In the Name of Allah, Most Gracious, Most Merciful
"..And their affairs are conducted by mutual consultation"
The Holy Qur'an, Chapter 42, Verse 39

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BYLAWS OF ISLAMIC CENTER OF ZAHRA

(A California 501 (c) (3) Nonprofit Religious Corporation Public Benefit ICZ)

1. ARTICLE 1: NAME AND PLACE

1.1. The corporate name of the Organization shall be "ISLAMIC CENTER OF ZAHRA". Throughout this document, the organization shall be referred to as “ICZ”.

1.2. The principal location for the transaction of the activities and affairs of the organization is at ICZ, 1059 Serpentine Lane Pleasanton in Alameda County California 94566.

1.3. The Trustees may at any time establish branches, and subordinate offices at any place or places where the ICZ is qualified to conduct its activities, subject to the approval of the Trustees.

1.4. The Board of Trustees may change the principal office from one location to another within 50 miles of existing location in the named State. Any such change of location must be noted by the secretary on these Bylaws by stating the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

2. ARTICLE 2: PURPOSES

2.1. The primary objective and purpose of ICZ shall be to establish and maintain a place for Islamic religious worship and education. In the context of these general purposes, ICZ shall provide a focal point to all Muslims who would like to practice their Islamic religion as set forth by the Fiqh-e-Ja’fari (Shia Ithna Ashari). All activities of the ICZ must conform to the Holy Quran, Ahadeeth of the Holy Prophet Muhammad S.A.W.A.W., and teachings of the 12 Infallible Imams, peace be upon them. Spiritual and religious guidance for ICZ shall be sought from the resident Aalim if present, and/or the Maraja-e-Taqleed (highest Shia jurisprudence authority).

3. ARTICLE 3: NON-PROFIT STATUS

3.1. ICZ is a non-profit religious organization and shall remain as such. ICZ is registered under Internal Revenue Code Section 501(c) (3) and, therefore, the Trustees/Board of Trustees/Managers/ Members/Associates or any other person or persons who may be connected with managing the affairs of ICZ shall abide by the above-referred Code Section.

3.2. In particular each person must be mindful of the fact that no part of the net earnings of which inure to the benefit of any individual. There shall be no activity conducted on the premises of ICZ that would jeopardize the Non-Profit Status under the section code 501(c)(3).

4. ARTICLE 4: ACTIVITIES AND OBJECTIVES

4.1. **GENERAL PURPOSE:** All activities conducted by ICZ shall conform to moral code of conduct required under Islam. The ICZ shall be a religious organization dedicated to:

4.1.1. The practices of Islam in accordance with Fiqh-e-Ja’fari (Shia Ithna Ashari).

4.1.2. Providing religious services to the practitioners of Islam in accordance with Fiqh-e-Ja’fari (Shia Ithna Ashari).

4.1.3. All activities of ICZ must conform to the Holy Quran, Ahadeeth of the Holy Prophet Mohammad S.A.W.A.W. and teachings of the 12 Infallible Imams A.S., peace be upon

them.

4.2. **SPECIFIC ACTIVITIES**

4.2.1. Salaat e.g. Jumu'ah Salaat, Eid Salaat etc.

4.2.2. Majalis e.g., Shahadat, Wiladat of Masumeen, peace be upon them, Esaal-e-Thawab etc.

4.2.3. Spreading Islamic religious knowledge through various means such as: electronic media, newsletters, seminars and lectures by religious scholars, Fataawa (rulings) from Maraaja'-e-Taqleed.

4.2.4. Specific programs, e.g. Ramadhan programs, Muhurram etc.

4.2.5. Jashan gatherings, e.g. Birth of the Holy Prophet Muhammad S.A.W.A.W., Masumeen A.S. etc.

4.2.6. Weekly programs e.g. Tuesday night, Thursday night etc.

4.2.7. Educational programs, e.g., through Sunday school.

4.2.8. Community programs e.g. family nights, senior citizen programs, indoor & outdoor activities, family picnics, family camps, financial seminars, job fair, matrimonial services etc.

4.2.9. Financial assistance to the needy.

4.2.10. Religious and other ceremonies e.g. nikah, funeral arrangements, etc.

4.2.11. Youth activities and events such as trekking, youth camps, volunteer activities etc.,

4.2.12. Assist in religious services like Hajj, Umra, Ziaraat etc.

4.2.13. Promote goodwill, understanding, fellowship, tolerance and cultural identity among people who believe in the religion of Islam e.g. intra-faith seminars.

4.2.14. Promote goodwill and understanding with members of other faiths such as Christians, Jews etc. through interfaith programs.

4.2.15. To accept dues, donations, gifts, legacies and bequests, etc. for use in promoting the objectives and carrying out the activities of the ICZ.

4.2.16. Establish a library consisting of religious books, videos, and electronic media.

4.2.17. Activities and programs deemed religious, educational or charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Section 23701(d) of the California Revenue and Taxation Code, as amended.

4.3. **SPECIFIC OBJECTIVES:** To achieve the following objectives when necessary resources are available:

4.3.1. Establish a regular elementary, middle, high school, college and university.

4.3.2. Establish a Muslim graveyard and funeral home.

4.3.3. Provide indoor fitness, swimming pool and sports facilities for members.

4.3.4. Build a Masjid (mosque) where Muslims can establish the obligatory five (5) daily prayers, Friday congregational services, and annual Eid prayers.

4.3.5.Accommodation for the resident scholar(s).

5. ARTICLE 5: MEMBERSHIP

5.1. This organization shall have memberships. All applicants who want to become a member of ICZ shall complete, sign, and submit the membership application form (as modified from time to time) and pay membership dues. The Membership Committee, appointed by the Board of Trustees shall receive the membership application and will propose recommendation to Trustee in charge to accept or reject the application and notify the applicant about the decision within thirty (30) days of the receipt of the application and inform the Board of Trustees.

5.2. This organization shall have the following classes of memberships:

5.2.1.**ASSOCIATES**

5.2.1.1. Any Muslim desires to practice/ learn Shia Ithna Ashari school of thought, and is at least 18 years of age, living in the San Francisco Bay area and immediately adjacent counties can become an Associate and abide by the following conditions.

5.2.1.2. Agrees to follow the Articles of Incorporation, Constitution, and Bylaws of ICZ.

5.2.1.3. Agrees to fill the approved Membership form and pay initial registration membership fee.

5.2.1.4. Agrees to pay monthly membership dues according to the size of household, as determined by the Board of Trustees. Contributions made in the form of Khums, Zakat, Sadaqah, or Tabarruk cannot be used towards monthly membership dues.

5.2.1.5. No membership application shall be considered unless it contains recommendation by at least two existing ICZ members in good standing. Members in good standing are those who are current on all their dues and their membership is not suspended for any reason whatsoever.

5.2.1.6. Husband and wife completing the form shall be referred to as an Associate, whereas their parents, parent in-laws and unmarried children of age 18 and above shall be referred to as Dependent Members.

5.2.1.7. All Dependent Members and minor children living in the same household are declared and registered on the Membership form.

5.2.1.8. If the Head of the Household is deceased, the spouse will become the Head of the Household.

5.2.1.9. If the Member is unable to pay his or her dues because of financial hardship, such member may request a waiver or reduction in monthly dues. If approved by the Board of Trustees, dues will be waived or reduced for six months only. However, such members need to renew the waiver every six months. Failing to comply shall result in losing the membership.

5.2.1.10. The Associate is NOT eligible to vote unless become a Voting Member (For detail please see Article 5.2.2).

5.2.2.**VOTING MEMBER**

5.2.2.1. A Voting Member shall satisfy all of the following conditions in addition to the requirement listed above for the Associate in Article 5.2.1 above.

5.2.2.2. Shall adhere to the Articles II-Statement of Beliefs, III-Proclamation and IV-Guidance of a Marjah, of the Constitution.

5.2.2.3. Shall have a continuous Associate membership for at least 24 months.

5.2.2.4. All voting members shall be following the Shia-Ithna Asheri.

5.2.2.5. Only Shia Ithna Ashari husband & wife, and un-married children above 18, living in the same household are eligible for vote.

5.2.2.6. Dependent parents, in-laws, and minors living in the same household are considered non-voting members.

5.2.2.7. Parents, and in-laws interested to become voting members shall register themselves as Associates and follow the requirement to become voting members.

5.2.2.8. If the Member is unable to pay his or her dues because of financial hardship, such member may request a waiver or reduction in monthly dues. If approved by the Board of Trustees, dues will be waived or reduced for six months only. However, such members need to renew the waiver every six months. Failing to comply shall result in losing the membership.

5.2.2.9. Voting Members who are 6 months behind in their dues shall lose their voting rights. Such members can pay the default and would have to wait for another 6 months before they qualify to become voting members.

5.2.2.10. A person whose Membership is suspended shall not be a voting Member during the period of suspension and hence not eligible to vote (if membership not restored by Election Day).

5.2.3.**DEPENDENTS**

5.2.3.1. Parents, parent-in-laws, and children under 18 years of age living in the same household are considered dependent members. Dependent members are eligible to the same privileges as Voting Members except the right to vote.

5.2.3.2. Dependent un-married children of a voting member living in the same household once get married will consider an independent person and are required to fill out the new membership form in order to secure their voting rights (without losing voting status).

5.3. **MEMBERSHIP DUES**

5.3.1.Dues are non-refundable in all cases, (except where membership application is denied).

5.3.2. Membership dues and privileges are only effective for one calendar year. Any other contribution like Zakat, Tabarruk, pledge, Khums, Sadaqah, donation and fundraising shall not be counted toward membership dues.

5.3.3. Board of Trustees will assess the membership dues and adjust as it deems necessary.

5.4. **CANCELLATION/TERMINATION OF MEMBERSHIP**

5.4.1. **Causes of Termination:** A Membership shall be terminated on occurrence of any of the following events:

5.4.1.1. The Membership of the members will be terminated with immediate effect if found in child sexual abuse.

5.4.1.2. Resignation of the Member, upon notice to the Secretary of Board of Trustees.

5.4.1.3. Failure to satisfy Membership qualifications as prescribed under membership requirement.

5.4.1.4. Termination of the Members under any provision of these Bylaws based on the good faith determination by the Board of Trustees, that the Member has failed in a material and serious manner to observe the rules of conduct of the organization, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the organization.

5.4.1.5. A member declared of unsound mind by a final order of a court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation law shall be automatically terminated.

5.4.1.6. A member moving out of the geographical area can retain his/her membership for a maximum of one year provided they are current on their membership dues.

5.4.1.7. If they change their faith and no longer believe in Shia Atha Ashari aqaid.

5.4.2. **Procedure for Termination:** If grounds appear to exist for termination of a Member under these Bylaws, the procedure set forth below shall be followed:

5.4.2.1. The Member shall be given fifteen (15) calendar days prior notice of the proposed termination and the reasons for the proposed termination. Any notice shall be sent by first-class, registered mail or via email to the Member's last known address (physical or email) as shown on the organization's records.

5.4.2.2. The Member shall be given an opportunity to be heard in writing at least seven (7) calendar days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board of Trustees to determine whether the termination should take place.

5.4.2.3. Any action challenging a termination of Membership, including a claim alleging defective notice must be commenced within thirty (30) days after the date of the termination.

5.4.2.4. The Board of Trustees shall decide whether the Members should be terminated. The decision of the Board of Trustees shall be final.

5.4.2.5. A member who is terminated shall be liable for any reasonable charges incurred in connection with such termination, services or benefits rendered, dues, assessments or fees incurred, arising from contract or otherwise.

5.4.3. **Reinstatement**

5.4.3.1. Upon written request by the terminated member, the affirmative vote of the majority of Trustees present at any meeting may reinstate a former Member upon such terms as the Board of Trustees may deem appropriate.

5.5. **TRANSFER OF MEMBERSHIP**

5.5.1. No Membership or the right arising from Membership is transferable. Subject to any other provision of these Bylaws, all Membership rights cease on the Member's death. No person shall hold more than one membership in the organization.

6. ARTICLE 6: MEETING OF MEMBERS

6.1. **PLACE OF MEETING**

6.1.1. Meetings of members shall be held at the principal office of the ICZ or at such other place or places within fifty (50) miles of the principal office of the ICZ as may be designated from time to time by resolution of the Board of Trustees. In the absence of any such designation, Members' meetings shall be held at the Organizations principal office.

6.2. **ANNUAL GENERAL BODY MEETINGS**

6.2.1. The annual General Body Meeting shall be held once a year, at such time and place, for the purpose of discussing past accomplishments, future plans, election, any issues since last General Body Meeting, presentation of year-end financial reports, any items presented by members at the meeting that is approved by one-half of the members present (all the approvals shall be done by voting members only), and discuss other corporate matters presented.

6.3. **SPECIAL MEETINGS**

6.3.1. Persons Authorized to Call: Special meetings of the Members shall be called by the Board of Trustees.

6.3.2. In addition, special meetings of the Members for any lawful purpose may be called if requested by 50% or more of the voting Members in writing via mail or email.

