

BY-LAWS

URBANA MUSLIM ASSOCIATION
(UMA)

3520 Sugarloaf Parkway, Suite F – 033

Frederick MD 21704

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ARTICLE (I): NAME AND PURPOSE

Section 1: Name

The name of the Corporation shall be Urbana Muslim Association (hereinafter referred to as “UMA”, or the “Corporation”, or the “Organization” in this document).

Section 2: Purpose

Urbana Muslim Association has been created to enable the Muslims living in Urbana, MD, and its surrounding areas to hold religious, and social activities in accordance with the religion of Islam, as well as providing social services to the local community, and to promote harmony within, and outside the local communities.

ARTICLE (II): PRINCIPAL LOCATION AND RESIDENT AGENT

The location of the UMA is 3520 Sugarloaf Parkway, STE – F-033

The UMA shall have, and continuously maintain a registered office in the State of Maryland (which may be identical with the principal offices). The Governing Council of the UMA shall appoint and continuously maintain in service a registered agent in the state of Maryland, that shall be either an individual residing in Urbana, Maryland or a corporation registered in Maryland, whether for profit or not for profit.

ARTICLE (III): OBJECTIVES

In order to allow the members of this organization to practice their faith, the UMA shall:

- a. Assist the Muslim community to facilitate religious, cultural, and social programs and projects.
- b. Promote friendly relations and understanding between Muslims and non-Muslims, including involvement in interfaith activities with other religious communities of the area
- c. Promote cooperation with other Muslim Organizations.

ARTICLE (IV): ORGANIZATIONAL STRUCTURE

The Organization will be governed by a Governing Council which is the highest decision-making authority of the Urbana Muslim Association. This section details the list of initial members of the Governing Council, responsibilities, the duties, and the mechanism for the formation of the Governing Council.

Section 1: Initial Members of the Governing Council

The corporation's initial members of the Governing Council comprise of the families of the following individuals:

Rehan Khan
Khurshid Usmani
Asim Hashmi
Saad Cheema
Anwar Mansoor
Muhammad Aamir Shahab
Mukarram Hussain Shah
Mohammad Farooq Khan
Tanweer Ahmed Baig
Mohammad Azam Khan
Adnan Mamoon
Mohammad Yousuf Mian
Irfan Qureshi
Shahid Rafiq
Sohail Hussain
Syed Shoeb Haque

Section 2: Duties

The duties and powers of the Governing Council of the UMA (hereinafter referred to as "The Council" or "Council") shall be the following:

- a. To safeguard the assets, and any movable as well as immovable property of the UMA.
- b. To ensure that the title to UMA real estate and other assets shall be kept in the Organization's name.
- c. To appoint an entity or an individual to act as resident agent for the UMA. **(See Article II)**
- d. To approve or disapprove any financial transactions relating to UMA's movable and other immovable assets.

- e. To ensure that no sale, assignment, transfer of title, purchase, beneficial ownership or any other actions involving the disposition of existing UMA's real estate, or inclusion of new UMA real estate, or expansion of existing UMA real estate can be authorized without the written consent of seventy five percent (75%) approval of the members of the Council.
- f. To ensure that the policies of UMA as determined by the Governing Council and their execution by the members of the committees is in accordance with purposes defined in and not contrary to UMA by-laws.
- g. To ensure that all financial transactions are conducted in accordance with the law of the land.
- h. To approve, reject, or amend the annual budget presented by the Treasurer of the UMA as they see fit.
- i. To formulate development of future expansion plans for the UMA.
- j. To act as an advisory body to the Officers of the Organization (See Article VI)
- k. To review, approve, and reject the candidates nominated for inclusion in the Governing Council
- l. To serve in part on arbitration panel for dispute resolution if a dispute arises within the larger UMA community. (See Article XVI)

Section 3: Composition of the Governing Council

- a. The initial members of the Governing Council are the persons, and their spouses whose names appear in the Article of Incorporation.
- b. Spousal members will be considered as having one membership seat in the Governing Council.
- c. At any time, the Governing Council shall have an odd number of members, with minimum of 13 members, to a maximum of 21 members.
- d. The Governing Council shall be composed of persons from the community without taking into account race, gender, economic status, ethnicity, and age.
- e. Any upcoming vacant position of the Council should be decided upon no later than 3 months of the departure of the member whose term is ending.

Section 4: Qualifications for Serving on Governing Council

After the initial Governing Council has been constituted, as per Section 2 of this Article, the Governing Council of the UMA will then decide on inducting new council members, as well as replacing existing council members should a position becomes vacant after the removal or the resignation of an existing council member. Following are the conditions that would deem a person eligible to serve on the UMA's Governing Council

- a. A person must be a resident of Urbana, or surrounding areas for at least past five consecutive years.
- b. A person must be an active general member in good standing (See Article V) with a known record of advancing the work of the UMA community for a period of at least five consecutive years prior to being considered for the position on the Council.

