

In the Name of Allah, the Most Gracious, the Most Merciful

**BY-LAW S
OF
ISLAMIC SHOURA COUNCIL OF BAKERSFIELD**

**ARTICLE I
OFFICES/MOSQUES**

Section 1. Principal Office

There are two principal Office Buildings for the Organization to be used for its meetings.

1. The Alfarooq Islamic Center located at 615 Kentucky Street in the City of Bakersfield, County of Kern, California, 93305.
- 2.. The Islamic Center of San Joaquin Valley (ICSJV) Located at 701 Ming Avenue in the City of Bakersfield, County of Kern, California, 93307.

Section 2. Mosques

Initially, there are two houses of worship or mosques which are affiliated with the ISLAMIC SHOURA COUNCIL OF BAKERSFIELD (“ISCOB”), and participate in its internal structure and daily operation.

1. Alfarooq Islamic Center in Bakersfield, CA.
2. Islamic Center of San Joaquin Valley in Bakersfield, CA

In the event that other mosques are created within the greater Bakersfield metropolitan area, then these new mosques may Petition to become affiliated with the ISCOB.

**ARTICLE II
MISSION/OBJECTIVE**

The ISLAMIC SHOURA COUNCIL OF BAKERSFIELD (“ISCOB”) was established by Muslims in Bakersfield in order to unite All Islamic Centers of *Ahli Sunnah Wa Jama'ah* in the County of Kern, currently we have, the Alfarooq Islamic Center at 615 Kentucky Street and the Islamic Center of San Joaquin Valley at 701 Ming Avenue under one umbrella. The ISCOB is a formally established, religious organization, operating independently but in cooperation with existing or future affiliated mosques. As an umbrella organization, the purpose of the ISCOB is to organize, establish and operate (i) community wide Islamic functions, (ii) religious educational conferences, (iii) public relations with other organizations, media and governmental agencies, (iv) community support actions for mosques associated with the ISCOB, (v) a cemetery for Muslims, (vi) a charter or private religious school for children (K through 12th

grade), (vii) managing *Eid* prayers, (viii) all countywide da'wa (calling to the faith of Islam) events and

(x) similar programs and events for Muslims in the greater Bakersfield metropolitan area and Kern County. The ISCOB was created to address the needs and concerns of the local Muslim Community, which affect the entire community at large and not to replace the management structures or committees of the respective mosques. The mosques associated with ISCOB agree to fully support its umbrella role in the overall community and to participate in its functions, activities, meetings and decisions. The Imam from each mosque affiliated with ISCOB shall be required by the Board of Directors of the participating mosque to attend all ISCOB meetings, both general assembly and Board of Director. Each Imam will have permanent status on the Board of Directors of the ISCOB. Each mosque affiliated with the ISCOB shall maintain independent Committees and control of their individual mosque's day-to-day activities as established in their respective by-laws.

ARTICLE III PARTICIPATION

Participation in the ISCOB is highly encouraged for all Active Muslims residing in Kern County who support, believe in and practice to the best of their ability the true tenets of Islam as taught in the Glorious Quran and Sunnah of the Prophet Muhammad (*pbuh*), his companions and the three righteous generations (*as-salaf assalih*) referred to by the Prophet Muhammad (*pbuh*) in the *Sahih Hadith*. The ISCOB was created to promote lifestyles based on authentic Islamic teaching for Muslims of Bakersfield and Kern County, which help them lead lives with a high standard of morals, ethics and virtue. Participation in the Shoura Council's General Assembly is limited to Active Muslims. The term "Active Muslims" is defined as adult Muslims of legal age, with exceptions made for special circumstances as deemed by a (2/3) vote of the Board of Directors; residents of Bakersfield or Kern County for at least 6 continuous months; in good standing in the Muslim community and in the greater community; adhere to the Quran and Sunnah of the Prophet Muhammad (*pbuh*), his companions, and the three righteous generations after him, mentioned in the *Sahih Hadith*; and regularly pray in either the Islamic Center of San Joaquin Valley, or Alfarooq Islamic Center, or any participating Islamic Center in Kern county.

