



In The Name of Allah, The Beneficent, The Merciful

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## **CONSTITUTION OF THE ISLAMIC CENTER OF MORGANTOWN**

We, the Muslims of **Morgantown** and its vicinity, **West Virginia**, have agreed to, and have adopted the present constitution and do hereby establish an organization to be known as **The Islamic Center of Morgantown (ICM)**.

### **ARTICLE I: AIMS AND PURPOSES**

#### Section 1

The aims and purposes of the ICM are to serve the best interest of Islam and the Muslims of the North-central West Virginia region. Towards this end, ICM shall:

- a. Help Muslims carry out Islamic activities in pursuance of Islam as a complete way of life;
- b. Carry out religious, charitable, literary, scientific research, and other Islamic activities;
- c. Strengthen bonds of brotherhood among Muslims and non-Muslims in accordance with Islam.
- d. Help Muslims and non-Muslims understand the teachings of Islam.
- e. Further cooperation with the existing Muslim organizations;
- f. Be confined to religious, charitable and educational activities in accordance with Islamic teachings and in compliance to Section 501(c)(3) of the Internal Revenue Code, as amended;
- g. No revenue collected, in whole or in part, will be distributable to its members, trustees, officers, or other private persons, except the payment of reasonable compensation for services rendered by individuals or committees and the payment and distribution for the fulfillment of the purposes set forth in the ICM Constitution. This will be carried out in conjunction with Addendum A: Conflict of Interest Policy
- h. ICM will not endorse nor campaign for any political candidate running for local, state or federal elections. However, the ICM will encourage its members to fulfill their civic obligations and participate in officially sanctioned elections. ICM will work to inform the electorate of related concerns and issues so they can make educated decisions.

#### Section 2

ICM shall maintain an office at the premises of 434 Harding Ave, Morgantown WV, 26505, U.S.A or any other ICM designated location to be determined by the ICM Executive Committee (ICM\_EC) and Board of Trustees (ICM\_BOT) in the future in case of relocation.

### Section 3

ICM shall be a non-profit, Islamic, religious organization.

## **ARTICLE II: AFFILIATION**

### Section 1

ICM shall be affiliated with the Islamic Society of North America (ISNA) and the North American Islamic Trust (N.A.I.T.).

### Section 2

Real estate purchased by ICM, 441 Harding Ave, Morgantown, WV, shall be entrusted with the North American Islamic Trust (NAIT). Any new real estate property purchased or donated shall be decided by the ICM\_BOT.

### Section 3

ICM may not undertake any activity that violates Islamic standards and the constitutions of ICM and ISNA or any state, local, or federal laws. In case of any such violation, the President of ISNA, may send a representative to discuss with ICM possible remediation of said violations.

### Section 4

The Executive Committee of ISNA may revoke any decision of the ICM\_EC if at least seventy percent of the “regular members” (Article III, Section 1a) of ICM so demand from the Executive Committee of ISNA. Such a demand should be made as a signed and notarized document.

### Section 5

ISNA may send a representative to supervise the elections of the ICM.

## **ARTICLE III: MEMBERSHIP**

### Section 1

The membership of ICM shall consist of: (a) Regular member (b) Associate member and (c) Honorary member.

- a. A regular member for a particular year shall be any Muslim who wishes to be a member of ICM and agrees to abide by the ICM Constitution and the bylaws set forth by the ICM\_EC and have paid the required membership dues for that year.

A regular member has the right to vote in all elections and General Body meetings.

- b. An associate member of ICM for a particular year shall be any Muslim who wishes to be a member of ICM and agrees to abide by the ICM Constitution and the bylaw set forth by the ICM\_EC, but has not paid the required membership dues for that year. An associate member does not have the right to vote.
- c. An honorary member for a particular year shall be a Muslim or a non-Muslim who has actively participated in the ICM activities and contributed significantly towards establishing a better understanding of Islam at an international, national or regional level. Nomination for an honorary member is made by the ICM\_EC or the ICM\_BOT, and approved by the majority of the ICM\_BOT. An honorary member does not have the right to vote.
- d. A lifetime membership is given to a Muslim who pays \$5000 in a single payment, unless the donor requests not to enlist his/her name as an ICM member.