- c. The person must have made considerable financial, or volunteer contribution to the UMA for at least past five years.
- d. Employees, family members of employees, and relatives (siblings, parents, cousins, nieces, nephews, and in-laws) of the employees of the Organization shall not be eligible to serve on the Governing Council.
- e. Relatives (siblings, parents, cousins, nieces, nephews, and in-laws) of a member of The Governing Council shall not be eligible to serve on the Council.
- f. Any candidate that has been removed for cause from the Council, or from any of the committees will be considered eligible to serve on the Council with seventy five percent (75%) or three fourth affirmative vote of the then Governing Council membership

Induction of a new council member, or the replacement of an existing council member will require seventy five percent (75%) or three-fourths affirmative vote of the then Governing Council membership

Section 5: Term of a Governing Council Member

- a. The initial members of the Governing Council will remain in place for a period of ten (10) years.
- b. Before the initial term of the Governing Council expires, the Governing Council will decide on a mechanism that will ensure that a certain percentage of members to continue, and a certain percentage of members are added, or re-appointed.
- c. After the expiration of initial, as well as the extended term of a founding Council member has expired, or if any Governing Council member is replaced with a new member, the new position of the Council member will have a five (5) year term limit.
- d. Each former Council member will be eligible to be a candidate for upcoming position provided that the conditions set out in **Section2** of this article are satisfied.
- e. The Governing Council will have to announce the selection of the new council member along with the date of term expiration of each council member at their selection. This announcement can made to the general UMA body.

Section 6: Removal of a Governing Council Member

1. Any Governing Council member may be removed from the Council with an assignment of cause by seventy five percent (75%), or three fourths majority vote of the Governing Council members, at any meeting of the Governing Council, provided that written notice of the intention to consider removal of such Governing Council member has been included in the notice of the meeting. Such notice of meeting can be announced via electronic mail or any other medium.
2. No Governing Council member shall be removed without having the opportunity to be heard at such meeting of the Council. Such removal may occur only if the Council member involved is provided with two week notice of the charges against him or her in the form of a statement of such charges by the Governing Council, sent by certified or registered postal mail, or e-mail, to the last known address of the Council member that is being considered for removal by the Governing Council.

3. The Governing Council member involved shall have the right to respond to these charges. Each member of the Governing Council shall review any response independently. The Governing Council shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of UMA.
4. Any meeting held to hear the case of possible removal of a Governing Council member must be attended by all members of the Governing Council. This attendance can be either in person, or via phone, or through any other electronic media. The absence of any one member of the Governing Council in such meetings will cause the meeting to be rescheduled up to three (3) times, with a gap of one week between each meeting. After the third time, if all members could not be present, the affirmative seventy five percent (75%), or three fourths majority vote of the Governing Council present during the meeting would cause the removal of a Governing Council member.
5. The UMA Governing Council must automatically suspend a Council member if he/she fails any criteria set forth in Section 7 of Article (IV) of these by-laws. The final status of provisionally suspended council member will depend on the final result of investigation procedures.
6. Failure to attend three (3) Governing Council meetings in a year without excuse will form the basis for a removal decision to be taken by the Governing Council.

Section 7: Resignation of a Governing Council Member

A Governing Council member may resign by submitting a written resignation to the existing membership of the Governing Council.

Section 8: Reinstatement of a Governing Council Member

In case of the re-induction of a former Governing Council member to the Council, the existing members of the UMA Governing Council will decide on a case by case basis. Any approval to induct a former council member to the General Council of the UMA will require a seventy five percent (75%), or a three-fourths affirmative vote from the existing members of the Governing Council.

ARTICLE (V): MEMBERSHIP

Section 1: Membership

Any Muslim regardless of age, color, ethnicity, race, gender, and national origin is welcome to participate in activities of the UMA.

Section 2: Membership Types

The membership of the Organization shall consist of "General" and "Governing Council" members

1. Governing Council Members:

These are the members and their spouses that were present at the time of the inception of the organization and have paid their annual financial dues, or the General Members, whose addition

to the Governing Council has been approved by existing Governing Council by two thirds majority vote.

2. General Members:

These are the members who have formally applied for the membership of the Organization through organizational membership form(s) and have paid their annual financial dues, and their application has been approved by the Governing Council.

Section 3: Application for General Membership

Application for membership shall be made to the Governing Council of the UMA on the prescribed form(s). The membership application must be accompanied by annual membership fee. No membership is considered valid or complete until and unless a membership form is filled and submitted to the UMA Governing Council along with the dues. The membership must be renewed on annual basis. All UMA members shall abide by the UMA by laws.

Section 4: Membership Fees

The following are the details of the UMA fee and dues.

a) Governing Council Membership

The current annual membership dues for the Governing Council Membership is \$1000.00. This fee can be increased in future by two thirds majority vote of The General Council Membership.

b) General Membership

The current annual membership dues for the General Membership is \$150.00. This fee can be increased in future by two thirds majority vote of The General Council Membership.