ARTICLE IV GOVERNANCE AND MANAGEMENT

This Religious Organization, the ISCOB, will be (i) governed by a Board of Trustees ("BOT"); (ii) managed by a Board of Directors ("BOD").

Section 1. Trustees

The Board of Trustees shall (i) establish policy for the ISCOB, (ii) be responsible for All the financial affairs of the ISCOB, including not limited to any decision(s) of purchasing, selling, new construction, new acquisition(s), (iii) final approval of the annual budget for the ISCOB as proposed by the President and approved by the BOD, and (iv) the final

approval of all expenditures or contracts (employment, equipment, materials supplies, leases, *etc.*) between the ISCOB and any third party for more than Three Thousand Dollars (\$3,000). Any expenditure or contract previously approved by the BOT shall not require a separate action by the BOT at the time the specific contract, or expenditure is actually made or paid. The yearly Dawaa' conference budget is limited to Five Thousand Dollars(\$5,000),excluding sponsors.

Section 2. Directors

The Board of Directors shall (i) provide oversight for the ongoing managerial operations of the ISCOB, (ii) provide managerial support for the ISCOB General Assembly, and (iii) in conjunction with the President, recommend a budget (but final approval of the budget must be made by the BOT).

Section 3. President

The President will (i) manage the day-to-day business affairs of the ISCOB, (ii) implement the policies adopted by the BOT, and (iii) preside over all meeting of the BOD. However, the President, will not normally vote on any matters considered by the BOD except that the President may vote to break any tie votes between the Board members. The President will also prepare the initial draft of each year's proposed budget (but final approval of the budget must be made by the BOT).

ARTICLE V TRUSTEES

Section 1. Number

The ISCOB's Board of Trustees shall consist of seven (7) voting Trustees. The number of Trustees can be changed from time-to-time by a resolution duly adopted by the BOT.

The BOT shall also include "honorary" non-voting members, which will be the then serving Imam from each mosque which is a member of the ISCOB.

Section 2. Qualifications

All Trustees of the ISCOB must be adults and "Active Muslims." For the purpose of these Bylaws, Active Muslims shall be defined as (i) adults, (ii) American citizens or resident aliens residing in Kern County for at least six months, (iii) who regularly come to prayer (Fridays) at a mosque affiliated with the ISCOB, and (iv) are followers of the religion of Islam (The Quran and the Sunna).

Section 3. Appointment of Trustees

The initial Board of Trustees shall consist of the following persons:

Mohamed Hugais
Mohamed Salam
Salah Algazzaly
Nor Miss
Emad Meerza
Abdullah Sharfadine
Nabil Chikhane

Whenever a vacancy shall occur in the BOT, then the remaining members of the BOT shall elect a successor by majority vote of the remaining members from the BOT, in case of a tie a revote will be taken until the tie is broken, either on the same day or future days.

Section 4 Term

Each voting Trustee shall serve for until the earlier of (i) failure to meet the qualifications, (ii) removal under Article X, (iii) resignation, or (iv) death.

Section 5. Meetings

- a. Regular Meetings: The Board of Trustees shall meet once a year or as needed to approve the budget and to conduct such other business as may be appropriate. This date for this annual meeting will be selected by the President of BOD. A minimum of 10-days' notice shall be given to all Trustees for the Regular Meeting.
- b. Special Meetings: Special meetings of the Board of Trustees may be called at any time by (i) the President of BOD or (ii) any member of the BOT. A minimum twenty-four (24) hours' notice shall be given to all the Trustees for a Special Meeting.
- c. Place of meetings: All meetings of the Board of Trustees shall be held at either the Islamic Center of San Joaquin Valley or at the Alfarooq Islamic Center, as decided by the President prior to the time of the meeting.
- d. Quorum: the required quorum for any meeting shall a majority of the then qualified voting members of the BOT. As long as the BOT consist of seven (7) Trustees, then a quorum shall require four (4) members to be present.