6.3.3. Meetings shall be called by written request sent by mail or by email, specifying the general nature of the business proposed to be transacted. The Secretary shall send cause notice to be given within 20 calendar days to the Members in good standing, in accordance with

these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Trustees, provided that the meeting date shall be at least 20 (twenty) days but no more than 60 (sixty) days after the date of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Trustees.

6.3.4. No business, other than the business of a general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. The Board of Trustees, in its discretion, may expand the scope of such a meeting, and shall have final authority to decide as to this matter.

6.4. **SPECIAL NOTICE RULES FOR APPROVING CERTAIN PROPOSALS**

6.4.1. If an action is proposed to be taken or is taken with respect to the following proposals, such an action shall be invalid unless approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

6.4.1.1. Adoption, amendment or repeal the Bylaws pursuant to Section 9150(b) of the California Corporation Code; and

6.4.1.2. Removal of Trustees pursuant to Section 9222 of the California Corporation Code.

6.4.1.3. Amendment of the Articles of Incorporation pursuant to Sections 9620 and 5812 of the California Corporation Code; and

6.4.1.4. Disposal of all, or substantially all, corporate assets pursuant to Section 9631(a) of the California Corporation Code; and

6.4.1.5. Approval of the principal terms of a merger pursuant to Section 9640(c) of the California Corporation Code; and

6.4.1.6. Amendments to an agreement of merger pursuant to Section 6015(a) and 9640 of the California Corporation Code; and

6.4.1.7. An election to voluntarily wind up and dissolve the ICZ pursuant to Section 9680(b) of the California Corporation Code.

6.5. **NOTICE REQUIREMENTS FOR MEMBER'S MEETING**

6.5.1. **GENERAL NOTICE REQUIREMENTS**

6.5.1.1. Whenever Members are required or permitted to take any action at a meeting, a notice of the meeting shall be given, in accordance with these Bylaws, to each Members entitled to vote at that meeting. The notice shall be announced after congregational prayers, sent via electronic means or sent via first class mail and posted on the bulletin boards. The notice shall specify the place, the date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Trustees, at the time notice is given, intends to

present for action by the Members except the proposals referred to in 6.4, any proper matter may be presented at the meeting.

6.5.2. **MANNER OF GIVING NOTICE**

6.5.2.1. Notice of any meeting of Members shall be given at least 20 (twenty) days but no more than 60 (sixty) days before the meeting date. The notice shall be addressed to each Members entitled to vote, at the last known contact information of that Member appearing on the books of the Organization.

6.6. **QUORUM**

6.6.1. Percentage Required: Fifty percent plus one (50% + 1) of the voting members in good standing shall constitute a quorum for the transaction of business at any meeting of the Members.

6.7. **LOSS OF QUORUM**

6.7.1. Subject to any other provision of these Bylaws, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members present.

6.8. **CONDUCT OF MEETINGS**

6.8.1. Meetings of members shall be presided over by the President of the Board of Trustees, in the absence of the President, by a Trustee chosen by a majority of the Board of Trustees, present in person or by proxy. The Secretary of the Board of Trustees shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

6.8.2. Meetings shall be governed by rules approved by the Board of Trustees - as such rules may be revised from time to time, in so far as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the ICZ, or with any provision of law.

6.8.3. Every act or decision done or made by a majority of the Voting Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the law, the Articles of Incorporation of ICZ, or these Bylaws require a greater number.

7. ARTICLE 7: ORGANIZATION SCHOLARS (ULEMA)

7.1. **AALIM CATEGORIES**

7.1.1. The ICZ shall have one (1) permanent Resident Aalim, provided that sufficient financial resources are available to support such Resident Aalim. Trustees may also decide to have

an Interim Resident Aalim, and/or visiting ulema according to the organization needs.

7.2. **RESIDENT AALIM TERM**

7.2.1. A newly appointed Resident Aalim may have a term up to two (2) years and may be re-appointed for an additional two(2) to four (4) year term, by the Board of Trustees, without any limit to the number of terms.

7.2.2. This term shall end upon probable cause of termination as defined in section 7.7 below.

7.3. **VISITING AALIM**

7.3.1. This position is a non-appointed position, only for a specific program(s) or a short duration.

7.4. **RESIDENT AALIM QUALIFICATION**: To be eligible as a Resident Aalim, all candidates must possess the following qualities:

7.4.1. Must be a Male and at least thirty (30) years of age.

7.4.2. Must follow and openly support the Shia Ithna Ashari (Fiqh-e- Ja'fari) faith.

7.4.3. Must be recognized as mature and capable of fulfilling the responsibilities as determined by the Board of Trustees.

7.4.4. Must have completed at least 10 years of their religious education at one of the recognized Shia Ithna Ashari seminaries such as Iran, Iraq, etc.

7.4.5. Should have four (4) years' experience serving at an Islamic center or Islamic school.

7.4.6. Unless a mujtahid himself, be under the Taqleed of one of the recognized Marja-e-Taqleed.

7.4.7. Should be known for his high level of justice, knowledge of Islam and Taqwa; one who refrains from major sins (Gunah-e-Kabira), and endeavors to avoid minor sins (Gunah-e-Saghira), in addition to be a good practicing Muslim.

7.4.8. Be a citizen or permanent legal resident of (or otherwise legally permitted to work in) the United States of America.

7.4.9. Should be able to provide three references of his services.

7.4.10. One who is conscious of the current global affairs, needs and issues of the Islamic world.

7.4.11. Be readily available and be able to communicate to groups and individuals.

7.4.12. Should have excellent communication skills, be fluent in English and Arabic language, and have good working knowledge in Urdu or Persian languages.

7.4.13. Be able to produce a certificate of his completed education from a well-known Islamic Hawza-e-'ilmiyah of Fiqh-e-Ja'fari (Shia Ithna Ashari).

7.5. **APPOINTMENT OF RESIDENT AALIM**: A vacancy of a Resident Aalim occurs upon the death, resignation or removal of a Resident Aalim. A vacancy of a Resident Aalim shall be filled as follows:

7.5.1. The Board of Trustees shall request well-known Maraja-e-Taqleed or their representative to provide list of Ulema to be reviewed by the Board of Trustees, and/or one of the Ulema

Council in North America shall be approached to find an Aalim, and/or the Board of Trustees may contact a well-known reputable Aalim directly.

7.5.2. Board of Trustees may request a session with the prospective Aalim where they have an opportunity to meet and discuss the community expectations.

7.5.3. Upon considering the Aalim, Board of Trustees will arrange program(s) where the Aalim will be given an opportunity to deliver his lectures.

7.5.4. After careful consideration of all recommendations, Board of Trustees by majority vote will select the Resident Aalim.

7.5.5. Once Aalim selection is final, Board of Trustees will provide the Aalim a written contract listing the agreed terms.

7.6. **RESPONSIBILITES OF RESIDENT AALIM**

7.6.1. Provide Islamic Leadership and serve as a role model for the community.

7.6.2. Lead prayers and conduct other Islamic services.

7.6.3. Provide interpretation of Islamic laws.

7.6.4. Oversee and provide guidance towards Sunday School curriculum, activities, be available to teach/ deliver lectures in Sunday school and conduct school assembly.

7.6.5. Provide guidance towards fulltime academic Islamic school curriculum activities.

7.6.6. Review amendments to these ByLaws to ensure conformance to Shia Ithna Ashari school of thought.

7.6.7. Oversee and advise ICZ in all of its religious programs to ensure adherence to Islamic Laws and values. Advise ICZ Board in other activities such as Social activities, cultural activities, etc.

7.6.8. Provide notice to the Secretary of the ICZ as to a trustee/manager or trustees/managers conduct that is not according to Shia Ithna Ashari or damaging to the Islamic cause.

7.6.9. Guide the Board of Trustees/Managers regarding the selection of guest speakers for ICZ events.

7.6.10. Arrange a qualified visiting substitute during his absence along with approval of the Trustees.

7.6.11. Uphold and follow the articles, Constitution, and ByLaws of the ICZ.

7.6.12. Resolve disputes as stated in the Constitution and ByLaws.

7.6.13. Participate and/or direct all religious educational programs for adults, youth and children, available currently as well as those planned for future. This includes establishment of an institution for daily or weekly educational certification programs, to be jointly developed by the Resident Aalim and Board of Trustees.

7.6.14. Participate and/or direct current and future programs in interfaith and intra-faith communities, to promote understanding and harmony between various faiths, and among various Islamic schools of thought.

7.6.15. Be available to the ICZ membership and address questions or other issues raised by the membership as they relate to daily affairs according to Shia Ithna Ashari.

7.6.16. Officiate and conduct lifecycle events such as marriage, divorce and funeral.
7.6.17. Be a community activist with focus on growing and improving the Community.
7.6.18. Work closely with other Islamic centers/mosques and non-Islamic organizations.
7.6.19. Participate in fundraising for ICZ.
7.6.20. Work with Board of Trustees, and periodically evaluate the conducted programs, propose new programs and actively engage in the implementation.

7.7. **TERMINATION OF AN AALIM**: Resident Aalim's term may expire prior to the completion of a term upon:

7.7.1. Death of a Resident Aalim.
7.7.2. A Resident Aalim may resign, upon sixty (60) days written notice to the President or the Secretary of the Board of Trustees.
7.7.3. If at any time the Resident Aalim is perceived by the Board of Trustees as unable to serve Islam or fails to meet his goals, except for genuine reasons mutually agreed between the Resident Aalim and the Board of Trustees. The Board of Trustees can proceed to terminate the contract with the Resident Aalim.
7.7.4. If 50% + 1 of the voting members send written notification to the Board of Trustees or if the Board of Trustees approve with two-thirds (2/3) vote for the Resident Aalim to be recalled, the Board of Trustees, with all due respect to the Resident Aalim, shall call a special meeting with the Resident Aalim to discuss the issue.
7.7.5. A letter shall be sent by first-class or registered mail to the last known address of the Resident Aalim as shown on the ICZ's records, setting forth the allegations and/or the reasons for his recall. The letter to the Resident Aalim of his proposed termination shall state the date, time, and place of the meeting on his proposed recall. The Resident Aalim shall be given an opportunity to be heard, with all due respect to his position, either orally or in writing. This meeting shall be held not less than thirty (30) days following mailing of the letter. The meeting will be held by the Board of Trustees in accordance with the quorum and voting rules set forth in these ByLaws applicable to the meetings of the Board.
7.7.6. After the meeting with the Resident Aalim, the Board of Trustees shall hold a special meeting among them to determine whether to end the contract with the Resident Aalim. At least two-thirds (2/3) of the trustees must vote in favor of termination.
7.7.7. If the Resident Aalim is voted to be removed, a thirty (30) days' notice and severance package as per contract (if any) shall be given to the Aalim upon his termination.

7.8. **VISITING AALIM QUALIFICATIONS**: To be eligible as a visiting Aalim, candidate must possess the following qualities:

7.8.1. Should be known for their high level of justice, knowledge of Islam and Taqwa; one who refrains from major sins (Gunah-e-Kabira), and endeavors to avoid minor sins (Gunah-e-Saghira)
7.8.2. Should be able to provide reference of his services.

7.8.3. One who is conscious of the current needs and issues of the Islamic world.
7.8.4. Be readily available and be able to communicate to groups and individuals.
7.8.5. Must have excellent communication skills.
7.8.6. Should have not be been known for a disturbing behavior, actions, or delivering speeches harmful to communities and unity of ummah elsewhere. However, this does not mean that scholar cannot tell the historical facts. The program manager shall reasonably make efforts to find the facts.

8. ARTICLE 8: STRUCTURE: The Organization shall comprise of the following:

8.1. **GENERAL BODY**

8.1.1. All voting members of ICZ constitutes the General Body. For voting member's details please see Article 5.2.2.
8.1.2. The General Body shall meet at least once a year to discuss the current state and/or future plans of the ICZ.
8.1.3. The General Body shall elect Trustees as defined in these ByLaws.

8.2. **BOARD OF TRUSTEES (BOT)**

8.2.1. Elected members from the community to serve for a specified term as explained in detail in Article 9.
8.2.2. Trustees will be responsible for forming Committees and Appointing Managers.

8.3. **DEPARTMENTS**

8.3.1. The organization may be structured by departments. Each department will be headed by one or more Trustees. Each department may have one or more functional committees, headed by Managers.