Section 5: Membership Rights

The following are the details of the UMA fee and dues.

a) Governing Council Members

- i. Ultimate authority in the Organization shall rest with active Governing Council members with good standing (i.e., those who have paid their dues in full along with having membership application on).
- ii. These members have full voting rights in decision making of the UMA. The above mentioned authority will be exercised through their vote in the meetings of the Governing Council.
- iii. The General Council Member and their spouse will have the right to cast a single vote on decision making matters.
- iv. Governing Council members can be part of one or more committees.

b) General Members

- i. The General members have the rights to participate in UMA activities, as well as propose ideas for any plans.
- ii. The General members can be part of the committees, and will have the right to vote on the affairs of their committee.
- iii. All General members are to honor, respect, and abide by the decisions made by the Governing Council.

Section 6: Membership Status

Membership status shall be based on the member's payment of the membership dues, and filling a membership form(s) of the Organization as discussed in Section 2, part 2 of this article. The following categories describe various membership statuses:

a. ACTIVE

Governing Council members, and the General Members, who have registered by filling up the organization's membership form(s), and have paid the required membership dues if applicable for the current fiscal year.

b. SUSPENDED

Governing Council members that have been suspended by the Organization for cause. A member who has been suspended may reapply for active membership for the fiscal year following two years after the year of suspension. The decision to consider the suspended Governing Council member as Active shall be decided by seventy five percent (75%), or three-fourths majority vote of the current Governing Council membership.

c. INACTIVE

General members who have registered by filling up the membership form(s), but have not paid the required membership dues, or an installment of such dues, after thirty (30) days of the date on which the payment is due would be deemed inactive.

Renewal of active membership does not require filing of the membership form provided that there is no change, or lapse in active membership status.

Section 7: Important Membership Deadlines for General Members

- a. **New Membership Application Deadline**- Last day of the month of February of each Fiscal Year. (See Article XIII).
- b. **Existing General Membership Renewals**: Thanksgiving of the preceding year through the last day of the month of February of the next Fiscal Year
- c. The Governing Council can extend last day for the payment of dues with a majority vote of the Governing Council. However, such extension for the renewals of membership cannot extend beyond the last day of the month of March of the current fiscal year.

Section 8: Suspension of Membership

The UMA Governing Council, by a majority vote, may suspend the membership of any general member in any of the circumstances listed below:

- a. Failure to pay membership fee past 30 days.
- b. Conviction of a member in a court of law for committing a criminal act.
- c. Dissemination by a member of any document(s), publication(s), leaflet(s), social media, print, print media, or any electronic forum that may attack the stated purpose and mission of UMA (as outlined in this document and part of UMA bylaws).

The Secretary of the Governing Council is responsible for notifying the members whose membership is past due via email, and through postal mail to the last known address of the member.

ARTICLE (VI): OFFICERS

The officers of the UMA are tasked to execute all of the operational matters of the Organization under the direction of the Governing Council, and in compliance with the bylaws of the organization. The officers of the organization have no decision making powers on plans and policy matters. Such powers rest with the Governing Council of the Organization

Section 1: Composition of the Officers of the Organization

Following are the officers of the Urbana Muslim Association:

- a. The President
- b. The Secretary
- c. The Treasurer

Section 2: General Duties and Responsibilities

The general duties and responsibilities of the officers of UMA shall be the following:

- a. Ensure that the bylaws are followed in running the operations of the organization.
- b. Run the day to day operations of the UMA, either directly, or through its committees.
- c. Implement activities consistent with the objectives of the Organization.
- d. Maintain, and operate the facilities of the Organization, and to follow rules, regulations, policies, and processes for the operations of the UMA.
- e. Prepare an annual budget including recommended values of annual membership dues, charges, and other assessments, and to present it to the Governing Council
- f. To ensure that all financial transactions are conducted in accordance with the law of the land.

- g. To act, and decide on membership applications, hiring of employees, and agents as well as their termination, resignations of membership, and other matters related to membership as directed by the Governing Council.
- h. Perform any other functions that are needed for proper management of the Organization.

Section 3: Authorities and Roles of the officer

a) The President:

The President of the UMA is the chief representative of the Organization. In this capacity, the President shall have the following duties

- i. The President, with the assistance of member(s) of the Governing Council, shall help with the operations, functions, and day to day activities of the Organization as well as the services provided by the Organization.
- ii. The President shall preside at all meetings of the officers of the UMA as well as the meetings of the Governing Council.
- iii. The President shall be responsible for executing all approved plans of UMA operations and development, as well as plans submitted by the committees, that are approved by a majority vote of the Governing Council.
- iv. The President will seek the approval of the Governing Council in executing the approved plans.
- v. The President may sign all documents, contracts, and agreements in the name of UMA, except the contracts related to real estate assets which must be jointly signed by the President, and the Secretary of the Organization, or the President and the Treasurer of the Organization.
- vi. The President, or his designated member from the Governing Council will act as a liaison between the Organization and the Community

b) The Secretary

The Secretary of the UMA shall have the following roles and duties:

- i. The Secretary shall act as the President of the Organization in the absence of the President.
- i. The Secretary shall be the custodian of all approved records of the Organization.
- ii. The Secretary shall keep accurate minutes of all meetings of the members of the Governing Council.
- iii. The Secretary shall make available minutes of the previous meeting and distribute them in advance of each subsequent meeting.
- iv. The Secretary shall ensure the delivery of all notices of meetings, electronically or otherwise, to individuals and/or entities that are to attend such meetings.
- v. Maintain current addresses, and mailing list of all regular active members of the Organization at the office of the Organization.

- vi. The Secretary, through the office administrator if one is employed, shall be responsible for overall communications for the Organization.
- vii. The Secretary shall inform the corresponding person(s) or an entity about the pending expiration of membership, or a membership that has already expired. (See Article V).

c) The Treasurer

The Treasurer of the UMA shall have the following roles and duties:

- i. The Treasurer shall have the charge of the accounts and the dues of the Organization.
- ii. The Treasurer shall maintain record of the accounts, assets, credits, and liabilities of the Organization, as well as the receipts of expenditures of the Organization.
- iii. The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Governing Council to monitor the organization's financial health.
- iv. The Treasurer shall advise the Governing Council of any significant financial matters that require any action by the members of the Governing Council.
- v. The Treasurer will be responsible for the collection of membership (See Article V), or any other dues, as well as payment of bills.
- vi. The Treasurer shall ensure that the Governing Council engages a qualified auditor for an examination of the financial statements. Audit will only be facilitated once every five fiscal years.
- vii. The Treasurer will be responsible for creating a budget and having it approved by the Governing Council by December 31st, for the next fiscal year. In case of any spending that is proposed to go over the budgeted amount, then such costs will have to be reviewed and approved by the corresponding bodies.
- viii. The Treasurer shall prepare an annual financial report, and make it available at the meeting of the Governing Council, or to any active member of the Governing Council upon request.
- ix. The Treasurer will prepare quarterly income and expenditure statements to be reported to the Governing Council. The statements should list the budget and Year-To-Date (YTD) tracking of the actual income/expenses.
- x. The Treasurer, or a person nominated by the treasurer will be responsible to deal with the IRS, and other financial entities.

Section 4: Selection and Term of the Officers of the Organization

- The officers of the Organization will be selected by the members of the Governing Council through two thirds majority vote.
- The officers will be selected for a period of three years.

- The oath for the newly officers shall take place within fourteen (14) days after the date on which the elections were held.
- An officer of the Organization can serve consecutive terms provided that he/she has been selected as per the criteria outlined in this article.

Section 5: Qualifications

To be eligible for selection as an officer of the UMA, a candidate must be a member of the Governing Council, and therefore must meet the criteria, and the qualification requirements prescribed in Article IV.

Section 6: Resignation of an Officer

Any officer of the UMA may resign at any time by giving written notice to the Secretary of the UMA or in his/her absence to any member of the Governing Council of the UMA. Such resignation shall take effect at the time specified therein, or, if time is not specified, then at the time of acceptance thereof as determined by the members of the General Council in a meeting.

Section 7: Removal of an Officer

The Governing Council may propose removal of any officer for any of the following reasons:

1. Performing acts repugnant to Articles of Incorporation or Bylaws of the UMA.
2. Failing to attend three (3) meetings of the Governing Council, or their respective committee's meeting without justifiable reasons, during a one-year period.
3. Becoming disqualified from UMA membership (See Article (V))
4. Repeatedly failing to perform his/her responsibilities in a timely and satisfactory manner. The evaluation of the duties and responsibilities will be conducted by the Governing Council.
5. Violation of any conditions listed under Section 5 of this article

No officer shall be removed without having the opportunity to be heard at such meeting of Governing Council of the UMA. Such removal proceedings must occur only when the officer involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Governing Council, sent by certified or registered mail or e-mail to the last known address of such officer. The officer involved shall have the right to respond to these charges. Each member of the Governing Council of the UMA shall review any response independently before removal meeting.

Notwithstanding the above, a member of the officers can also be removed if seventy five percent (75%) of all active Governing Council that constitute the quorum of a meeting vote against the member in a meeting, provided the motion to vote against the officer was included in the agenda of the meeting notice. The meeting will have to meet all the requirements set forth in Article IX of the by-laws.

ARTICLE (VII): COMMITTEES

The main purpose of the Committees in UMA is to plan, and execute in their respective designated disciplines.

Section 1: Composition of Committees

The UMA Governing Council can constitute any committee for serving an exclusive purpose through majority vote of the members of the Governing Council. Each committee in UMA will consist of at least three (3) members.