- e. Vote: Administerial functions of the BOT (such as approval of Minutes or scheduling the next meeting) shall only require a majority vote of the quorum. Any major action of the Trustees (such as approval of the budget or election of a Trustee to fill a vacancy) will require the affirmative vote of a majority of the qualified voting members of the BOT (and not a majority of the quorum). As an example, if there are 7- qualified Trustees, then any major action can only be approved and adopted with four (4) affirmative votes (i.e. if a quorum of four (4) Trustees are in attendance at a meeting, a majority of three (3) votes will be insufficient to approve a major action, and the major action must be presented again to the next scheduled meeting of the BOT).

Section 6. Compensation

The Board of Trustees shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred (i) in attending meetings of the Board of Trustees, excluding transportation expenses to and from meetings and (ii) in carrying out activities for the Organization.

ARTICLE VI DIRECTORS

Section 1. Number

The ISCOB's Board of Directors shall consist of fifteen (15) voting directors. The number of director can be changed from time-to-time by a resolution duly adopted by the BOT and the BOD.

The BOD may also include certain "honorary" non-voting members to be determined from time-to-time, by the Board. Initially, the honorary non-voting member will include the then acting President of the Muslim Student Association ("MSA") from CSUB and the acting President of BC MSA.

Section 2. Qualifications

All Directors of the ISCOB must be adults and "Active Muslims." For the purpose of these Bylaws, Active Muslims shall be defined as (i) adults, (ii) American citizens or resident aliens residing in Kern County for at least six months, (iii) who regularly come to prayer (Fridays) at a mosque affiliated with the ISCOB, and (iv) are followers of the religion of Islam (The Quran and the Sunna).

Section 3. Appointment of Directors

- a. The governing body for each mosque affiliated with ISCOB shall appoint an equal number of Directors. If an additional mosque becomes affiliated with the ISCOB, then the BOT and BOD, by a duly adopted resolution, may (i) decrease the size of the BOD (thereby decreased the number of Directors to be appointed by each mosque and the President) or (ii) increase the size of the BOD as provided in Section 1 of this Article VI.
- b. The members of the BOD to be appointed by each mosque under this Section 3 shall consist of (i) the Imam from the mosque, (ii) the President of the board of directors from the mosque, and (iii) the remaining persons to be appointed must be members of the board of directors from the mosque (selected in any manner deemed appropriate by the respective mosque).
- c. After being elected to office, the President shall appoint a number of Directors, equal to (i) the number of Directors appointed by a mosque (ii) minus one (*i.e.* so that the President and his appointees shall be equal to the number of Directors appointed by an individual mosque). For illustration purposes only, a mosque currently can appoint 5 persons to the BOD, which means that then the President shall appoint 4 additional Directors ($5 - 1 = 4$). The Board members appointed by the President may be, but are not required to be, a member of the board of directors from a mosque affiliated with the ISCOB.
- d. If a vacancy occurs on the BOD, then the vacancy shall be filled by (i) the governing body of the mosque that appointed the resigning or withdrawing Board member (for a member appointed by a mosque) or (ii) the President (for a member appointed by the President).

Section 4 Term

Unless removed under Article X, each voting Director shall serve for a term of Two (2) years, which term shall run concurrently with the term of the President.

Section 5. Meetings

- a. Regular Meetings: The Board of Directors shall meet bi-monthly The President will create and provide each Board Member with a calendar for the Regular Meeting at the beginning of the each year.
- b. Special Meetings: Special meetings of the Board of Directors may be called at any time by (i) the President or (ii) any two member of the Board. A minimum twenty-four (24) hours' notice shall be given to all the Board of Directors for a Special Meeting.