8.4. **MANAGERS**

8.4.1. Appointed members for managing committees. Please see Article 17 for details.

8.5. **COMMITTEES**

8.5.1. Committees shall be established by Board of Trustees and/or by Managers to assist them in different matters.

9. ARTICLE 9: BOARD OF TRUSTEES

9.1. **BOARD OF TRUSTEES NUMBERS**

9.1.1. The ICZ shall have up to five (5) or up to Seven (7) trustees elected by voting members. There can be no more than one trustee from the same family. A family is defined as a Trustee's spouse, mother, father, child, brother(s), sister(s), grand-parent(s), grand-

children, uncle(s), aunt(s), nephew(s), niece(s), first-cousin(s), and those of the same relations to the Trustee's spouse. The total number of Trustees shall be apportioned based on country of origin and its national language according to their respective voting numbers, counting the number of voting members based on country of origin. There must be a minimum of 20% voting members from the country of origin to be qualified for a Trustee. In case minimum of 20% criteria is not achievable then one reserve seat will be allocated to represent all other nationals voting members provided all other nationals must consist of 20% of combined voting members. ICZ members shall be provided with an opportunity to declare their country of origin and new members shall declare in the membership form. A vacant seat of Trustee shall be filled by the same criteria as the leaving Trustee was elected. The distribution of voting members shall be determined before every election.

9.2. **TRUSTEE TERM OF OFFICE**

9.2.1. Elected Trustees will serve a term of four years. Election for the BOT shall be held every two (2) and four (4) years based on the expiration of the term of BOT members.

9.2.2. In the event a trustee position becomes available prior to the maturity of its term, the following steps shall be followed to fill up the vacancy:

9.2.2.1. If the upcoming election is within a year, the vacant seat shall be filled during election.

9.2.2.2. If the upcoming election is due in more than one year, then vacant position shall be filled by holding a by-election in the upcoming General Body Meeting. The term of office for such candidate shall be up to the next election.

9.3. **QUALIFICATION OF TRUSTEES:** To be eligible as Trustee, all candidates must declare and/or satisfy, and if elected must maintain all the following requirements:

9.3.1. Must openly support and follow Shia Ithna-e-Ashari school of thought.

9.3.2. Must have been a Voting Member for at least three (3) years.

9.3.3. Served at least four (4) years as a Trustee or Director or School administrator or Manager or similar role in an Islamic organization.

9.3.4. Must be a resident of one of the San Francisco Bay Area counties, or in a county directly adjacent to the SF Bay Area counties (within 50 miles radius from ICZ).

9.3.5. Must conform to the moral laws as prescribed by Islam and have not been convicted of any criminal offense.

9.3.6. Must not demonstrate publicly any action that is a clear violation of the Islamic Code of Conduct, or against the teaching of Holy Quran and Masumeen (AS).

9.3.7. Has not been declared of unsound mind by a final order of a court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation law.

9.3.8. Must be U.S. citizen or permanent resident of the United States of America.
9.3.9. Must be able to devote the necessary time and efforts required to fulfill the requirements of the position.
9.3.10. Must agree to uphold ICZ Constitution and ICZ ByLaws and its requirements.
9.3.11. Must not have served more than two consecutive terms as a trustee immediately preceding the elections.
9.3.12. Must be at least 30 years old.
9.3.13. Must be under the firm Taqleed of one of the recognized Maraja-e-Taqleed.
9.3.14. Must be known for his or her high level of Taqwa, he/she shall refrain from major sins (Gunah-e-Kabira), and endeavor to avoid minor sins (Gunah-e-Saghira), in addition to be a good practicing Muslim.
9.3.15. Must be an active participant in ICZ activities.
9.3.16. Must not simultaneously serve on a Board of Trustees or Board of Directors or Managers in any other similar Islamic Organization.

9.4. **AUTHORITY OF THE BOARD OF TRUSTEES**

9.4.1. The Board shall adopt a Resolution and name three living Marja-e-Taqleed from whom guidance can be sought in matters relating to the ruling, and interpretation of matters related to Islam. For more detail please see Article IV of the Constitution.
9.4.2. The Board of Trustees at its earliest convenience shall adopt any amendments to the ByLaws. Simple majority of the Board shall approve the ByLaws. The ByLaws shall then be presented to the General Body for its approval and the General Body shall approve the ByLaws by a simple majority.
9.4.3. The Board of Trustees shall appoint members of the Election, Constitution and ByLaws committees, or other ad-hoc committees as and when needed. Such appointed committees shall neither be in conflict with nor duplicate the committees appointed by the Board of Trustees. All such appointed committees shall report directly to the Board of Trustees and be led by managers.
9.4.4. To hold in trust the title to the ICZ's Real Estate and all other assets, including cash.
9.4.5. To determine, approve or reject short term and long-term strategies of the ICZ, and to ensure that appropriate measures are taken to implement these strategies and goals.
9.4.6. To intervene in case of any emergency (as determined by the Board) and suspend any or all activities and/or financial transactions of the ICZ, provided that such activities or financial transactions, in the opinion of the Board are against the principles, objectives and policies of the ICZ. The Board may allow and permit those activities and transactions that in their judgment are needed for the day to day operation of the ICZ.
9.4.7. Board of Trustees may remove a manager(s) and/or committee member(s), if in their judgment, the manager(s) and/or committee member(s) are functioning in a manner contrary to the interests, goals and objectives of the Corporation. The Board of Trustees will follow the dispute process as stated in Article 20.

9.4.8. The Board shall be the sole authority to represent the corporation or correspond with anyone outside the organization on behalf of the ICZ. No other person or persons shall represent the corporation to any other person or persons or any other corporate body or an organization.

9.4.9. The Board shall be the custodian of the seal of the ICZ, all records and accounts of the ICZ and the membership roster. The membership roster shall not be made public unless required for the election process or by law or any judicial order.

9.4.10. The Board of Trustees shall review, approve or disapprove selling, and/or buying of ICZ real estate. A 2/3 majority of Trustees votes in office votes are required before going to General Body for the majority approval.

9.4.11. The Board of Trustees shall review, approve or disapprove financing or obtaining construction loan. A 2/3 majority of Trustees votes in office votes are required.

9.4.12. Approve major undertakings such as any expansion plan of the corporation entering into major contractual agreements, obligations and/or transactions such as, but not limited to, selling any property of the corporation purchase of any new property for corporation, or expenditures of $10,000 or more. Amount greater than $10,000, a 2/3 majority of Trustees votes in office votes are required whereas for an amount less than $10,000, a simple majority vote is required.

9.4.13. Trustees shall have the authority to approve the Bylaws amendments. A 2/3 majority of Trustees votes in office votes are required before going to General Body for the majority approval.

9.4.14. Board of Trustee shall have the sole authority to interpret all the Governing Documents of ICZ. The meaning of any paragraph of any Governing Document, or part thereof, as interpreted by the Board of Trustees shall be considered to be the correct meaning of that paragraph, or part of paragraph, and shall be binding in all situations where it is applicable. Majority Board of Trustees member approval shall be required.

9.4.15. Board of Trustees shall be solely responsible for all of ICZ's legal and tax issues.

9.5. **TRUSTEE DUTIES AND RESPONSIBILITES**

9.5.1. Select Resident Aalim for ICZ.

9.5.2. Appoint Managers for each committee.

9.5.3. The Board of Trustees shall delegate day-to-day administrative and operational duties to the managers. It will, however, maintain formal and informal communication through the office of the President of Board of Trustees to keep itself updated with ICZ's activities, plans, progress and challenges.

9.5.4. The Board shall develop and drive long term planning, policies and strategies of the Corporation.

9.5.5. Supervise all Managers of ICZ to assure that they maintain their qualifications as defined in these ByLaws and perform their duties properly and consistently with general policies and long-term plans, goals, and direction of the ICZ, as determined by Board of Trustees.

9.5.6. Trustees have the right to remove any one or more (or all) of the Manager(s) for a reasonable cause by majority vote. Trustees are responsible to fill the vacancies with an interim Manager(s) within thirty (30) days.

9.5.7. Meet at such times and places as required by these ByLaws.

9.5.8. Trustees may call a quarterly meeting with all the managers.

9.5.9. Trustees are responsible to receive and review complaints, registered by the Voting Member against Manager(s).

9.5.10. Trustees will make the final decision on a member's appeal against the termination or suspension of their membership.

9.5.11. Trustees are responsible that Resident Scholar shall obtain the 'Ejaza' for Khums provided Resident Scholar is onboard. In the absence of Resident Scholar, Trustees are responsible to obtain the 'Ejaza'.

9.5.12. Trustees will ensure that any amount received in the Corporation's name should be accounted for and administered under the IRS laws for non-profit organization.

9.5.13. ICZ Trustees ensure that collected khums shall be deposited to ICZ account and then spend khums money based on the direction of Resident Scholar as per Islamic rulings.

9.5.14. Board of Trustees shall act as an arbitrator in any disagreement or dispute among ICZ Manager(s).

9.5.15. Board of Trustees shall review and decide on unresolved ICZ matters referred by the Manager(s). They will have the right to request and receive any or all relevant records from any or all resources to assist in its deliberations to arrive at a decision.

9.5.16. No member of Committees Management team shall serve as a Trustee, unless they are elected as Trustees by the General Body. Trustees can serve as the Managers of one or more committees for managing day-day operations.

9.5.17. Board of Trustees shall ratify the annual budget.

9.5.18. Board of Trustees should elect a chairperson to run and manage Board of Trustees meetings. Chairperson has the responsibility to implement Board of Trustees resolutions with the help and support of Board of Trustees.

9.5.19. Remove any Trustee from his/her position who has not maintained required qualifications or is not performing consistently with the general policies and long-term plans, goals, and direction of the ICZ with a 2/3rd majority of votes from the Board of Trustees.

9.6. **TRUSTEE COMPENSATON**

9.6.1. Trustees shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

9.7. **BOARD OF TRUSTEES PLACE OF MEETING**

9.7.1. Any meeting of Trustees, regular or special should be held at ICZ and may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all trustees participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment constitutes presence in person at that meeting.

9.8. **BOARD OF TRUSTEES REGULAR MEETINGS**

9.8.1. The Trustees shall hold a regular meeting for purposes of organization and transaction of other business. The primary announcement of the meeting shall be sent via email five days in advance. The Trustees shall meet at least once a month.

9.8.2. The Chairperson shall conduct or delegate the administrative functions of the Board of Trustees, including, but not limited to, communicating meeting dates and venues, presiding over the Board of Trustees meetings, and writing and maintaining minutes of the meetings.

9.9. **BOARD OF TRUSTEES SPECIAL MEETINGS**

9.9.1. Authority to Call: Special meetings of the Board of Trustees may be called by the Chairperson of the Board or by any two or more Trustees, and such meetings shall be held at the place, within fifty (50) miles of the principal office of the ICZ as agreed by the majority of the board members and in the absence of such designation, at the principal office of the ICZ.

9.9.2. Manner of Giving Notice: Agenda, date, time and place of special meetings shall be given to each Trustee by one of the following methods: (a) via email or any other reliable electronic communication; (b) or by first-class mail, postage prepaid. All such notices shall be given or sent to the Trustee's address, email address or telephone number as shown on the records of the ICZ. The notice shall be given at least one day in advance.

9.9.3. Quorum: A simple majority of the authorized number of Trustees shall constitute a quorum for the transaction of business. In case of deadlock, there shall be a follow up meeting(s).

9.9.4. Action without a Meeting: Any action that the Trustees are required or permitted to take may be taken without a meeting if all Trustees consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Trustees. All such consents shall be filed.

9.9.5. Conduct of Meetings: Meetings of the Board of Trustees shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a Chairperson chosen by a majority of the trustees present at the meeting. Meetings shall be governed by the rules approved by the Board of Trustees; as such rules may

be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these ByLaws, with the Articles of Incorporation of ICZ, or with provisions of law.

9.9.6. For special meetings, it is highly recommended to attend in person.

9.10. **BOARD OF TRUSTEES VACANCIES**

9.10.1. A trustee may be removed by the Board of Trustees if the Board of Trustee determined, that the trustee has not maintained the "QUALIFICATIONS OF TRUSTEES" as defined in this Bylaw, or is not performing consistently with the general policies and long-term goals of the ICZs as determined by Board of Trustees. Such determination must be approved by 2/3rd Trustees excluding the Trustee in question.

9.10.2. Any Trustee who no longer resides in the geographic area defined in the qualification for Trustees.

9.10.3. The Board of Trustees may declare vacant the office of a trustee who has been declared of unsound mind by a final order of a court, or convicted of a felony, or has been removed from office by the order of any court jurisdiction.

9.10.4. On the death, or removal of any trustee, and

9.10.5. Vacancies on the Board of Trustees may also exist upon:

9.10.5.1. When the number of authorized trustees increased.

9.10.5.2. When any Trustee resigns. Trustee may resign by giving written notice to the Board of Trustees. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

9.10.5.3. If the number of Trustees in office is less than quorum, then the interim vacancy of a Trustee is filled by:

9.10.5.3.1. The unanimous written consent of the trustees then in office.

9.10.5.3.2. The affirmative vote of majority of the trustees then in office at a meeting held pursuant to notice or waiver of notice complying with these Bylaws, or

9.10.5.3.3. If there is only one trustee remaining, then two members from advisory council shall assume the roles of interim organization's officers. If there is no remaining trustee, then three members from advisory council shall assume the roles of interim officers and conduct the trustee election within 45 days.