Section 2: Plans Formulation and Approval Process

Plans can be initiated by the committee, or the Governing Council can task the committee for an action item. The Committees are to come up with plans and submit those plans to the Governing Council of the UMA for approval. The members of the Governing Council are to assess whether or not the plans are in accordance with goals defined by UMA bylaws. The members of the Governing Council are expected to provide comments on the plan, and agree to their execution if the submitted plan by the committee is approved. In case the plan is referred back to the corresponding committee by the members of the Governing Council, the respective committee has to revise and resubmit the plan until a mutual agreement has reached with members of the Governing Council for their execution. The power to amend plans rests jointly with the Governing Council and the corresponding committee. However, the authority to approve, or disapprove a plan rests with the Governing Council. The committee must assist with the execution of the plan approved by the Governing Council.

Within the committee, all decisions are to be taken by the majority votes of the committee members. In case the majority vote cannot be reached, the Governing Council will make a decision through a majority vote

Section 3: Types of Committees

The Governing Council, at its discretion, through majority vote, can constitute Committees to achieve specific goals such as Fundraising Committee, Interfaith Committee, Religious Committee, Community Outreach Committee, Education Committee, Social and Cultural Sub-Committee, and the Building and Facilities Committee, etc.

Section 4: Selection and Appointment of Committees Members

- a. The Governing Council may appoint any individual to the committee with majority vote.
- b. Any active regular member (See Article V) of the UMA who desires to serve on the committee can do so by notifying the Governing Council. The Governing Council must approve the inclusion of such member by a majority vote of the members of the Governing Council.
- c. Members of the Governing Council are encouraged to serve on at least one committee.

- d. The Chairperson of each committee will submit the budgetary allocation requests for the following fiscal year to the Treasurer of the UMA by December 1st of the current year.

Section 5: Terms of Committee Members

- a. The term of the members of committees shall be dependent on the performance of the committee member. Such performance will be evaluated by the Governing Council on an annual basis.
- b. The Governing Council, may re-constitute Committees, and may retain, or add new members, or remove old members to the Committees.
- c. If a Committee is to be re-constituted, then the Governing Council must inform the members of the previous committee about the decision of reconstitution.

Section 6: Working of Committees

- a. A chair-person of the committee must be elected in the first meeting of committee.
- b. The Committees are to meet once a month, or as needed, on mutually agreed date and time by members.
- c. The plans within committee will be approved by majority vote based on participation before it is presented to the Governing Council. The members will have the right to have their comments documented when the plans are forwarded to the Governing Council for review.
- d. All planning documents should originate from within these committees.
- e. In case a matter is referred to a committee by the Governing Council, the committee must meet and decide on the matter forwarded by the Governing Council, and determine a plan, or a solution to be submitted to the Governing Council within seven (7) days of the receipt of such request.

Section 7: Resignation of a member of Sub-Committee

Any member of a committee may resign at any time by giving written notice to the chair-person of the committee or in his/her absence to any member of UMA Governing Council. Such resignation shall take effect at the time specified therein, or, if time is not specified, then at the time of acceptance thereof as determined by the chair-person of his/her committee, or by the Governing Council.

Section 8: Removal of a member of Sub-Committee

The Governing Council can remove any Committee member by simple majority vote of the members of the Governing Council for the following reasons.

- a. Performing acts repugnant to Articles of Incorporation or Bylaws of UMA.
- b. Failing to attend three meetings if required to attend or their respective committee without justifiable reasons, during a one-year period.

- c. Becoming disqualified from UMA membership (See Article V).
- d. Failing to perform repeatedly his/her responsibilities in a timely and satisfactory manner.
- e. Recommendation for removal for cause by the two-thirds majority of the committee members. Such recommendation will not be binding on the Governing Council.

No member of committee shall be removed without having the opportunity to be heard. Such removal may occur only if the member involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Governing Council, sent by certified or registered mail, or e-mail to the last known address of such member. The Member involved shall have the right to respond to these charges. Each member of the Governing Council shall review any response independently before the removal meeting.

If a member of a committee that is slated for removal is also part of the Governing Council, then the removal conditions as stated in Section 5 of Article IV will apply.

ARTICLE (VIII): AGENT AND EMPLOYEES

This article does not apply to the nomination, and selection of 'Resident Agent'. See Article II

Section 1: Agents and Employees

The Governing Council of the UMA may nominate agents and employees who shall perform duties as may be prescribed by the Governing Council. The agents or paid employees are required to abide by the policies and guidelines set up by the Governing Council and follow the instructions of the Governing Council for day to day operations. In no circumstances can any agent or paid employee assume or exercise the power and authority vested in the Governing Council of UMA. No agent or an employee of the UMA shall hold any elected office of the UMA, or nominate or endorse anyone for the position on Governing Council, or serve on the Arbitration Panel.

