (i.e. HR, finance, legal, IT, Business, etc.)
4. Shall be responsible for the risk management policies of the corporation's operations.
5. Shall routinely review, examine, audit and mitigate risks throughout the organization to ensure good corporate governance and compliance (i.e. financial, legal, etc.)

#### **Section 5 – Constitution Committee**

Structure and function:

1. The constitution committee shall be a standing committee. There is no term limit for the members. If any member leaves for any reason, personal or otherwise, the ISB Council should replace with a person who has experience in constitution affairs and/or ISB Leadership experience.
2. Function of this committee is to monitor any violation or non-implementation of the constitution and to notify the ISB Council & Advisory Board in writing for proper remedial action.
3. Catalog any need of amendments in future years. This committee serves as a reference for constitutional interpretation.

#### **Section 6 – Facilities Committee**

Structure and function:

1. This committee shall consist of 3-5 members.
2. The Secretaries of Facilities Management and Property Management shall be the Co-Chairs of this Committee.
3. The primary function of this committee is to develop and manage proactive facility/campus management plans.

#### **Section 7 – Funeral Services Committee**

Structure and function:

1. The ISB President shall appoint this committee with the consultation of Council Members. The Secretary of Quran Academy shall be the liaison between the ISB council of this committee.
2. Establish guidelines with the consent of the ISB Council, to provide funeral services.

3. Maintain all pertinent records of contracts, agreements, communications etc. relating to the Funeral services, including Funeral Homes, Cemeteries etc.
4. Shall coordinate funeral arrangements with the Quran Academy, when needed (i.e. religious leader).
5. Committee must meet quarterly to monitor the planning and upkeep of the cemetery and funeral process
6. Provide an annual report to the ISB Council.

### **Section 8 – Golden Age Committee**

Structure and function:

1. The ISB President shall nominate an ISB Council member as liaison of this committee.
2. Shall consist of minimum five (5) members.
3. Shall work to create a support structure for community senior citizens.
4. Shall carry out the policies, procedures and guidelines to achieve the goals established by the ISB Council.

### **Section 9 – Member Services Committee**

Structure and function:

1. The Secretary of Youth & Member Services shall appoint this committee with the consultation of ISB President and other Council members and shall chair this committee.
2. Keep the membership list up to date.
3. Work on increasing the membership.
4. Keep track of records of the payment of membership dues.
5. Maintain a mailing list (postal mail and electronic mail) of all people participating in the ISB affairs including the ISB members.
6. Organize social affairs whenever needed and inform all members about social events.
7. Provide an updated list of ISB Members to the chair of the ISB Election Committee as required.

### **Section 10 – Planning & Construction Committee**

Structure and function:

1. The Planning and Construction Committee shall consist of four or more members. The ISB President with shura amongst the ISB Council shall appoint this committee including a Chairperson, if necessary.
2. These members shall have good qualifications and sound experience in finance, project management, engineering, architecture, construction, and related fields.

3. The committee shall take care of projects related to construction, additions or renovations of existing facilities and any other work related to the ISB property.
4. This committee shall make recommendations to the ISB Council. The final decision shall be the responsibility of the ISB Council. Expenditures occurring on any project shall be first approved by the ISB Council.
5. The ISB Council would have the right to accept or reject a proposal presented by the Construction committee.
6. Members of the committee or an entity in which a member of the committee is involved in any capacity shall not be awarded any contract where remuneration is associated with the contract. This rule shall also apply even if a member of the committee decides to resign from the committee.

### **Section 11 – Public Relations Committee**

Structure and function:

1. The General Secretary shall appoint this committee with the consultation of the ISB Council members and shall be the liaison of this committee.
2. Shall work to create an avenue of interaction with the general community.
3. Shall organize and manage outreach/dawah efforts on behalf of the organization.
4. Shall maintain relationships with local neighboring organizations (e.g. Government entities, local non-profits, etc.).
5. Shall consist of a minimum of five members.
6. Shall carry out the policies, procedures, and guidelines to achieve the goals established by the ISB Council.