10. ARTICLE 10: OFFICERS OF THE CORPORATION: Board of Trustees shall elect President, Secretary, and Treasurer, the officers of the corporation among themselves. The corporation, at the Board's discretion, may also have a Vice Presidents, Assistant Secretaries, more Assistant Treasurers, and such other officers as deemed appropriate and necessary by the Board. No Trustees shall hold more than one office at the same time. There shall be new election for officers within Board of Trustees after each general election.

10.1. **PRESIDENT**

10.1.1. The President shall be the chief executive officer of the ICZ and shall represent the board of Trustees of ICZ.

10.1.2. Supervise and manage the affairs of the ICZ, in consultation with the board of Trustees.

10.1.3. President shall be accountable to the Board of Trustees for day to day operation of ICZ.

10.1.4. President shall perform all duties including to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the ICZ, or by the Constitution, or by the Bylaws, or which may be prescribed from time to time by the Board of Trustees. Unless another person is specifically appointed as Chairperson of the Board of Trustees, he or she shall preside at all meetings of the Board and General Body.

10.1.5. Authorized to call emergency meetings of the Board of Trustees and ICZ General Body.

10.1.6. Coordinate between the different departments' Trustee in-charge and shall supervise their work.

10.1.7. Be the spokesperson for ICZ or can nominate a spokesperson for ICZ.

10.1.8. Review and approve ICZ financial statements, emails announcement and enquiries.

10.1.9. Coordinate and provide necessary support to ICZ Board of Trustees of any enquiries.

10.1.10. Provide annual report to the Board of Trustees, and in the General Body Meetings.

10.1.11. Manage the overall operations of ICZ and continuously strive to improve its efficiency.

10.1.12. Make sure ICZ Liability insurance is always in place.

10.1.13. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by the Constitution, or by the ByLaws, he or she shall, in the name of the ICZ, execute deeds such as mortgages, bonds, contracts, checks, or other instruments which may require authorization by the Board of Trustees.

10.2. **VICE PRESIDENT**

10.2.1. In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Incorporation, or Constitution, or by these ByLaws, or as may be prescribed by the Board of Trustees.

10.3. **SECRETARY**

10.3.1. In general, perform all duties assigned to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this ICZ, or by these ByLaws, or which may be assigned to him or her from time to time by the Board of Trustees.

10.3.2. Keep minutes of meetings including special meetings and other proceeding at principal office of the ICZ or at such place determined by the Board of Trustees.

10.3.3. The Secretary shall report to the President.

10.3.4. Keep original copies of ICZ constitution, Bylaws and amendments at the principal office or at such place determined by the Board of Trustees.

10.3.5. Ensure all notices and announcements are duly given in accordance with the provisions of these ByLaws or as required by law.

10.3.6. Keep records of all membership including active, inactive and terminated members containing names, addresses, membership start, inactive and termination dates at the principal office or at such place determined by the Board of Trustees.

10.3.7. Prepare the agenda for the Board of Trustees meetings and get approved from the President before publishing the agenda.

10.3.8. Board of Trustees meeting agenda shall be published two (2) days prior to the meeting date.

10.3.9. Board of Trustees meeting minutes shall be published within three (3) days after the meeting.

10.4. **TREASURER:** Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

10.4.1. Have charge and custody of, and be responsible for, all Khums received by the ICZ, and deposit all such funds in the name of the ICZ in such banks, trust companies, or other depositories and shall hold such funds in trust to be disbursed as designated by Marja-e-Taqleed or his representative. Maintain legible copy of Marja-e-Taqleed letter, authorizing his representative to collect Khums in his behalf.

10.4.2. Have charge and custody of, and be responsible for, all other funds and securities of the ICZ, and deposit all such funds in the name of the ICZ in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.

10.4.3. Receive, and give receipt for, monies due and payable to the ICZ from any source whatsoever.

10.4.4. Disburse, or cause to be disbursed, the funds, except Khums funds, of the ICZ as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.

10.4.5. Keep and maintain adequate and accurate accounts of the ICZ's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

10.4.6. Exhibit at all reasonable times the books of account and financial records to any Trustee of the ICZ, or to his or her agent or attorney, on request thereof.

10.4.7. Render to the Board of Trustees quarterly reports, and to the members annual reports, or additionally as requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the ICZ. Any single expense, exceeding ten thousand dollars ($10,000) must be approved by Board of Trustees, and reported to all board members within thirty (30) days of incurring such expense.

10.4.8. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

10.4.9. Send out late notices to members regarding any delinquent monthly dues, donation pledges, and provide members individual records for tax deductions on a quarterly basis.

10.4.10. Maintain a monthly record of all donations and expenditures on ICZ QuickBooks or other software tools used to maintain records.

10.4.11. Manage electronic payment system if established.

10.4.12. Manage Monthly donation system.

10.4.13. Manage Credit Card/ATM terminal if any.

10.4.14. Manage ICZ employee (if any) salary and payment of government employment taxes on time.

10.4.15. Check and record donation collection boxes on every program day and deposit in ICZ Accounts.

10.4.16. Publish annual financial reports and publish on ICZ notice board.

10.4.17. Prepare annual financial report for the General Body Meeting and publish on ICZ notice board.

10.4.18. Ensure the segregation of funds and maintain appropriate separation of funds (Zakat, Khums, Sadaqah, donations for specific use, Membership fee, etc.).

10.4.19. Issue the donation receipts annually.

10.4.20. Appoint a Financial Manager/committee and get its prior approval from the Board of Trustees.

10.4.21. Make a necessary independent annual Audit when and financially possible with an approval of Board of Trustees.

10.4.22. The Treasurer shall report to the President.

11. ARTICLE 11: ELECTION OF TRUSTEES

11.1. ELECTION COMMISSION

11.1.1. Whenever elections are due for electing new Trustee(s) to the Board of Trustees, an Election Commission will be appointed by the Board of Trustees, sixty (60) calendar days before the election date, to supervise the elections. The board of Trustees has the right to constitute, dissolve, or change the constituents of the Election Commission with or without cause.

11.1.2. The Election Commission shall administratively be under the Board of Trustees but in carrying out its functions and responsibilities it will be independent of Board of Trustees.

11.1.3. The Election Commission will consist of three impartial and independent (in fact and in appearance) members, with one of them being the Chairperson of the Election Commission.

11.1.4. Members of the Election Commission shall not be a candidate for the current ongoing elections.

11.1.5. Members of the Election Commission shall not be related to a candidate.

11.1.6. The members of the Election Commission shall be voting members of ICZ.

11.1.7. The Members of the Election Commission shall not be a party to a current conflict.

11.1.8. The Election Commission shall work under the guidance of the Board of Trustees and is responsible for the following:

11.1.9. Announce the election date (determined by the Board of Trustees) and process to the members at least fifty (50) calendar days before the elections.

11.1.10. Provide nomination forms or applications provided in this document (may be modified by the Board of Trustees) to the candidates 45 days before the elections.

11.1.11. Collect the nomination forms or applications and confirm with treasurer for their dues to be current.

11.1.12. Provide the list of applicants to the Board of Trustees for review and approval of qualifications.

11.1.13. Announcing the final list of candidates for open positions to the members at least 15 days before the elections.

11.1.14. Moderate the introduction of the candidates in members meeting before the election.

11.1.15. Prepare the ballot as provided in this document (may be modified by the Board of Trustees).

11.1.16. Prepare the voters list based on information provided by the treasurer of the ICZ.

11.1.17. Recruit the independent volunteers and conduct the elections during the election period.

11.1.18. Count the votes as described in this document.

11.1.19. Report the results to the Board of Trustees within three (3) days of completing the ballot/voting process

11.2. RESPONSIBILITIES OF THE ELECTION COMMISSION

11.2.1. The Election Commission shall be responsible for carrying out the elections strictly in accordance with the provisions of the Constitution and the ByLaws.

11.2.2. The Election Commission shall be responsible to handle all claims against the Voters' list or the Candidates list and obtain resolution from the Board of Trustees.

11.2.3. The Election Commission shall be responsible for organizing the elections so that they are carried out efficiently and smoothly.

11.2.4. The Election Commission shall ensure within their best ability that the procedure(s) eliminates the possibility of casting ineligible votes.

11.2.5. The Election Commission is responsible to maintain the secrecy of the Ballot until it is archived.

11.2.6. The Election Commission shall be responsible for settling all claims against the validity of votes.

11.2.7. The Election Commission shall announce the voting results.

11.3. RIGHTS AND RESPONSIBILITIES OF THE VOTING MEMBERS

11.3.1. Each voting member has a right to one vote only.

11.4. **ACTIVITIES OF THE ELECTION COMMISSION**

11.4.1. The Election Commissioner shall issue a letter to all the Voting Members of ICZ furnishing the following information. Alternatively, this information can also be posted electronically, and a link provided for access.

11.4.2. Rules Governing the Election as laid down in the Constitution and the ByLaws.

11.4.3. Date that the preliminary Voting Members list will be made available with Election Commission for access at least during normal ICZ business hours. If a voting member has provided a consent to share his/her information with other ICZ community member in the membership registration form, then candidate will have option to gain that list. Voter List must be guarded from possible tampering.

11.4.4. Setting up Election date, time, approximate duration and place of Elections.

11.4.5. Procedures to be followed at the election booths.

11.4.6. Deadline for submitting nominations to the Election Commission.

11.4.7. Addresses and Telephone Numbers for contacting the members of the Election Commission.

11.4.8. Scheduled dates of events in the election process.

11.4.9. Election Commission will make arrangements to introduce the candidates to voting members, as appropriate.

11.4.10. The Election Commission may obtain the services of volunteers to carry out the secretarial work and to assist the commission on the day of Elections in managing the floor

11.4.11. Implement a process as defined by Board of Trustees for absentee ballots.

11.4.12. Implement a process as defined by Board of Trustees for online voting.

11.4.13. The Election Commission shall arrange for proper Ballots, Ballot Boxes and shall set up the election station, registration booths, voting booths, etc., as necessary and in a timely manner.

11.4.14. The Election Commission shall approve the ballots.

11.4.15. The Election Commission shall conduct the elections. All ballots shall be cast in sealed boxes. Mail-in/Absentee/Electronic Ballots received shall also be put in the sealed boxes before the seals of the boxes are broken.

11.4.16. The Election Commission shall count and tabulate the votes. All members of the Election Commission shall be present at the time of counting of votes and each member shall sign the tabulated results in token of their accuracy.

11.4.17. Within one week after making the Final Announcement of results, the Election Commission shall hand over all the Ballots and all other records pertaining to the elections, to current Board of Trustees in a sealed container.

11.4.18. Election commission can submit expense report to the Board of Trustees for any supplies needed, prior approval of the board is required.

11.5. **ELECTION TIMELINE**: The following timeline is provided for the benefits of the Voting Members and they should act accordingly. Dates for the events of the election process shall be determined as follows:

11.5.1. Preliminary Voter list made available with election commission or the board of Trustees (6 weeks before election date).

11.5.2. Deadline for receiving claims against Voters List (5 weeks before the election date).

11.5.3. Announcement of Final Voters List (4 weeks before the election date).

11.5.4. Deadline to receive Candidate Nomination either through self or peer nomination (3 weeks before the election date).

11.5.5. Issue final Candidates list (2 weeks before the election date).

11.5.6. Deadline for voters to request blank ballots by mail (2 weeks before the election date).

11.5.7. Deadline for voters to request electronic ballot through any secure digital platform if available (2 weeks before the election date).

11.5.8. Elections (On election date - minimum duration 3 hrs.)

11.5.9. Deadline for receiving authorized completed ballots by postal mail (12 hrs. before posted election time on election day).

11.5.10. Deadline for receiving authorized completed ballots by email to Election Commissioner email address only (must sent to Election Commissioner by election end time). Election Commissioner shall not open the email ballots until election end time.

11.5.11. Preliminary announcement of results (within 48 hrs. [2 calendar days] after elections).

11.5.12. Final announcement of results (within 120 hrs. [5 calendar days] after preliminary announcement).

11.6. **RIGHTS AND RESPONSIBILITIES OF CANDIDATES**

11.6.1. Each candidate shall have the right to have one representative at the counting of the votes if desired.

11.6.2. In case a candidate desires the presence of their representative at the counting of votes, it shall be their responsibility to ensure the representative's presence at the time and place of counting.

11.6.3. The Candidates shall cooperate fully with the Election Commission and the Board of Trustees to enable them to complete the Election Process in a smooth, efficient and peaceful manner.

11.6.4. The Candidates have the right to question the Election Commission in case their nomination is rejected and to present supporting evidence within a timeframe acceptable to the Election Commission.

11.6.5. A candidate also has the right to challenge the candidature of another candidate before final list is announced, provided supporting evidence is furnished.

11.6.6. The candidate has the right to withdraw their candidacy. In that case the candidate must notify Election Commission in writing before the final list is announced.