Section 2: Selection of an Employee and an Agent

The process of selection of an employee or an agent will follow the following hiring protocol

- a) The Secretary of the UMA, with the approval of the General Council, shall put forward a job description prior to hiring.
- b) The advertisement for the position must be advertised for a period of at least two weeks on print, or electronic media.
- c) The applications submitted as a result of advertisement must be vetted by the Secretary against the requirements.
- d) The Governing Council will then create a short list of candidates to be called for an interview based on merit.
- e) The interview shall be jointly conducted by the officers of the organization as well as some members of the Governing Council.

- f) The successful candidate will be selected by the majority vote of the members of the Governing Council after the interview.

Section 3: Removal of an Employee and an Agent

The Governing Council of the UMA with majority vote may remove any agent or employee for cause immediately, or by providing two week notice.

Section 4: Compensation of Agent(s) and Employee(s)

UMA may pay compensation in reasonable amounts to the agent(s) and employee(s) for services rendered, in the amounts to be fixed by a majority vote of the members of the Governing Council.

ARTICLE (IX) MEETINGS OF THE GOVERNING COUNCIL MEMBERS

Section 1: Meetings

The members of the Governing Council of the UMA shall meet once every other month, at minimum, during a fiscal year. The notice for such meeting will be published at seven (7) days prior to the meeting and shall be conveyed to each active member, by email or through other electronic media.

The agenda of the meeting will be part of the notice of the meeting. In addition, some, or all of the following items of business shall be transacted in the meeting of the Governing Council:

- a. Minutes of the last meeting.
- b. Approval of the minutes of the last meeting.
- c. Discussions on matters indicated on the agenda

Section 2: Reports

Once in a year, or once in each quarter, the Governing Council may ask the officers of the Organization to submit annual or quarterly reports. In such a situation, the following actions will be done in additions to the actions listed in **Section 1** of this Article

- d. Annual, or quarterly reports by the President, and (or) the Secretary of the UMA describing the previous year's, or previous quarter's accomplishments, present status of the operations, future plans, and the matters of general interest.
- e. The treasurer's report which shall include the budget for the fiscal year, the balance sheet, and a general statement of income and expenditure per year, or per quarter.
- f. Reports from the committees (if requested ahead of time).

- g. Transaction of the general business of the Organization, and discussion of any other matters referred to the meeting by the members of the Governing Council or brought up by General membership.

Section 3: Time and Place for holding Meetings

The meetings of the Governing Council of the UMA are to be held at location announced in advance. The Secretary of the UMA is responsible for reserving a location for the meetings.

Section 4: Ad-hoc Meetings

Members of the Organization may assemble at any time to exchange information, discuss matters of general interest, and participate in educational, religious, social or cultural activities and for other similar purposes.

Section 5: Quorum for Meetings

At any meetings of the Organization, except for the meetings held for the changes of the bylaws, removal and addition of a Governing Council member, and meeting involving major asset related transactions, seventy five percent (75%) or more of the total active Governing Council members shall constitute a quorum. The President of the Governing Council, or his/her designated representative must attend and conduct such a meeting. In the absence of such a quorum, the meeting must be rescheduled by the Secretary of the Governing Council within thirty days of the date of such meeting that was to take place. At the rescheduled meeting, there are no quorum requirements. However, a simple majority of the active Governing Council members present at the meeting shall constitute an approved decision for any transactional business to be conducted during the meeting. In case of the absence of the officers of the Organization during the rescheduled meeting, the active Governing Council members will elect a person to conduct such a meeting.

Section 6: Absentee Votes

At any meetings of the Organization where an agenda item is to be voted upon, if a member of the Governing Council is not able to attend such meeting for cause, then he/she shall vote on meeting agenda item in advance of the meeting, and inform the secretary of the Organization in written, or via electronic media.

ARTICLE (X): EVENTS

Section 1: Holding Events at UMA

The UMA's premises can be used to hold events by the Organization, or in conjunction with other organizations. All events at UMA premises will need approval by UMA Governing Council.

Section 2: Conditions for Holding Events at UMA

When holding any events at UMA, the following conditions must be satisfied.

- a. Holding of the event shall not violate the stated purpose, and the objectives of the UMA. **(See Article I, Article III.)**
- b. Holding of the event should be in conformity and compliance of the 501(3) c categorization of the UMA.
- c. Any organization, that wishes to use UMA facilities, and property for any reason must provide a written request on a request form provided by the UMA to the Secretary of the Governing Council, which should include information pertaining to the purpose of holding the gathering.
- d. In the event where an organization wishes to hold a collaborative event with UMA, a written notice must be provided ahead of the time when the event is expected to be held in order to give the Governing Council ample time to review the agenda and the logistics of holding such event. These joint events may have costs that will be shared between the UMA and the external organization.
- e. In an event, where an external organization, or an entity wishes to make any announcements during UMA activities, then such a request must be made to the Governing Council for its approval. Such announcements will also be subjected to conform to the UMA's stated objectives within the rules of 501(3)c status.
- f. All events, and announcements must be approved by the UMA's Governing Council in advance of holding the events.