#### Section 2

A Muslim member of the Muslim Students' Association - West Virginia University (MSA-WVU) is considered an "Associate member" of ICM for the same year. Change of status from an "Associate member" to a "Regular member" could be made by the payment of the required ICM membership dues for that year.

### **ARTICLE IV: Organizational Structure**

The ICM will have 3 established structures: Board of Trustees (ICM\_BOT), ICM Executive Committee (ICM\_EC) and ICM School Board (ICM\_SB). Each branch shall have its own election, responsibilities and accountabilities as outlined in Article V, VI, and VII.

### **ARTICLE V: Board of Trustees (ICM\_BOT)**

#### Section 1 Elections

- a. ICM\_BOT will have five elected members consisting of a Chair and four other representatives of the community. Each member of the ICM\_BOT must be a US Citizen OR permanent resident of the USA AND must be an active paid member of the ICM for at least five consecutive years. The maximum term of the ICM\_BOT positions will be six calendar years starting from time of elections.
- b. All the ICM members running for ICM\_BOT positions must agree in writing or e-mailing to the election committee that they are willing to be nominated ONE week before the election day.

- c. The General body (GB) will elect two new ICM\_BOT members every two years. Election will be held along with ICM\_EC elections in November. Order of elections will cycle among the members of the ICM\_BOT such that the most long serving ICM\_BOT seats will be up for re-election.
- d. Current ICM\_BOT members can re-run for the election of the ICM\_BOT.
- e. The elected ICM\_BOT members will elect a Chair every year.
- f. If one or two ICM\_BOT members fail to complete their term, then the rest of the ICM\_BOT can appoint a temporary member(s) till the end of that ICM\_BOT seat's term or until a new election/mini-election take place. In case 3 or more ICM\_BOT members leave or resign, a new mini election should be held for the remaining terms for all the vacant positions within 30 days. The board CANNOT have more than two temporary members without re-election/ mini-election within 30 days.
- g. In case the ICM\_BOT fails to organize an election for the ICM\_BOT members, then the President of the ICM\_EC has to call for ICM\_BOT election within 30 days.
- h. A husband and wife cannot serve on the ICM\_BOT at the same time.

#### Section 2 Responsibilities:

The following will be among, but not limited to, the general responsibilities of the ICM\_BOT who will work in cooperation with the ICM\_EC on:

- a. Long term regular fund raising for future growth including acquisition, construction and purchase of real estates.
- b. Seeking permanent solutions to the parking logistics at the ICM.
- c. Seeking a permanent Imam.
- d. Establishing a graveyard for the community.
- e. Establishing and maintaining legal basis for IRS non-profit status.

#### Section 3

The ICM\_BOT can appoint honorary members to their board. These honorary board member(s) can attend meetings and voice their opinion but they have no voting rights.

#### Section 4

The ICM\_BOT and the ICM\_EC will meet once every four months. In each meeting the ICM\_EC reports to the ICM\_BOT the activities of the ICM. The ICM\_BOT can give recommendations and ideas for the ICM\_EC.

#### Section 5

Although the ICM\_BOT does not have the power to change any decision taken by the ICM\_EC, they have the power to dissolve the ICM\_EC and call for a new election as described in Article VI, section 11.

#### Section 6 Accountability

The ICM\_BOT will conduct its business according to the by-laws of the constitution and meet at least twice in a calendar year. The ICM\_BOT will give its report to the general body twice a year (fall and spring) including the financial statement. The ICM\_BOT can call the general body meeting for any extra ordinary issues facing the community at any time.

#### Section 7 Attendance

An ICM\_BOT member who has failed to attend three consecutive ICM\_BOT meetings, without being excused by the Chair prior to the meeting, he/she shall be asked to give his/her explanation for the absence in writing. If he/she fails to do so or if his/her explanation is not satisfactory to the ICM\_BOT, the latter shall consider his/her dismissal immediate from the office he/she is holding. The ICM\_BOT shall grant him/her a hearing so as to enable him/her to defend his/her explanation for the absence. If he/she refuses to appear before the ICM\_BOT within a period of six weeks, they shall decide an action based on the recommendation of the ICM\_BOT.