11.7. **NOMINATION OF CANDIDATES (TRUSTEES)**

11.7.1. A completed Nomination Form shall be submitted to the Election Commission by the due date.

11.7.2. Any Voting Member shall have the right to nominate a candidate (the Nominee). The nomination will be finalized only after the Nominee meets the requirements and accepts the Nomination.

11.7.3. The nominating person (Nominator) shall be a Voting Member of ICZ.

11.7.4. Any voting member of ICZ can nominate himself for a position on the Board.

11.7.5. The Election Commission shall scrutinize the nominations to ensure that the candidates meet all the requirements as laid down in the Constitution and the ByLaws. Nominations of candidates who do not satisfy all requirements shall be rejected.

11.7.6. The Election Commission shall advise the Nominators of the acceptance or rejection of their nominations within 7 days. The reasons for rejecting a nomination shall be clearly indicated.

11.7.7. Current member of the Board of Trustees whose tenure is over and is qualified to re-run for elections must fill out a new Nomination Form.

11.8. **VALIDITY OF ELECTIONS AND SUCCESSFUL CANDIDATES**

11.8.1. The Elections shall be considered invalid if the total votes cast are less than 30% of the total number of voting members of ICZ.

11.8.2. A successful candidate shall receive at least 15% votes of the total voting members of ICZ. If any position(s) remains vacant because of this clause, such vacancies shall be filled by nomination by the current remaining Board of Trustees on an interim basis. These interim vacancies shall be filled through a Run-off Election within 180 days. The candidates chosen by the current Board of Trustees as interim Board of Trustees members shall be chosen from among the candidates that contested the election and did not received more than 15% of the votes.

11.8.3. If multiple candidates get the same number of votes, the winning candidate(s) will be picked by Voluntary withdrawal of candidates in favor of others, OR

11.8.4. If there are no voluntary withdrawal of candidate(s), then candidate(s) with longer membership with ICZ will be declared as a winning candidate.

11.8.5. Elections will be considered null and void if the minimum voting count is not met or if irregularities are discovered or it can be proved that Constitution or ByLaws were violated. Election Commissioner will declare the elections Null and Void and turn it over to the Board of Trustees for further action.

11.8.6. In case of irregularity involving a single candidate, the election results of other candidates will not be affected.

11.8.7. An inquiry board will be formulated by the Board of Trustees to investigate the cause and suggesting the course of action.

11.8.8. The board of Trustees shall notify the voting members within 4 weeks of the next steps.

11.8.9. A new Election Commission can be nominated at the discretion of the Board of Trustees, but it is preferable to allow the current Election Commission to continue for the next elections unless they are a party in the dispute.

12. ARTICLE 12: INDEMNIFICATION BY ICZ OF TRUSTEES, MANAGERS, EMPLOYEES AND OTHERS

12.1.1. **Right of Indemnity:**

12.1.1.1. To the fullest extent permitted by law, ICZ shall indemnify its Trustees, Officers, employees, and other persons described in section 5238(a) of the California Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding(s)," as that term is used in that section, and including an action by or in the right of the ICZ, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in section 5238(a) of the California Code.

12.1.2. **Approval of Indemnity:**

12.1.2.1. On written request to the Trustees by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Code, the Trustees shall promptly determine under section 5238(e) of the California Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Trustees cannot authorize indemnification because the number of Trustees who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Trustees who are not parties to that proceeding, the Trustees shall promptly call a meeting of Members. At that meeting, the Members shall determine under section 5238(e) of the California Code whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification. In addition to the above, any such meeting shall adhere to Article 12 of the ByLaws wherever applicable.

12.1.3. **Advancement of expenses:**

12.1.3.1. To the fullest extent permitted by law and except as otherwise determined by the Trustees in a specific instance, expenses incurred by a person seeking indemnification under these ByLaws in defending any proceeding covered by those Sections shall be advanced by the ICZ before final disposition of the proceeding, on receipt by the ICZ of an undertaking by or on behalf of that person that the advance

will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the ICZ for those expenses.

12.1.4. **Insurance for corporate agents:**

12.1.4.1. The Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the ICZ (including a trustee, manager, officer, employee or other agent of the ICZ) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious ICZ Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the ICZ would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious ICZ Law.

13. ARTICLE 13: DEPARTMENTS: Board of Trustees at their discretion shall structure the organization into various departments. Each department will consist of various committees. Each Committee will be headed by the Manager. The structure of the department with committees can be changed or modified to meet the needs of the organization. Further, amendments to the structure of department is under the authority of the Trustee(s) in charge of the department and does not require majority vote in Board of Trustees. Any changes to the department naming or creation or removal require amendments to the Bylaws and such amendment(s) shall be approved by the Board of Trustees by simple majority, and membership shall be informed accordingly within the seven business days of such amendment(s).

13.1. **DEPARTMENT OF ADMINISTRATION:** The goals of this department is to facilitate smooth operations of the organization by dividing the administrative tasks into specific committees. This department shall consist of the following Committees:

13.1.1. **Election Committee**: The goal of this committee is to conduct Board of Trustees election and assist election commission for free and fair election. There should be a minimum of three committee members. For further detail see Article 11

13.1.2. **Facility Committee**: The goal is to keep the building fully operational, improve and maintain building codes. The facility shall be neat and clean, well-organized and shall be presentable at any point of time. There should be a minimum of three members. Committee members shall report to Manager. For detail see Article 17.7.

13.1.3. **Constitution and Bylaws Committee**: This committee will be formed on an as needed basis, and shall be dissolved upon the completion, approval and adoption of the revised Constitution and/or Bylaws. The committee shall consist of three or five actives experienced ICZ voting members appointed by Board of Trustees.

13.1.4. **Kitchen Committee**: The goal is to secure sponsorship for Tabarruk for all events, maintain kitchen supplies, control of food wastage, waste pickup, kitchen clean up after events, ensure no leftovers food anywhere in the center, etc. There should be a minimum

of five committee members. Islamic social gathering ruling must be observed while performing the duties.

13.2. **DEPARTMENT OF FINANCE**: The goals of this department is to facilitate strategic budgeting, cost containment, cash flow management, debt services, and accurate record keeping.

13.2.1. **Fund Raising Committee**: This committee shall be headed by the Treasurer consisting of a Manager and minimum of two additional members. Committee will be responsible for developing and executing fund raising plans to support ICZ. It will also be responsible to reach out to appropriate human resources, financial resources and other resources to raise the necessary funds for the ICZ development projects. Also, this committee's duty to assist in reconciling and reporting the financial data and records to the Board of Trustees, keep up-to-date record of all monetary transactions and distribute yearly financial documents to contributors and employees. Plan and implement strategies to raise donations to assist needy peoples, establish fund for funeral and burial services, scholarships to students and orphans, and for such activities allowed in the Islam.

13.2.2. **Finance Committee**: This committee shall be headed by the Treasurer consisting of a Manager and minimum of two additional members. Committee will be responsible for record keeping, preparing financial statements, sending delinquent notices, send tax receipts on yearly basis, etc.

13.2.3. **Membership Committee**: This committee will be comprised of Treasurer and Secretary of the Organization. It will keep track of ICZ members' status and promote membership by attracting new members, processing and maintaining membership application records in an efficient manner, and encourage members to participate actively in ICZ's programs. It will work closely with the Election Committee on matters pertaining to the membership status of ICZ members. This committee may recruit other members of the community to help with membership drives during events at ICZ.

13.3. **DEPARTMENT OF EDUCATION**: The goals of this department is to assess the needs of the community from Islamic and civil education perspective in various groups and implement programs at various levels to provide an opportunity for the members of the organization to benefit from. In addition to introducing new programs, they will assess the quality of existing programs at ICZ and make improvements and seek guidance from Resident Scholar related to Islamic programs.

13.3.1. **Program Committee**: The Program Committee shall consist of a Manager and a minimum of two additional members. The purpose of this committee is to plan major and regular programs of ICZ and invite outside speakers/scholars as necessary with Board of Trustees and resident scholar approval. It will also be responsible for presenting to the Board of Trustees a list of programs for the current calendar year within thirty (30) days of being appointed.

13.3.2. **Youth Committee**: The goal of the committee is to organize youth for various religious, educational and academic programs. Maintain list of youth members and provides youth an opportunity to engage in religious, professional, social, and sports programs, and empowers youths to facilitate the center's indoor/outdoor programs and events.

13.3.3. **Ladies Committee**: The purpose of this committee is to develop, promote, organize and conduct educational programs to enhance Islamic knowledge, values and culture. It will develop and execute activities to encourage ladies to participate actively in the development of the Community. It will also support various programs of ICZ including, but not limited to, Eid celebrations, Fund-raising events, etc. this committee shall support the Girls" Youth Group by providing them guidance and encouragement.

13.3.4. **Sunday School Committee**: The goal of the committee is to provide Sunday school educational programs and administrations. The Committee shall consist of a Manager and minimum of two (2) members from the general membership of the center. The Committee shall be responsible for developing and managing the Sunday school programs for children and library for the whole community. Such programs shall be in accordance with the mission and policies of ICZ. The committee shall report to Trustee in-charge of Sunday school. Trustee-in charge cannot hold the position of Principal.

13.4. **DEPARTMENT OF TECHNOLOGY & PUBLICATIONS:** The goals of this department is to assess the technology needs of the organizations and implement improvements to existing infrastructure and introduce technology platforms or solutions to enhance the experience of ICZ Community. This department shall consist of the following Committees:

13.4.1. **Website Committee**: This Committee shall consist of a Manager and a minimum of two additional members. Its purpose shall be to utilize the various information technology tools to support ICZ's programs and provide various data as needed. It will also be responsible for providing the maximum publicity to all ICZ programs and activities using various avenues such as electronic announcements, flyers, bulletin boards, website presence, e-mails, phone calls, etc. ICZ Website content must be continuously being updated such as Daily Prayer Timings, Constitution and Bylaws, Islamic Month and Date Accuracy, and Current programs.

13.4.2. **Audio Video Committee**: This Committee shall consist of a Manager and a minimum of two additional members. The function of this committee is to maintain various Audio-video technologies deployed for the services of ICZ such as records of all audio/video equipment, recording of all events, improve or implement any new audio video system, smooth operation of mic system, etc.

13.4.3. **Social Media Committee**: This committee will be headed by Manager of Social Media and Publications and minimum of two additional members. The function is to implement and maintain Social Media platforms such as Facebook, Instagram, Twitter, etc., any new platform.

13.4.4. **Publications Committee**: This committee will be headed by Manager of Social Media and Publications and minimum of two additional members. The function is to implement publication platforms to author/create content for publications, maintain record of all publications that are delivered through ICZ and make Islamic books and literature available for new Muslims and people interested to learn Islam.

13.5. **DEPARTMENT OF SOCIAL ACTIVITY**: The goals of this department is to provide services to the community members in various aspects of their life. Establish committees to help enable services, improve any existing services and help community needs in their social life. This department shall consist of the following Committees:

13.5.1. **Matrimonial Committee**: This Committee shall consist of a Manager and a minimum of two additional members. The main job is to implement and maintain a platform for community members who are seeking soul mates for Nikah. This committee shall confidentially maintain database of prospective candidates, marriage portal, documentation of communication in conjunction with department of Technology, etc.

13.5.2. **Burial Committee**: This Committee shall consist of a Manager and a minimum of two additional members. The function of this committee is to assist members in providing the vital information necessary to make their decision(s), arrangements needed for burial events such as scholars, ghusl, mortuaries, graveyard, etc.

13.5.3. **Intra-Faith Committee**: This committee will be headed by Manager of Interfaith and Intra-Faith and minimum of two additional members. The function is to promote understanding, peace and harmony between ICZ and other Muslim communities by engaging in religious, social and cultural activities that are inspired by our common values.

13.5.4. **Inter-Faith Committee**: This committee will be headed by Manager of Interfaith and Intra-Faith and minimum of two additional members. The function of the inter-Faith committee of Islamic Center of Zahra (ICZ) is to promote understanding, peace and harmony between ICZ and its neighbors from other faith traditions, by engaging in religious, social and cultural activities that are inspired by our common values.

13.5.5. **Health Committee**: This Committee shall consist of a Manager and a minimum of two additional members (preferably doctors). The function is to create and maintain a create a platform to provide consultancy and education related to health.

13.5.6. **Recreation and Special Events Committee**: This Committee shall consist of a Manager and a minimum of four additional members. The function is to arrange outdoor and indoor activities, professional programs, family nights, sports, etc.

14. ARTICLE 14: COMMITTEES

14.1. To promote efficient handling of the organization, Board of Trustees may appoint Special (ad-hoc) and Functional committees. These committees shall perform tasks solely in accordance with the duties and powers specifically delegated by the Board of Trustees.

14.2. Functional Committees may be grouped under the Department Umbrella, led by one or more of the Trustees.

14.3. The Trustee-in-Charge of the department may adopt rules for the governance of any committee, provided they are consistent with these ByLaws or, in the absence of policies and procedures adopted by the board, the committee may adopt such rules.