Section 3: Fundraisers of External Organizations held at UMA's premises

No organization will be permitted to hold direct fundraisers for any reason at the UMA's premises. Such organizations can approach the Secretary or the Treasurer of the UMA to ask for funds which should be dispersed from the budgeted funds earmarked for charitable contributions.

ARTICLE (XI): REPRESENTATION OF UMA IN EXTERNAL ENTITIES

Section 1: External Entities

External entities are defined as organizations, bodies, groups, clubs, and organizations in which, the UMA has financial, communal, or other tangible representation.

Section 2: UMA's representation

The Urbana Muslim Association through its Governing Council according to its normal procedure shall select from its active membership, a member(s) to represent the UMA in the external body. The Secretary of the UMA will inform the external entities in writing about the UMA's selection of its representative(s). All rules, and regulations of the external entity shall be applicable on the representative(s) in particular, and the UMA in general.

Section 3: Term of the UMA representative

The UMA's representation in external entities through its representative(s) shall be for a limited time, and shall be subject to periodic review of the representative(s) by the UMA's Governing Council. The Governing Council can replace, withdraw, or rescind its nominated representative for cause or reason. In such a situation, another representative(s) will be appointed by the Governing Council.

Section 4: UMA's Representative's Roles and Responsibilities

UMA's representative will represent the general view of the UMA, and the interests of the UMA in the external entity. The UMA representative will seek guidance from the Governing Council of the UMA prior to making any major decisions made by that entity that may impact UMA.

ARTICLE (XII): INDEMNIFICATION AND BONDING/INSURANCE

Section 1: Indemnification

- a. Every member of the Governing Council, or any UMA general member especially assigned with a responsibility, and their heirs, executors and administrators and estate and effects, respectively shall be indemnified and held harmless out of the funds of the Corporation from and against:
 1. All costs and charges and expense whatsoever which such member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever here-to-fore or hereafter made, done or permitted by him or her in or about the execution of duties of his or her office; and
 2. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, other charges or expenses as are occasioned by his/her own willful neglect or default.
- b. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Governing Council member,

arbitrator, officer, or employee. UMA may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any member of the Governing Council, arbitrator, officer, or employee; provided, however, that such Governing Council, arbitrator, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Section 2: Bonding/Insurance

The President, Treasurer and any other officer, or a Governing Council member of UMA who has the authority to disburse the Organization funds, may be bonded, at the expense of the Organization for an amount to be determined by the Governing Council of the UMA.

The Governing Council may authorize the purchase of insurance on behalf of any member of the Governing Council, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Governing Council member, officer, employee, or agent or out of acts taken in such capacity, whether or not UMA would have the power to indemnify the person against that liability under law.

In no case, however, shall UMA indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Furthermore, if at any time UMA is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §491(d) or §4945(d), respectively, of the Code.

ARTICLE (XIII): FINANCES AND FINANCIAL TRANSACTIONS

Section 1: Fiscal Year

The Fiscal Year for the UMA commences on the 1st day of January, and terminates on the 31st day of December.

Section 2: Bank Accounts

All financial transactions of the UMA shall be handled through one or more bank accounts that must be held under the name of the Urbana Muslim Association. The bank account must be properly maintained by the Treasurer of the UMA.

Section 3: Audits

The UMA Governing Council shall have the accounts of the Organization examined, and the correctness of the income and expenditure accounts, and the balance sheet ascertained by one or more auditors upon direction of at least three (3) members of the Governing Council, but not more than once in five fiscal years. If the UMA is not in a position to pay for such audits, then the members seeking audit will have to bear entire expenses of the audit, to be paid in advance, prior to engaging the auditor(s) for such exercise.

Section 4: Funds Disbursal

Disbursement of funds from the accounts shall be made under the signatures of at least two of the following officers of the UMA, or the Office Administrator of the UMA:

- a. The President of the Governing Council
- b. The Treasurer of the Governing Council
- c. The Secretary of the Governing Council
- d. The Office Administrator

The conditions under which the above mentioned individuals can disburse the funds with their signatures must follow the conditions laid out in Section 5 of this article.

Section 5: Signatures

Any transaction authorizing funds disbursal must bear signatures according to the following rules:

- a. The document must bear two signatures according to conditions set out in Section 4 of this article.
- b. The administrator of the office of the UMA cannot sign any document over the amount of \$500.00
- c. Any amounts exceeding \$500.00 must bear the signature of the President, as well as the signature of the Treasurer of the Organization. Such expense must be accounted for in the quarterly report presented to the Governing Council.

Section 6: Usage of Restricted Funds

Funds earmarked for certain programs, and projects will be subject to deduction for administrative costs. The amount of such deductions will be determined by the Governing Council, which will be transferable to the General Funds for the purpose of covering the administrative costs associated with programs, or the projects for which the restricted funds had been collected.