- c. **General Assembly Meetings:** All meetings of the ISCOB General Assembly may be called by (i) the President or (ii) any two members of the Board. A minimum seven (7) days' notice for the time and date of a General Assembly shall be posted at each mosque affiliated with the ISCOB.
- d. **Place of meetings:** All meetings of the Board of Directors or the General Assembly shall be held at either the Islamic Center of San Joaquin Valley or at the Alfarooq Islamic Center, as decided by the President prior to the time of the meeting.
- e. **Etiquette of the meetings:**

Intention to please Allah (*swt*) and to act according to the Sunnah of Muhammad (*pbuh*) be cooperative and obedient to the President of the BOD .

- i. Must ask the President permission to speak by raising your hand or gesturing or asking politely.
- ii. Not to participate in any side discussions if it is not asked for or indicated as ok by the President.
- iii. Must accept decisions once they have been (i) approved by the majority of the BOD or (ii) decided by a Committee and/or the President; However if two-thirds (2/3) of the BOD objects to the decision of the Committee and/or President's, then the decision, will be subject to a vote by the BOD.
- iv. Any insistence on changing a decision must be asked for in the appropriate aforementioned manner, and if refused, no other allowance is made. If proper proof (Quranic and/or Hadith) is brought forward which directly contradicts the decision reached by the Committee and/or the President, only then will the decision be reversed.
- v. No yelling, shouting, or physical intimidation will be tolerated and only one warning will be given before removal from the meeting for this offense.
- vi. Arrival on-time is required for each meeting, unless prior notification is given or a valid excuse is provided to the Committee.
- vii. Meetings most start on time as scheduled and any late arriving Board of Directors will be notified and their tardiness recorded. Special circumstances will be considered.
- viii. Meetings will last 90 minutes, unless a majority vote extends or shortens the meeting or the President decides to extend or shorten the meeting at his discretion.

Section 6. Compensation

The Board of Directors and the President shall serve without compensation except that they shall be allowed and reimbursed for their actual and necessary expenses incurred (i) in attending meetings of the Board of Directors, excluding transportation expenses to and from meetings and (ii) in carrying out activities for the Organization.

**ARTICLE VII
NOMINATION AND SELECTION OF PRESIDENT**

Section 1. Nominees

The current ISCOB Board of Trustees shall nominate and qualify at least two (2) candidates for the position of President. Each nominee must receive a majority vote by the current BOT in order to be placed on the ballot. The nominees should be selected at least 30-days prior to the expiration of the term for the current President, and All self nominations will be rejected.

Section 2. Qualifications

All nominees for President of the Board of Directors position (i) must be Active Muslim, (ii) shall have resided in Kern County for at least one-year,(iii) must be in good standing with the Bakersfield Muslim Community and the overall greater community (iv) must have some knowledge in the religion of Islam (The Quran and the Sunnah on the way of Assalif as-salih[The Three rightly guided generations after the Prophet Muhammad]), (v) must be currently serving or had served in either BOT and/or BOD of any Mosque or ISCOB and (is /or left with good terms).

Section 3 Election

The President will be elected by a majority vote of Active Muslims at the ISCOB General Assembly. If none of the nominees receive a majority vote, then a run-off election shall be conducted between the two persons receiving the most votes and the person receiving a majority vote on this run-off election shall be the Prersident. The General Assembly shall be held on, or before, December 31st or each odd numbered calendar year.

Section 4, Term, duties, removal, and other officers

- a. The term for the President, once elected, is for (2) years, with the term beginning on January 1st of an even numbered calendar year, and ending on December 31st of an odd numbered calendar year.
- b. A President can be reelected for an unlimited number of terms.

- c. The President may be terminated if he displays beliefs or conduct which is in contradiction to the clear tenets of Islamic Shari'ah or if he becomes derelict in his duties.
- d. The President may be removed at any time by (i) a majority vote of the BOT or with a (2/3) vote of the BOD.
- e. The Imams may nominate candidates for President, vote on the Board of Directors' nominee process, and vote for President in the ISCOB General Assembly. However, the Imam may not be nominated or elected as President.
- f. The President shall select a Vice President, to serve in his place, if he is absent, sick or unable to serve for a long period of time, or resigns. The Vice President shall be one of the Board Members appointed by the President under Section 3.c. of Article V.
- g. The President shall appoint a secretary and a treasurer for the BOD. These additional officers shall be an existing Board Member as otherwise appointed by the President or a mosque affiliated with ISCOB as provided under Section 3 of Article V.