15. ARTICLE 15: COMMITTEES' BUDGET

15.1. The Manager of each Committee shall be responsible for presenting to the Treasurer a budget for his or her committee within 30 days of being appointed or by November 15 of each fiscal year. The budget for each Committee shall be approved by a majority vote of the Board of Trustees. No expenses can be incurred before such approval.

16. ARTICLE 16: LIMITATION OF COMMITTEE MANAGER

16.1. A Manager cannot represent more than two committees simultaneously unless approved by the Board of Trustees for any special circumstances.

17. ARTICLE 17: MANAGERS

17.1. **MANAGER TERMS OF OFFICE**

17.1.1. Shall be appointed by the Board of Trustees for a term of Two (2) years.

17.1.2. Each Manager shall serve until the expiration of such manager's term and thereafter until such manager's successor is duly appointed, or until such manager's earlier death, resignation, or removal.

17.1.3. Each manager shall hold office until the end of the term, when his or her successor has been appointed as provided in these ByLaws and takes the oath.

17.2. **MANAGER COMPENSATION**

17.2.1. Managers shall serve without compensation however they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

17.3. **QUALIFICATIONS OF MANAGERS**: To be eligible as a Manager, all candidates must satisfy the following requirements:

17.3.1. Managers must be at least 18 years of age and possess good moral character.

17.3.2. Openly support and follow Shia Ithna-e-Ashari school of thought.

17.3.3. Has not been declared of unsound mind by a final order of a court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation law.

17.3.4. Under the firm Taqleed of one of the recognized Marja-e- Taqleed.
17.3.5. A commitment in meeting the goals of the ICZ.
17.3.6. Demonstrate at least 2 years of previous voluntary work for ICZ or similar community.
17.3.7. Trustees can be serving simultaneously on the ICZ Board of Trustees and as a Manager of the Committee. All other Manager positions will be appointed by the Trustees.
17.3.8. Managers must be known to follow Islamic dress code in public gatherings.
17.3.9. Preferably possess skills in the relevant field to manage a committee.

17.4. **MANAGERS' PLACE OF MEETINGS**

17.4.1. Any meeting of Managers, regular or special should be held at ICZ and may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all trustees participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment constitutes presence in person at that meeting.

17.5. **NON-LIABILITY OF MANAGERS**

17.5.1. The Managers shall not be personally liable for the debts, liabilities, or other obligations of the ICZ.

17.6. **MANAGERS (DUTIES)**

17.6.1. Perform any and all duties assigned to them by the Trustee in-Charge, according to the Bylaws of ICZ and Committee policy & procedures.
17.6.2. Supervise all volunteers, agents and contractors of the ICZ to assure that their duties are performed properly.
17.6.3. Direct day-to-day operation and short-term activities of the ICZ in line with the expansion plans, general policies, and long-term goals of the ICZ as set by Board of Trustees.
17.6.4. The Managers shall not incur indebtedness on behalf of the ICZ and cause to be executed and delivered for the ICZ's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
17.6.5. Meet at such times and places as required by these ByLaws.
17.6.6. Register their current address and contact information with the Secretary of the ICZ.
17.6.7. Submit the expected budget annually to the Trustee in-charge of the committee.
17.6.8. Shall create and maintain operating manual and procedures.
17.6.9. Fill vacancies on any volunteers required in the committee.
17.6.10. Fix compensation for services required for operations of the committee with approval from the Trustee in Charge of the committee.

17.6.11. With the approval of Trustee-in-Charge of the committee, propose creation of any other ad-hoc committees to facilitate efficient handling of operations.

17.6.12. All expenses should be submitted with receipts to the Treasurer in a timely manner.

17.6.13. Keep policies and procedures updated annually.

17.7. **MANAGER OF FACILITY COMMITTEE**

17.7.1. Comply with building codes; take necessary steps to improve the building's operational efficiency.

17.7.2. Always keep facilities clean and in order.

17.7.3. Manage building supplies and drinking water system.

17.7.4. Responsible for ICZ garbage disposal.

17.7.5. Maintain the ICZ assets and make it available for Board of Trustees inspection.

17.7.6. Maintain facility security system.

17.7.7. Provision and manage the ICZ facility keys, or any building access systems following the procedure set forth for building access.

17.7.8. Any major changes or improvements at ICZ facilities greater than $5k must be approved by the Board of Trustees.

17.7.9. Responsible for dealing with facility maintenance with Contractors, Homeowner Building Association, Building Insurance and the City/County as required.

17.7.10. Responsible for maintaining Fire Sprinkler System & Extinguishers Certification

17.7.11. Responsible for acquiring appropriate city permits, certification for building maintenance and retained facility related drawing.

17.7.12. Maintain monument of Zahra.

17.8. **MANAGER OF CONSTITUTION COMMITTEE**

17.8.1. Shall manage a committee consist of three or five or seven active experienced ICZ voting members appointed by Board of Trustees.

17.8.2. Shall ensure that quorum is met.

17.8.3. Shall manage any amendment(s) to the Constitution and/or ByLaws.

17.8.4. Shall ensure that amendments are submitted for review and approval within 30-120 days to Board of Trustees.

17.8.5. Committee members will be provided with the specific section(s) that need to be amended/altered/rectified.

17.8.6. One member of the Board of Trustee must be a part of this committee.

17.8.7. This committee will be formed on an as needed basis, and shall be dissolved upon the completion, approval and adoption of the revised Constitution and/or Bylaws.

17.9. **MANAGER OF MEMBERSHIP COMMITTEE**

17.9.1. Maintain registration of all members in the community.

17.9.2. Responsible for providing updates to the Trustee in-charge on membership trends.

17.9.3. Facilitate requests from members or other committees on the need for information on their membership, services, monthly dues, etc.,

17.9.4. Build, maintain and manage reputation of ICZ with ICZ members & outside agencies.

17.10. **MANAGER OF KITCHEN COMMITTEE**

17.10.1. Responsible for purchase and maintenance of ICZ kitchen supplies.

17.10.2. Responsible for planning Tabarruk timing and shall manage meals/Tabarruk for ICZ events.

17.10.3. Secure sponsorship for all events requiring sponsorship from the members of the community. In the event there is no sign-up, work with Treasurer to provision Tabarruk from ICZ.

17.10.4. Strategize with committee on how best to control food, manage wastage and its disposal.

17.10.5. Prepare and schedule volunteers/committee members for set-up, serving and clean-up after events at ICZ.

17.10.6. Schedule extra waste pick-up during the busy months of Ramadhan, Muharram, and Safar by working with Manager of Facility Committee.

17.11. **MANAGER OF FINANCE COMMITTEE**

17.11.1. See Article 10.4

17.12. **MANAGER OF PROGRAMS COMMITTEE**

17.12.1. Plan for and arrange Scholar to conduct regular salaat and Eid prayers in the absence of resident Scholar.

17.12.2. Plan for and arrange scholars for ICZ scheduled programs.

17.12.3. Propose list(s) of potential visiting scholars using criteria mentioned in Article 7.8 to resident scholar and Board of Trustees.

17.12.4. Resident scholar shall review the list to scrutinize the list(s).

17.12.5. Scrutinized list(s) must be shared with Board of Trustees.

17.12.6. Responsible for visiting scholar's flight reservation, accommodation, transportation, and meal arrangements.

17.12.7. Efforts to come up with annual schedule and visiting scholars scrutinizing process needs to be started one year ahead of time.

17.12.8. Release notable annual programs schedule and detail at least 3 weeks ahead of time.

17.12.9. Coordinate with Trustee of Public Relations to communicate program details and prayer timings through emails and publish on the ICZ website.

17.12.10. Prepare ICZ facility with appropriate decor based on events.

17.12.11. Reserve ICZ facility for ICZ hosted, Community or Private events and keep the reservation record updated.

17.12.12. Ensure the facility reservations are hosted in a calendar such as Google Calendar/Share site where all reservations are transparent to other Board Members.

17.13. **MANAGER OF YOUTH COMMITTEE**

17.13.1. Responsible for organizing youths at ICZ for various educational programs.

17.13.2. Establish a youth program that effectively engages youths of community in the programs. Program should include the element that provides youths an opportunity to engage in religious, professional, social, and sports programs, and empowers youths to facilitate the center's indoor/outdoor programs and events.

17.13.3. Responsible for organizing games, activities, events and mentoring youth to become the future leaders in the organization.

17.13.4. Coordinate with Manager of Programs Committee.

17.13.5. Responsible to prepare annual programs schedule in consultation with Youth committee.

17.13.6. Maintain list of current youth members.

17.13.7. Manager shall call and conduct regular bi-quarterly meetings with Youth committee along with resident scholar.

17.13.8. Manager shall set bi-annual meetings of youth committee with Board of Trustees.

17.13.9. Manager is responsible to enforce responsibilities of each Youth committee members.

17.13.10. Response Enquiries/Complaints from youths within seven (7) calendar days.

17.13.11. Ensure annual formation of youth leadership through merit evaluation process.

17.13.11.1. Selection committee must not be related to candidates and must be neutral.

17.13.11.2. Assign Special ID number to each candidate to submit their application for evaluation process to selection committee.

17.13.11.3. Ensure ID numbers shall not disclose to selection committee.

17.13.12. Work with Trustee in-charge to execute with maximum participation from the youth community at ICZ.

17.14. **MANAGER OF LADIES COMMITTEE**

17.14.1. Responsible for organizing educational programs for Ladies of the community, such as Fiqh classes for ladies and any other classes that are pertinent.

17.14.2. Responsible for handling any issue(s) amongst ladies of the community

17.14.3. Work with department head to create a budget for ladies' programs and execute them.

17.15. **MANAGER OF SUNDAY SCHOOL COMMITTEE**

17.15.1. Responsible for Sunday school educational programs and administration.

17.15.2. Establish Sunday school committee to help with various elements.

17.15.3. Nominate the Principal with the approval of Trustee-in-Charge of the Educational Committee.

17.15.4. Work with Staff along with ICZ resident scholar to annually evaluate the curriculum for the school and implement the changes.

17.15.5. Publish Sunday school annual schedule in advance.

17.15.6. Maintain Islamic library.

17.15.7. Put in place the safety procedures to ensure the safety of the children.

17.15.8. Oversee Sunday school facilities and coordinate with Manager in charge of Facility and Building Maintenance to keep in order.

17.15.9. Work with Sunday School Staff to prepare a Sunday School Manual to regulate all school policies and procedures.

17.15.10. Procure the needed supplies, books, and teaching material.

17.15.11. Keep and update school and students record.

17.15.12. Prepare an annual plan for the Islamic Sunday School stating the goals and objectives, timetable of those goals and objectives, and methods that will be used to accomplish them.

17.15.13. Nominate new member(s) of the school committee to replace any leaving member(s) within 30 days.

17.15.14. Arrange an annual meeting with the parents to evaluate the performance of the Islamic School.

17.15.15. Manage student fee collection system and coordinate with Finance Manager.

17.15.16. With the approval of Board of Trustees and guidelines provided by the Finance Manager may establish and operate a sub-bank account for Sunday school accounting and be a co-signor with the Principal.

17.15.17. Issue checks according to the guidelines set forth by the Board of Trustees.

17.15.18. Elaborate the structure, working, and responsibilities of principal, administrators, and teachers.

17.16. **MANAGER OF WEBSITE COMMITTEE**

17.16.1. Work with Trustee-in Charge of Technology Department to identify the needs of the website functional or technical changes if any. Spearhead the implementation of features and technology as necessary.

17.16.2. Shall create a committee in consultation with Trustee in-charge to handle day to day Web site and Email operations in a timely fashion.

17.16.3. Record existing technology website infrastructure and recommend any new installs/upgrades to existing devices at ICZ Premises

17.16.4. Improvise web delivery mechanism to include online streaming of programs at ICZ.

17.16.5. Ensure appropriate security measures are taken to withhold the identity of ICZ as an organization by keeping all software/hardware patched with latest security updates

17.16.6. Ensure the billing/invoices are current for web hosting services.

17.16.7. Ensure ICZ Website is updated and always current with mandatory information needed such as (Constitution and ByLaws, Daily Prayer Timings, Islamic Month and date Accuracy, Current programs)

17.16.8. Ensure services that are turned on website, such as Live streaming of current programs, timely updates of lectures & videos, timely updates of weekly email if posted.

17.16.9. Work with department head to implement any new features on website such as integrations with social media platforms, updates to content on website and updates to any services/plugins.

17.16.10. Ensure that name and email addresses should not go outside of the committee and shall not be shared with anyone else.

17.16.11. ICZ mailing shall not be used for personal emails.

17.16.12. Responsible for uploading the video/audio content to web site.

17.16.13. Responsible to maintain the healthy Internet connection.

17.17. **MANAGER OF AUDIO-VISUAL COMMITTEE**

17.17.1. Maintain various Audio-Visual technologies deployed for the services of ICZ.

17.17.2. Shall create a committee in consultation with Trustee in-charge to handle day to day Audio Visual tasks in a timely fashion.