#### Section 8 Dissolving the ICM\_BOT:

In case the ICM\_BOT fails to perform its duties accordingly, then it can be dissolved by 2/3<sup>rd</sup> majority of the general body. In case the ICM\_BOT is dissolved as set forth, then a new election will be called for within 30 days by an election committee appointed by the President of the ICM\_EC. However, in this case ICM\_BOT and ICM\_EC members CANNOT serve on the election committee and ICM\_EC members CANNOT run for the ICM\_BOT election. During this transition, ICM\_EC will run the functions of the ICM\_BOT for no more than 30 days. If an election could not be carried out within 30 days, the dissolved ICM\_BOT will resume their roles and functions starting from the 31<sup>st</sup> day after dissolution until a new election is carried out by ICM\_EC or until the end of their term.

### **ARTICLE VI: ICM Executive Committee (ICM\_EC)**

#### Section 1 Election

- a. The ICM\_EC will have a total of 10 members consisting of seven elected members and three regularly non-voting members (MSA Representative, One ICM\_BOT member (who can vote in case of ties) and School Director. Quorum is four or more voting members and will not include the non-voting



members. It is highly encouraged that at least one of the representatives be a female member of the community.

- b. The term of the ICM\_EC will be two years starting on Jan 1<sup>st</sup> following the election year.
- c. The following will be the positions held by representatives of the ICM\_EC:
  - i. President: responsibilities are defined in Article VI, section 2.
  - ii. General Secretary: responsibilities are defined in Article VI, section 2.
  - iii. Treasurer: responsibilities are defined in Article VI, section 2.
  - iv. Religious Coordinator / Imam: responsibilities are defined in Article VI, section 2.
  - v. Maintenance director: responsibilities are defined in Article VI, section 2.
  - vi. Social activities director: responsibilities are defined in Article VI, section 2.
  - vii. Public relations director: responsibilities are defined in Article VI, section 2.
- d. Qualification of the president: to be an active (paid) member of the ICM for at least two years.
- e. Qualifications for other ICM\_EC members: to be an active (paid) member of the ICM for at least one year.
- f. All the ICM members running for ICM\_EC positions must agree in writing (or e-mailing) to the nomination/election committee that they are willing to run for the election at least ONE week before the Election Day.
- g. If one or more (up to 3) ICM\_EC members fails to complete their term, then the ICM\_EC can appoint a temporary member(s) till the end of the ICM\_EC term or until a new election/mini-election takes place. In case 4 or more executive committee members leave or resign, a new mini election should be held for the remaining terms for all the vacant position within 30 days. The ICM\_EC CANNOT have more than 3 temporary members without re-election or mini-election within 30 days.
- h. A minimum of 7 eligible nominees will be required to hold general ICM\_EC election.
- i. In case the ICM\_EC fails to organize an election for the following ICM\_EC by the end of their term, then ICM\_BOT has to call for ICM\_EC election within 30 days as mentioned before.

Section 2 Responsibilities of ICM\_EC Office Bearers:

- a. The President shall be responsible for:
  - i. The general management of all the activities of the ICM;
  - ii. Directing and coordinating all the activities so as to achieve the purpose of ICM;
  - iii. Calling and presiding over meetings of the ICM\_EC and the General body;
  - iv. Forming various Ad Hoc committees with the approval of the ICM\_EC;
  - v. Controlling funds and expenses of the ICM as provided in Article VIII, Section 10 ;
  - vi. Presenting reports on the state of the ICM to the general body meetings;
  - vii. Being the representative and correspondent of the ICM;
  - viii. Establishing and maintaining good relationship between the ICM, ISNA and other local organizations such as the MSA of West Virginia University.
  
- b. The General Secretary shall be responsible for:
  - i. Preparing and maintaining the minutes of all the ICM\_EC and General Body meetings;
  - ii. Preparing the agenda for the ICM\_EC and General Body meetings and notifying the members of the ICM\_EC and the General Body of all meetings;
  - iii. Maintaining the list of the members and the volunteers for various functions of ICM;
  - iv. Presenting at the beginning of every ICM\_EC and General Body meeting the minutes of the previous meeting for approval by the ICM\_EC/General Body;
  - v. Posting of the bulletin board of the Mosque/Islamic center a list of members eligible to vote in the election. This list shall be posted at least 14 days before the election.
  - vi. Being the contact person for issues dealing with the constitution.
  - vii. Presiding over the ICM\_EC meetings when the President is absent;
  - viii. Temporarily assuming the functions of the President when requested as such by him/her, or if the President is incapacitated.
  