ARTICLE VIII WOMEN'S COMMITTEE

Section 1. Number and Purpose

The ISCOB shall have a Women's Committee of not less than (3) qualified Muslim women. The exact number of women on the Committee can be changed from time-to-time by a resolution duly adopted by the BOD. The purpose of the Women's Committee is to help the BOD organize, setup, and operate all of its functions. They will provide input, ideas and suggestions on matters affecting Muslim women, youth and families in Bakersfield and Kern County. The Women's Committee will implement the doctrines and policies as approved by the BOD. The Women's Committee shall perform such other duties related to the ISCOB as may be determined by the Board of Directors. The Women's Committee will report to the BOD its President.

Section 2. Qualification

The Women's Committee appointee (i) must be an adult, (ii) American citizen or resident alien (iii) resided in Kern county for at least one (1) year, (iv) must be a follower of the religion of Islam (The Quran and the Sunnah).

Section 3. Term of Office

All Women's Committee appointees shall serve 2-year terms concurrent with the terms for the BOD and the President.

Section 4. Appointment

- a. The governing body for each mosque affiliated with ISCOB shall appoint an equal number of women to the Committee. If an additional mosque becomes affiliated with the ISCOB, then the BOD, by a duly adopted resolution, may (i) decrease the number of women appointed by each mosque or (ii) increase the size of the Women's Committee as provided in Section 1 of this Article
- b. If a vacancy occurs on the Women's Committee, then the vacancy shall be filled by the mosque that appointed the resigning or withdrawing member.
- c. The Women's Committee shall nominate and elect a Chairwoman and a vice-chair on their Committee who will head this majlis when it meets to implement their agenda. The Chair Woman and the Vice-Chairwoman will report their decisions and recommendations to the BOD at their scheduled bi-monthly meetings. The Chairwoman and Vice-Chairwoman must be approved of by a two-thirds (2/3) vote of the BOD.
- d. The Chairwoman and vice-Chairwoman shall attend the BOD bimonthly meetings and all other appointees are strongly encouraged to attend said meetings.
- e. Each member of the Women's Committee shall attend the ISCOB General Assembly

Section 5. Report to the Board of Directors

The Women's Committee shall not possess any power to bind the Organization, but rather said committee shall simply make recommendations, suggestions and report all findings and decisions to the BOD for final approval.

**ARTICLE IX
STANDING AND AD HOC COMMITTEES**

The ISCOB may have such Standing and Ad Hoc Committees as may from time to time be designated by the BOD or its President. The members of any committee must be Active Muslims. If any Standing or Ad Hoc Committee consists solely of members of the BOD, then the Board of Directors may adopt a resolution authorizing such committee to bind the Corporation. If any Standing or Ad Hoc Committee includes one or more persons who are not members of the BOD, then such Committee shall not possess any power to bind the Corporation, but rather such Committee shall simply make recommendations to the BOD. .

**ARTICLE X
REMOVAL FOR CAUSE, VACANCY OR RESIGNATION**

Section 1 Reasons for removal from the Board of Trustees

- a. Failing to display good character and manners while participating in the affairs of the ISCOB Board Meetings or the General Assembly, including a failure to follow proper Etiquette.
- b. A departure from the way of As-Salaf As-Salih. If any Board members abandons the teachings of the Quran and the Sunnah of the Prophet Muhammad (*pbuh*) and His companions and the three righteous generations after him, mentioned in the Sahih hadith, it will be considered as grounds for removal from the Board.
- c. If the Board member returns to the proper way, he can be reinstated if the vacancy has not been filled.
- d. A vote for Removal requires majority vote of the BOT.
- e. A vote for reinstatement requires majority vote of the BOT.
- f. Any vacancy as the result of removal form the BOT will be replaced in the same manner as previously set forth in the By-laws.