17.17.3. Maintain records of all Audio/Video equipment.

17.17.4. Implement or improvise existing Audio Video System for ICZ for better quality.

17.17.5. Responsible for recording any current events and programs at ICZ as needed.

17.17.6. Responsible to provide video/audio content to Manager Web Site and/or Social Media to upload.

17.17.7. Responsible for creating electronic media as defined by the department head for distribution through various channels.

17.17.8. Improve or implement any new speaker system in the building to provide quality output, distribute noise level evenly within the building with no impact to neighbors.

17.17.9. Create a budget request for improving the AV technology infrastructure at ICZ for approval through Trustee-in-Charge.

17.17.10. Ensure smooth operations of Mic system for both microphone stand and collar mic (lavalier).

17.18. **MANAGER OF SOCIAL MEDIA AND PUBLICATIONS COMMITTEE**

17.18.1. **SOCIAL MEDIA**

17.18.1.1. Implement Social Media Platform for ICZ, once implemented the content published on the social media platform should go through an approval workflow as determined by the committee and shall be approved by the Trustee-in-Charge.

17.18.1.2. Social Media Platforms shall be Facebook, Instagram, Twitter, etc., any new platform will require approval from Trustee-in-charge.

17.18.1.3. Work with other committee members/managers to publish content of upcoming programs, program updates, follow-ups with members, surveys etc.,

17.18.1.4. Responsible for providing valuable insights to the organization by publishing the events and activities happening at ICZ, thus helping increase the membership & growth at ICZ.

17.18.1.5. Shall create a budget request for any services/technology needs for establishing or improving the existing platforms.

17.18.2. **PUBLICATIONS**

17.18.2.1. Implement Publication Platform to author/create content for publications.

17.18.2.2. Primary goal of the manager is to manage the deliverables from Resident scholar or other members of the community who like to author articles, journals and have it been published to ICZ community through existing channels such as website, newsletters, mailers, etc.

17.18.2.3. Before publishing, final approval shall be authorized by Trustee in-charge along with Resident scholar.

17.18.2.4. Maintain a record of all publications that are delivered through ICZ Platform.

17.18.2.5. Make Islamic books and literature available for new Muslims and people interested to learn Islam.

17.19. **MANAGER OF MATRIMONIAL COMMITTEE**

17.19.1. Implement a platform for ICZ members who are seeking soul mates for Nikah.

17.19.2. Work with department of technology to implement a portal/interface for the database on ICZ website.

17.19.3. Facilitate a database of prospective candidates who are looking for nikah.

17.19.4. Update community on how to get access to the marriage portal.

17.19.5. Establish policy and procedure for community to avail these services.

17.19.6. Responsible to keep candidate data confidential (only within marriage committee).

17.19.7. Responsible to maintain all the documentation of communication with parties.

17.19.8. Create and maintain operation manual and procedures.

17.19.9. The marriage Committee shall consist of a minimum of three members including one male member.

17.20. **MANAGER OF BURIAL COMMITTEE**

17.20.1. Establish Burial Services committee, maintain documented manual listing the vital information related to this committee e.g., names of members capable performing the ghusl, contact information for grave providers, contact numbers for scholar for the Namaz-e-Janaza, information pertaining to shipping body overseas etc.

17.20.2. Maintain and publish important information on ICZ web site.

17.20.3. Help with coordination amongst other Board Members to host Majlis-e-Isal Sawab/Quran Recitation etc.

17.20.4. Needs to work toward to have our own graveyard.

17.20.5. Create and maintain operating manual and procedures.

17.21. **MANAGER OF INTERFAITH AND INTRA-FAITH COMMITTEES**

17.21.1. **INTRAFAITH COMMITTEE**

17.21.1.1. With the collaboration of Resident scholars, organize events at ICZ for intrafaith dialogue.

17.21.1.2. Represent ICZ at any intrafaith events in local Bay Area.

17.21.1.3. Invite members of Ahle-Sunnat and other branches of Islam to events at ICZ.

17.21.1.4. Build a strong relationship with local masajids in Bay Area.

17.21.1.5. Maintain a list of local religious centers with the name of their scholars and contact information.

17.21.2. **INTERFAITH COMMITTEE**

17.21.2.1. With the collaboration of resident scholar, organize Islamic lectures at churches, schools, and prisons.

17.21.2.2. Represent ICZ at any interfaith events.

17.21.2.3. Invite members of other faiths to ICZ for any programs.

17.21.2.4. Host an event for members of other faiths at ICZ during the month of Ramadhan.

17.21.2.5. Maintain a list of local religious centers with the name of their scholars, priests, and Rabbis.

17.22. **MANAGER OF HEALTH COMMITTEE**

17.22.1. Organize a committee of doctors within the community and create a platform for health consultations.

17.22.2. Organize programs at ICZ for the benefit of the members to educate them regarding health benefits, programs offered by the Cities, Counties and State.

17.22.3. Organize health clinic at ICZ at least on Monthly basis.

17.23. **MANAGER OF RECREATION AND SPECIAL EVENTS COMMITTEE**

17.23.1. Establish recreation and special events committee.

17.23.2. Coordinate with Manager of Programs Committee (Article 17.12) to release the annual schedule for outdoor and indoor activities.

17.23.3. Arrange professional programs (career, professional and vocational training/coaching sessions), family nights, indoor and outdoor sports.

17.23.4. Arrange events e.g. carnivals, picnics, exhibits, scientific projects, Sunday market, and clothing.

17.23.5. Plan and organize programs for the community such as: Information about benefits via State/Federal, doctor's panel discussions, voting Rights, civil services, social and cultural programs, current events, creation of Islamic Will etc.,

17.23.6. To participate in events that are hosted outside of ICZ and represent leadership role in ensuring ICZ's commitment to overall success. For example: Combined Eid-ul-Fitr Salaat, Hussain day procession and others as necessary.

18. ARTICLE 18: ADVISORY COUNCIL

The advisory council is formed to provide guidance to the Board of Trustees, Managers and Committees. The advisory council does not have a formal authority to govern the functions and affairs of ICZ

18.1. The advisory council shall consist of a minimum of five ICZ active voting members having continuous membership from last 15 years and must be a US citizen or permanent resident.

18.2. The minimum age of the member in advisory council needs to be at-least 60 years.

18.3. The tenure of the advisory member shall be three years.

19. ARTICLE 19: GUIDANCE OF MARJA-E-TAQLEED

19.1. At no time the business of ICZ shall be conducted unless the names of three living Marja-e-Taqleed are adopted by the Board of Trustees in consultation with resident scholar in the following manner:

19.2. The Resolution as shown in Appendix 3 shall be presented to the Board of Trustees by its Chairperson and adopted by a vote of simple majority.

19.3. Among three Marja-e-Taqleed one will be the main Marja that will be selected based on the majority vote of the ICZ Board of Trustees in consultation with resident scholar. Guidance may be sought from the other two Marja-e-Taqleed in case the main Marja-e-Taqleed is not present to provide guidance.

19.4. If main Marja is not present, then guidance shall be sought from next available Marja in line. The response from the Marja shall suffice.

19.5. Marja-e-Taqleed shall be contacted only for the followings:

19.5.1. Seek the ruling on Fiqh related affairs.

19.5.2. Seek clarification on the interpretation of Quranic Ayah's.

19.5.3. Confirm the validity of the narrations, and scriptural writing(s) e.g. related to the Masumeen A.S., Ashaab R.A., Ahadeeth narrators, and Islam in general.

19.6. Member(s) not happy with the Resident scholar's clarification on Islamic law then such member(s) shall provide the issue requiring the clarification in writing to Board of Trustees.

19.7. Board of Trustees shall forward issue(s) to Marja in writing for interpretation.

19.8. No person shall communicate, on behalf of ICZ, with the office of the Marja-e-Taqleed. All such communication shall be made on behalf of ICZ, person authorized by the Board of Trustees.

19.9. Upon receiving the response from Marja office it will be forwarded to concerned member in writing. Board of Trustees shall not pursue that issue further once ruling of the Marja is issued.

20. ARTICLE 20: MANDATORY BINDING ARBITRATION AND DISPUTE RESOLUTION:

Any and all disputes amongst or between the members, trustees, managers, volunteers, employees, etc., through mandatory binding arbitration. Any dispute should first be brought to the attention of the Board of Trustees. The Board of Trustees shall present to the Resident Scholar, or an Aalim within Northern California (in the absence of Resident Scholar or if any party does not wish to include Resident Scholar) any and all disputes between members, trustees, and managers to be resolved as follows:

20.1. If the Members, Trustees, and Managers are unable to resolve their disputes among themselves, then they may request the Resident Scholar of ICZ to assist in resolving such disputes.

20.2. All Members, Trustees, Managers, and Resident Scholar shall try to resolve their disputes among themselves.

20.3. If the dispute is not resolved, then the parties may enter a written agreement to designate a Resident Scholar from another Islamic Center, practicing Shia Ithna Ashari Islam, within Northern California as the arbitrator for such disputes. If dispute remains, then Board of Trustees shall contact the Marja on record. Marja decision shall be final and binding to all parties.

21. ARTICLE 21: FINANCIAL MISAPPROPRIATION, PROPERTY DAMAGE, AND THEFT

21.1. Charge(s) of misdemeanor, misuse of funds, fraud, corruption, violation of the ICZ ByLaws, cover-up of such offenses, etc., can be brought against a member or a group of members by a petition signed by members in good standing. The petition shall be handed over to the Chairperson of the Board of Trustees.

21.2. The members of Board of Trustees shall meet within one week of receipt of the petition to set up a panel to hear the charge(s).

21.3. The panel shall consist of Resident Scholar, at least one Trustee, and at least one Manager. The person(s) against whom charge(s) has (have) been brought does (do) not qualify to be on the panel.

21.4. The panel members shall elect or choose among them the Chairperson of the panel.

21.5. The Chairperson of the panel shall schedule the time for the first session of the panel and shall notify, in writing, the panelists at least one week before the scheduled session.

21.6. The panel shall conduct its affairs in accordance with Islamic law. It shall hear the charge(s) and witnesses and shall examine all evidence and pass a verdict of "Guilty" or "Not Guilty" and determine punitive and/or corrective measures.

21.7. During investigation, no information shall be released to public or community regarding charges, neither from panel nor from ICZ officials.

21.8. The panel shall submit a report on their findings and actions to the Board of Trustees.

21.9. Board of Trustees shall convene a special board meeting and determine the final action. Board of Trustees decision shall be the final decision.

21.10. Depending on the nature of negligence and damages, Board of Trustees may decide to turn over the charges to local authority for investigation.

22. ARTICLE 22: POLICES AND PROCEDURES

22.1. The Board of Trustees shall develop policies for the efficient, effective and lawful governance of the ICZ. Such policies may be modified, changed or expanded from time to time at the discretion of the Trustees. The Trustees may delegate the formation of such policies to a Board Committee or to a Management Committee or to its Officers. Moreover, the Trustees shall delegate the formulation of procedures designed to implement and monitor policies it has deemed in the best interest of the ICZ or that otherwise required by applicable laws, from time to time.

23. ARTICLE 23: EXECUTION OF FINANCIAL INSTRUMENTS, DEPOSITS AND PAYMENTS

23.1. **EXECUTION OF FINANCIAL INSTRUMENTS**

23.1.1. The Board of Trustees except as otherwise provided in these ByLaws, may by resolution authorize any officer or agent of the ICZ to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ICZ, and such authority shall be confined to specific items authorized and well documented by the Board of Trustees in a duly called meeting of Board of Trustees. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the ICZ by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

23.1.2. **CHECKS AND NOTES**

23.1.2.1. Except as otherwise specifically determined by resolution of the Board of Trustees or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the ICZ shall be governed according to the current policy set forth by the Board of Trustees. At the

time of inception of these ByLaws following recommendations are made and are subject to the Board of Trustees approval.

23.1.2.2. Board of Trustees shall adopt a resolution authorizing the following members of organization to sign a corporate check.

23.1.2.3. The Treasurer (Trustee of Finance), as a main signatory on all checks subject to the conditions and limitations imposed by the Board of Trustees.

23.1.2.4. A member of Board of Trustees as approved by the Board, to co-sign a check exceeding certain amount, subject to the conditions and limits imposed by the Board of Trustees.

23.1.2.5. Trustee in-charge of Sunday school, to sign a check on a sub-account established for Sunday school. The Treasurer shall also be the co-signer on this sub-account and authorized to write a check if the Trustee in-charge of Sunday school is not present. A member of Board of Trustees as approved by the Board, to co-sign a check exceeding certain amount, subject to the conditions and limits imposed by the Board of Trustees.

23.1.2.6. Chairperson of the Board of Trustees, authorized to write a check if no other signer is available, or to write checks according to authority vested upon him/her as described in Article 10.4.