ARTICLE (XIV): LOANS

No loans shall be made by the UMA to its members of the Governing Council, or the General members of the Organization, as well as to the general UMA community. Any individual seeking financial assistance should be directed to the Sadaqah (Alms), and Zakat (Charity) program run by the UMA.

ARTICLE (XV): CONFLICT OF INTEREST

The Governing Council of the UMA shall adopt a conflict of interest policy that covers them, the staff members, and the volunteers with significant decision making authority with respect to the resources of the organization. Specifically, the following conditions pertain to forming the basis of conflict of interest, and are therefore prohibited from happening at the UMA.

- a) In addition of the couple serving on the Governing Council of the UMA, their immediate family, or their family relatives (siblings, parents, cousins, nieces, nephews, and in-laws) are simultaneously serving on the Governing Council.
- b) An employee or a paid agent of the UMA cannot have their spouse, or their immediate family, or their family relatives (siblings, parents, cousins, nieces, nephews, and in-laws) serving on the Governing Council.

The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved member(s) of the Governing Council. Approval by the disinterested member(s) of the Governing Council shall be by joint vote of a majority of Governing Council member(s) in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of the member(s) of the Governing Council members in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

ARTICLE (XVI): ARBITRATION

Section 1: Arbitration Panel of the UMA

In the event of any dispute in community, or among general members of the Organization, or within the members of the Governing Council, the President, and the Secretary of the Governing Council of the UMA shall constitute an Arbitration Panel of the UMA (hereinafter referred to as "Panel"), composed of three (3) members.

Section 2: Appointment

- a. In order to resolve any issue, three members will be nominated to serve on this panel.
- b. The members appointed to this panel shall be agreed to by both grieving parties.
- c. The decision of the panel will be binding on both parties.

Section 3: Life of the Panel

The Panel shall be created within fourteen (14) days of the request submitted to Governing Council by any one, or both of the grieving parties. The panel shall stay in existence until the entire arbitration process has been completed, and a decision has been rendered. Upon the delivery of the decision, the Panel will be considered dissolved.

Section 4: Chairperson of the Arbitration Panel

The members of the Panel shall select a Chairperson within fourteen (14) days from the formulation of the panel from among themselves. The Panel shall develop rules and regulations for their operations.

Section 5: Matters to be submitted for Arbitration

Any claim, demands, disputes, controversies, and differences arising out of or related to UMA between any member (in any category), officer, employee, or member of a committee of UMA, among themselves or between any of them and UMA, if not resolved administratively jointly between the parties, shall be exclusively settled by arbitration as set forth in this Article

Section 6: Procedures

Any controversy or issue shall be resolved by arbitration in the following manner:

1. Within fourteen (14) days of the controversy, one or both parties may submit a written notice to the General Council invoking for the formation of the arbitration panel.
2. Within fourteen (14) days of receiving the request, the President of the General Council must ask for the names from all parties that will comprise the arbitration panel.
3. The Chairperson of the panel shall, within fourteen (14) days after the formation of the panel inform in writing, the parties to the dispute, of the pending request and ask for entering into an arbitration agreement by the parties in which parties will agree to accept the rules and abide by the final decision.
4. The arbitration panel shall hold an arbitration hearing at a location agreed by all parties. At the hearing, the arbitration panel shall allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party.
5. The arbitration panel shall render its decision, within fourteen (14) days of the conclusion of the hearing.

6. The decision of the arbitration panel by a majority vote shall be binding on both parties, and the judgment may be entered on such decision in any court having jurisdiction.
7. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no suit at law or in equity based on such dispute or controversy shall be instituted by either party, except to enforce the decision of the arbitrators or on the grounds only of malicious, willful and flagrant violation of the law, and intentional miscarriage of justice by the arbitrator(s).
8. No party to the arbitration shall have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.

All parties to the arbitration shall take part in the arbitration proceedings in good faith and shall abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision.

ARTICLE (XVII): AMENDMENTS TO THE BY LAWS

- i. The UMA Governing Council may make additional bylaws, or repeal, or amend the present bylaws.
- ii. The General Members may propose to alter the existing bylaws, or may propose adding to the existing. However, all such proposal must be submitted to the President, or the Secretary of the Governing Council in writing by an active general member(s). The Governing Council shall review them at their next scheduled meeting.
- iii. The proposals under consideration must be debated upon in light with the vision of the Organization, and the purpose the changed amendment will serve.
- iv. Each of the proposed change to the bylaws will be voted upon by the members of the Governing Council, and the change will be adopted provided that eighty percent (80%) of the members of the Governing Council vote in favor of such change.
- v. The Quorum for this meeting where these bylaws will be amended must meet the quorum requirements as listed in Article IX.
- vi. The record for this poll will be kept by the secretary of the UMA.
- vii. The secretary will also be responsible for keeping a copy of all by laws at the main office of the office. These bylaws will be presented to a member on his/her demand at the office.