### **Section 12 – Women’s Auxiliary Committee**

Structure and function:

1. The Secretary of Youth & Member Services shall appoint this committee with the consultation of the ISB Council members and shall be the liaison of this committee.
2. Shall work to create a support structure for community sisters.
3. Shall consist of a minimum of five members.
4. Shall carry out the policies, procedures, and guidelines to achieve the goals established by the ISB Council.

### **Section 13 – Youth Committee**

Structure and function:

1. The Secretary of Youth & Member Services shall appoint this committee with the consultation of ISB President and other ISB Council members, and shall chair this committee.
2. Shall consist of any interested community youth.

3. Shall carry out the policies, procedures and guidelines to achieve the goals established by the ISB Council.
4. Shall work to create an environment for young Muslims which fosters development of a Muslim identify by strengthening their sense in faith and encouraging bonds of brotherhood and sisterhood.

## **Section 14 – Zakat Committee**

Structure and function:

1. The committee shall consist of 3-5 members. The purpose of this committee is to implement the Zakah policy as approved by the ISB Council.
2. To collect and disburse zakah monies according to rules set by ISB.
3. The ISB Community shall be considered as a priority for the disbursement of zakah Money.
4. Shall maintain a list of eligible recipients of the zakah and shall disburse monies as early as possible to those eligible.
5. Shall maintain a separate bank account for zakah money. No other money should be mixed with this money such as Fitrah, Sadaqa and other charity donations.

## **DISCLAIMERS**

Indemnification: All parties agree to indemnify, hold harmless and defend, to the fullest extent permitted by law, ISB, its directors, officers, employees, volunteers, agents, administrators, insurers, successors and assigns from and against any and all demands, claims, liabilities, suits, causes of action, judgments, damages, losses, penalties, and/or expenses of any kind or nature whatsoever, including attorneys' fees, arising, directly or indirectly, from or resulting, directly or indirectly, from my performance of services hereunder, however caused.

If any provision of the ISB Constitution and By-Laws is declared invalid or illegal for any reason whatsoever, then, notwithstanding such invalidity or illegality, the remaining terms and provisions of the ISB Constitution and By- Laws shall remain in full force and effect in the same manner as if the invalid or illegal provision had not been contained herein.

## **GLOSSARY OF TERMS**

<b>ARS</b>	Al-Rahmah School
<b>ARN</b>	Al-Rahmah Nursery
<b>AQA</b>	Al-Rahmah Quran Academy
<b>Dawah</b>	Invitation



<b>Fidyah /Kafarah</b>	Food or money used to feed the less fortunate
<b>Fitna</b>	Creating purposeful unrest, confusion, disruption. Backbiting (Ghebah) or to un-Islamically seduce, tempt or lure.
<b>Fitra</b>	Charity given to poor at end of Ramadan
<b>Halaqah</b>	Class(es)
<b>Hifz</b>	Memorization of the Quran
<b>Itekaf</b>	Seclusion
<b>Jumuah</b>	Friday
<b>Janazah</b>	Funeral
<b>Khutbah</b>	Sermon(s)
<b>PBUH</b>	Peace Be Upon Him, <i>referring</i> to Prophet Muhammad
<b>QAB</b>	Quran Academy Board
<b>Quran</b>	Revelation by God to Prophet Muhammad (PBUH)
<b>Sadaqah</b>	Beautiful loan or voluntary giving in Islam
<b>Shura</b>	With mutual consultation and/or majority agreement
<b>SSB</b>	Sunday School Board
<b>Sunnah</b>	Verbally transmitted record of Prophet Muhammad (PBUH)
<b>Taraweeh</b>	Ramadan Night Prayers
<b>Tableegh</b>	Propagation
<b>Zakat</b>	Charity