23.1.3. **PAYMENT PROCEDURES**

23.1.3.1. **BUDGETED / APPROVED EXPENSES**: Payment procedures and authority to sign checks for budgeted or approved expenses will be governed as follows:

23.1.3.1.1. Payments shall be only made for pre-approved expenses by the Board of Trustees.

23.1.3.1.2. A Payment Voucher shall be given to Treasurer to receive payments for all expenses.

23.1.3.1.3. No checks shall be signed by any authorized signer unless payment voucher has been duly filled and approved as required.

23.1.3.1.4. All checks for $10,000 or less will be signed by the Treasurer. If the Treasurer is unavailable and payments need to be made, then secondary signatory is authorized to sign.

23.1.3.1.5. Checks over $10,000 shall be signed by both primary & secondary signatory.

23.1.3.1.6. Any reimbursement amount less than or equal to $2000 shall require the payment voucher signed by the Treasurer.

23.1.3.1.7. Any reimbursement over $2,000 shall require a payment voucher, signed by President and Treasurer of ICZ.

23.1.3.1.8. Any financial commitment exceeding $50,000 on behalf of ICZ for any purpose shall get an approval from the Board of Trustees.

23.1.3.1.9. Any sale of asset, including properties owned by ICZ, exceeding a value of $50,000 shall get an approval from the membership at a General Body Meeting.

23.1.3.1.10. All annual budgets prepared by the Trustees must be approved by the Board of Trustees before they become official budgets.

23.1.3.2. **NON-BUDGETED / NON-PRE-APPROVED EXPENSES**

23.1.3.2.1. All payments against non-pre-approved expenses shall be supported by an expense claim signed by the claimant.

23.1.3.2.2. Maximum amount on a single receipt shall not exceed $500.

23.1.3.2.3. Total of all expenses claimed by member shall not exceed $2000 per calendar month.

23.1.3.2.4. Any Expense Report over $1000 must be approved by the Board of Trustees.

23.1.3.2.5. All funds of the ICZ shall be deposited from time to time to the credit of the ICZ in such banks, trust companies, or other depositories as the Board of Trustees may select.

23.1.3.3. **GIFTS**

23.1.3.3.1. The Board of Trustees may accept on behalf of the ICZ any contributions, gifts and bequests for the religious purposes.

24. ARTICLE 24: CORPORATE RECORDS, REPORTS AND SEAL

24.1. **MAINTENANCE OF CORPORATE RECORDS**

24.1.1. All original records shall be kept at its principal office.

24.1.2. Minutes of all meetings of Trustees, committees, and all other meetings shall be kept, indicating participants information, time and place of such meetings, types of meetings, manners of calling meetings, notices given, proceedings, and resolutions (if any).

24.1.3. Maintain adequate and accurate books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

24.1.4. A record of membership indicating their names, contact information, date of membership, class of membership, and termination date (if any).

24.1.5. All ballots must be kept in the corporate records for a period of no less than two years.

24.1.6. All original records must be scanned and shall be kept in electronic forms.

24.2. **CORPORATE SEAL**

24.2.1. The Board of Trustees may adopt, use, and at will alter, a Corporate seal. Such seal shall be kept at the principal office of the ICZ.

24.3. **TRUSTEES' INSPECTION RIGHTS**

24.3.1. Every Board of Trustees shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the ICZ.

24.4. **RIGHT TO COPY AND MAKE EXTRACTS**

24.4.1. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts if authorized by the Board of Trustees or required by law.

24.5. **ANNUAL REPORT**

24.5.1. The Board of Trustees shall prepare an annual report to be made available to the Members within 120 days after the end of the ICZ's fiscal year.

24.6. **FISCAL YEAR**

24.6.1. The fiscal year of the ICZ shall be from January 1 to December 31.

25. ARTICLE 25: AMENDMENT OF ARTICLE OF INCORPORATION

25.1. Any amendment in the Articles of Incorporation of Islamic Center of Zahra, Inc. may be adopted by unanimous approval of the Board of Trustees and the 3/4 approval of ICZ voting members.

26. ARTICLE 26: AMENDMENTS TO THE CONSTITUTION

26.1. Any amendment to the Constitution shall be according to the guidelines provided in the Constitution of Islamic Center of Zahra, Inc. (See Article X of the Constitution).

27. ARTICLE 27: AMENDMENT OF BYLAWS

27.1. 50% of voting members in good standing or any Trustee may submit in writing to the Board of Trustees to amend any provision of this by-laws. If approved by three-fourth (3/4th) majority of the Trustees, proposal for such amendment shall be submitted to the General Body at any General Body Meeting of the ICZ. An amendment shall not be effective unless three-fourth (3/4th) majority of the voting members approves such amendment(s). The Secretary, at the direction of the Trustees, shall mail notice of such proposed amendment to the members of the ICZ at least 15 days before the meeting is scheduled.

27.2. The quorum of a General Body Meeting considering amendment to any provisions of the Constitution shall be at least three-fourth ($3/4^{th}$) of the total current members in good standing constituting the General body and three-fourth ($3/4^{th}$) of all members of the Board of Trustees.

28. ARTICLE 28: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

28.1. No member, trustee, manager, officer, employee, or other person connected with ICZ, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the ICZ, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the ICZ in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these ByLaws and is adopted by resolution of the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Corporate assets on dissolution of the ICZ. All members, if any, of the ICZ shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the ICZ, whether voluntarily or involuntarily, the assets of the ICZ, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and not otherwise.

Appendix 1: WRITTEN CONSENT OF BOARD OF TRUSTEES ADOPTING BYLAWS

We, the undersigned, are all of the persons elected the Trustees of Islamic Center of Zahra, Inc. a California nonprofit organization and pursuant to the authority granted to the Trustees by these ByLaws to take action, consent to, and hereby do, adopt the foregoing amended ByLaws as the ByLaws of this ICZ.

Documents included in the Appendices are used for reference. Changing the Appendix time to time does not mean change or amendment of these ByLaws.

Dated: July 19th, 2020

Trustee (Jafar Mohsin)

Trustee (Mir Amanath, Ali)

Trustee (Mirza Abbas Raza)

Trustee (Samira Dossani)

Trustee (Syed Ahsan Abbas Kazmi)

Trustee (Syed Hasnain Raza Shah)

Trustee (Syed Muhammad Asghar Zaidi)

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Islamic Center of Zahra, Inc. a California nonprofit religious organization; that these ByLaws, consisting of 55 pages, including this page, are the ByLaws of this ICZ as adopted by the Board of Trustees on July 19th, 2020 and that these ByLaws have not been amended or modified since that date.

Executed on July 19th, 2020 at Pleasanton, California.

MIR AMANATH, ALI
Typed/Printed Name of Secretary

Signature of Secretary

Appendix 2: MEMBERSHIP FORM

Islamic Center of Zahra (SA)

Membership Application Form

Primary Membership Information

Name _____ Email _____

Address _____ Residence Phone _____

City _____ State _____ Zip Code _____ Cell Number _____

Gender _____ Marital Status _____ ◌ I am 18 years or older ◌ I will abide by the ICZ constitution

I am applying for a membership as: (Please check only one of the following)

☐ Primary Member (Shall follow Shia Ithna Ashri school of thought)

☐ Paying member (Follow other Fiqh/Sect)

☐ Paying member (Follow other faith)

Spouse Information (if married)

Spouse Name _____ Email _____

☐ Follows Shia Ithna Ashri school ☐ Follows other Fiqh/Sect. ☐ Follows other faith

Dependent Information (children, parent/parent-in-law who are living and financially dependent on you)

No.	Name	Age	Shall follow Fiqh-e-Jafria Ithna Ashri & will abide by ICZ constitution (Yes/No)	Gender	Relationship
1					
2					
3					
4					
5					

Signature of applicant

I hereby certify that the information entered in this application form are true and correct to the best of my knowledge and belief. I will pay my monthly dues through

☐ Auto Withdrawal ☐ Check ☐ Cash ☐ Request for waiver (BOT will review the eligibility)

☐ Request for reduction in dues (BOT will review the eligibility) ☐ Already on Auto Withdrawal and apply toward dues

Signature _____ **Date** _____

Fee and Due Schedule: Registration Fee: $5 for the Application	
Monthly Dues	
Individual	Family
$45	$75

Official Use only (Please do not write below this)

☐ Received cash ☐ Received Check Amount _____ Check No. _____ Date _____

Board of Trustee _____ Date _____

Appendix 3: SELECTION OF MARJA-E-TAQLEED

The Board of Trustees of Islamic Center of Zahra at its meeting on dated: 07/22/2020 have adopted the following resolution to comply with Article 19 of the ByLaws of Islamic Center of Zahra, the Board of Trustees have chosen the following Marja-e-Taqleed:

NAME OF THE MARAJA:

1. Main Maraja Name: **Ayatollah Sayyid Ali Husayni al-Sistani**
2. Alternate Maraja Name: **Ayatollah Sayyid Ali Hoseyni Khamenei**
3. Alternate Maraja Name: **Ayatollah Hossein Vahid Khorasani**

RESOLUTION APPROVED BY:

1. Trustee Name: Jafar Mohsin Signature: _____
2. Trustee Name: Mir Amanath Ali Signature: _____
3. Trustee Name: Mirza Abbas Raza Signature: _____
4. Trustee Name: Samira Dossani Signature: Samira Dossani
5. Trustee Name: Syed Ahsan Abbas Kazmi Signature: _____
6. Trustee Name: Syed Hasnain Raza Shah Signature: _____
7. Trustee Name: Syed Muhammad Asghar Zaidi Signature: _____

Date: July 22nd, 2020

Location: Pleasanton, CALIFORNIA

Appendix 4: Nomination Form for Trustee/Manager of ICZ

Nomination Form for Trustee/Manager of ICZ

1. Name of Candidate _____

   *Signature of Candidate_____

   *Telephone Number_____

   *Address_____

   *Email_____

   *ICZ member Yes ☐ No ☐
2. Self-Nominated ☐
3. Nominated by 1 (optional)
   a. Name_____
   b. Signature of Nominee_____
   c. Telephone Number_____
   d. Address_____
   e. Email_____
   f. ICZ member Yes ☐ No ☐
4. Nominated by 2 (optional)
   a. Name_____
   b. Signature of Nominee_____
   c. Telephone Number_____
   d. Address_____
   e. Email_____
   f. ICZ member Yes ☐ No ☐
5. For ICZ Election Commission Action:
   a. Accepted ☐ b. Not Accepted ☐

   Any rejection of a nomination must be based on a violation of an article (s) of the Constitution or ByLaws of the ICZ. Election Commissioner must reference such article when rejection the nomination.

   _____

   _____

   Signed: Election Commissioner_____

* REQUIRED INFORMATION FOR ACCEPTANCE

Appendix 5: Candidate Manifesto

ICZ – Election Commission 20___

Name:		Date:	

Personal Introduction – *Please also list what organizations/ associations you are/have been a member of:*
Why do you consider yourself as the right candidate – *Please tell us about your relevant past/ present experience only:*
How do you plan to serve the Islamic Center of Zahra – *What programs/committees do you support and why?*

Appendix 6: VOTING BALLOT TEMPLATE

ICZ Election 20___

Voting Ballot

Put an "X" in the box for the candidate you are voting for

Candidate name below	Mark "X" for your selection
Candidate 1	
Candidate 2	
Candidate 3	
Candidate 4	
Candidate 5	
Candidate 6	
Candidate 7	
Candidate 8	
Candidate 9	
Candidate 10	
Candidate 11	
Candidate 12	

Valid Vote Yes No (Circle one)

Election Commissioner Signature _____

Date _____

Appendix 7: OATH TEMPLATE

Islamic Center of Zahra (SA)

Islamic Center of Zahra

بسم الله الرحمن الرحيم

I <state *your name here*> bear witness that there is no GOD but ALLAH, and that Prophet Mohammad (S.A.W.W.) is the last messenger of ALLAH, and that Imam Ali (AS) is the right successor of Prophet Mohammad (S.A.W.W.)

I <*state your name here*> do solemnly swear, under no binding or compulsions, that I will serve the community of the Islamic Center of Zahra (SA), and will preserve, protect and defend the Constitution of the Islamic Center of Zahra (SA) to the best of my ability. In making my judgments related to Islamic Center of Zahra (S.A.), I will adhere to the teachings of the Quran, and the Shariah of Prophet Mohammad SAW as codified by Masumeen AS.

I will not represent the interests of any other organization or group and work solely for the benefit of the ICZ in my capacity as a member of the Board of Trustees of Islamic Center of Zahra (S.A.).

During my term, I will faithfully and impartially perform the responsibilities of the Office of Islamic Center of Zahra Board Member to the best of my ability. I will serve the community by working with ICZ boards, resident Aalim and community members.

I will uphold and support the Constitution of ICZ and its by-laws and shall try my best to attend all ICZ programs and board meetings.

I pray to ALLAH SWT in helping me in adherence to this OATH.