Section 2. Reasons for removal from the Board of Directors

- a. Regularly fails to attend Committee meetings.
- b. Failing to display good character and manners while participating in the affairs of the ISCOB Board Meetings or the General Assembly, including a failure to follow proper Etiquette
- c. A departure from the way of As-Salaf As-Salih. If any Board members abandons the teachings of the Quran and the Sunnah of the Prophet Muhammad (*pbuh*) and His companions and the three righteous generations after him, mentioned in the Sahih hadith, it will be considered as grounds for removal from the Board.
- d. If the Board member returns to the proper way, he can be reinstated if the vacancy has not been filled.

- e. A vote for Removal requires a two-thirds (2/3) vote of the BOD, which must include the vote of the Imams and the President.
- f. A vote for reinstatement requires a two-thirds (2/3) vote of the BOD.
- g. Any vacancy as the result of removal from the Board of Directors will be replaced in the same manner as previously set forth in the By-laws.

Section 3. Reasons for removal from the Women's Committee

Removal from the Women's Committee shall be for the same reasons and required the same vote of the BOD as otherwise required in Section 1 of this Article. Reinstatement also shall be made by the BOD in the same manner as otherwise required in Section 2 of this Article,

Section 4. Reasons for removal from any Committee

Removal from any Standing and Ad Hoc Committee shall be for the same reasons and required the same vote of the BOD as otherwise required in Section 2 of this Article. Reinstatement also shall be made by the BOD in the same manner as otherwise required in Section 2 of this Article,

**ARTICLE XI
MEMBERSHIP**

The ISCOB shall not have any members. The existence of ISCOB General Assembly, as well as the vote by the ISCOB General Assembly to elect the President, shall not be construed or interpreted as created a membership interest,

**ARTICLE XII
ISCOB GENERAL STRUCTURE**

The ISCOB consists of a Board of Trustees, a Board of Directors, a Women's Committee and a General Assembly of Active Muslims as previously defined herein; comprised as aforementioned in this document. It will be headed by a formally elected President, who will be nominated by Board of Directors and qualified by the Board of Trustees; and elected by the General Assembly of Active Muslims as aforementioned in this document.

ARTICLE XIII
A UNIFYING BODY

The General Structure of the ISCOB as explained above, which is supported by sound Islamic Shari'ah and found in the Prophet Muhammad's (*pbuh*) Sunah, with its By-laws and Article of Incorporation, shall continue to serve as a unifying body for the Muslims of Bakersfield and Kern County, *Inshallah*.

ARTICLE XIV
ORGANIZATION RECORDS, REPORTS, AND SEAL

Section 1. Keeping Records

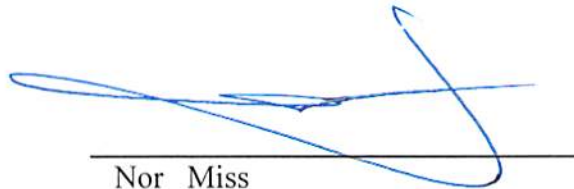
The ISCOB shall keep and maintain such books and records as required by Law, including (i) minutes of the proceedings of the BOT, BOD and any committee and (ii) the current names, addresses, for each member of the BOT or BOD. All of the books and records shall be kept in English form or in any form capable of being converted into written English.

Section 2. Amendments to By-Laws

The Organization's By-laws may be amended provided there is a majority of vote approving any and all amendments by BOT. Upon approval by the BOT, any changes will be made in writing, signed and dated by the acting Secretary of the BOT.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary for the Board of Trustees of the ISCOB, and that these Bylaws consisting of thirteen (13) pages constitute the Bylaws of the Corporation, superseding All previous By-laws.



Nor Miss
Secretary, of the Board of Trustees

Adopted on: March 16 ,2016