- c. The Treasurer shall be responsible for:
  - i. Maintaining records of all financial transactions of the ICM. He/she shall be responsible for the systematic upkeep of books, receipts and other documents related to the ICM finances;
  - ii. Collecting and depositing all the funds received on behalf of the ICM;
  - iii. Countersigning all withdrawal checks on behalf of ICM in accordance with article VIII, Section 9;

- iv. Preparing the annual budget of ICM in consultation with the newly elected ICM\_EC and presenting the same before the General Body meeting;
  - v. Presenting before the ICM\_EC a quarterly report on the status of ICM financial affairs, including anonymous donations and total donations received by ICM;
  - vi. Planning fund-raising activities for the ICM with the help of other ICM\_EC members.
- d. The Religious coordinator/Imam shall be responsible for:
- i. Organizing the timing for the daily prayers, leading prayers, or assigning prayer leaders, whenever possible;
  - ii. Conducting/assigning/organizing Friday and Eid prayers/sermons;
  - iii. Organizing the Friday Halaqua (Study Circle);
  - iv. Organizing and maintaining the library which includes books, booklets, audio/visual materials, and computer Hardware/Software;
  - v. Supervising the checking in and out of all library materials;
  - vi. Ordering of new materials and continuously updating the library.
- e. Maintenance Director shall be responsible for:
- i. The general care of the ICM premises including general cleaning, maintenance of appliances, HVAC systems, fire alarms and security systems;
  - ii. Making sure that the properties are organized and ready for events and school.
  - iii. Maintenance of the mosque, annexed buildings and the parking lots.
- f. Social Activities Director shall be responsible for:
- i. Directing and supervising all arrangements for celebration of religious festivals and social programs such as picnics, dinners, Islamic topics, etc.
  - ii. Informing the members about the time, place and details of the festivals, social events and sports;
  - iii. Scheduling of all the activities that take place on the premises of the ICM.
- g. Public relations director shall be responsible for:
- i. Local media interaction
  - ii. Interfaith dialogues, open house activities, and outreach and Dawaa activities, in cooperation with other ICM\_EC members.
  - iii. Being the spokesperson of the ICM.

### Section 3 Accountability of ICM\_EC:

The ICM\_EC will conduct its business according to the by-laws of the constitution.

#### Section 4 Attendance ICM\_EC members at meetings:

A member of the ICM\_EC fails to attend three consecutive ICM\_EC meetings, without being excused by the President prior to the meeting, he/she shall be asked to give his/her explanation for the absence in writing. If he/she fails to do so or if his/her explanation is not satisfactory to the ICM\_EC, the latter shall consider his/her dismissal from the office he/she is holding. The ICM\_EC shall grant him/her a hearing so as to enable him/her to defend his/her explanation for absence. If he/she refuses to appear before the ICM\_EC within a period of six weeks, they shall decide an action based on the recommendation of the ICM\_EC.

#### Section 11 Dissolving the ICM\_EC:

In case the ICM\_EC fails to perform its duties accordingly, then it can be dissolved by:

- a. 2/3 majority of the general body.
- b. Or at least 4 members of the ICM\_BOT.

In case the ICM\_EC is dissolved as set forth, then a new election will be called for within 30 days by an election committee appointed by the ICM\_BOT. However, in this case ONLY, ICM\_BOT members CANNOT serve on the election committee and/or CANNOT run for the ICM\_EC election. During this transition, ICM\_BOT will be running the day-to-day business of the ICM for no more than 30 days. If an election could not be carried out within 30 days, the dissolved ICM\_EC will continue running the day-to-day business of the ICM starting from the 31<sup>st</sup> day after dissolution until a new election is carried out by ICM\_BOT or until the end of their term.

## **ARTICLE VII: ICM School Board (ICM\_SB)**

### Section 1 Elections

- a. ICM\_SB members' eligibility criteria:
  - i. To be a current paid ICM member and lived in the community for the past twelve months.
  - ii. A husband and wife cannot serve on the ICM\_SB at the same time.
- b. Voters for the ICM\_SB are ICM paid members.
- c. Voting for the ICM\_SB members will take place every two years. Five ICM\_SB members will be elected.
- d. The election will take place in November/December and the handover of responsibilities will occur on January 1<sup>st</sup>.
- e. In case the ICM\_SB fails to organize an election for the following ICM\_SB by the end of their term, then ICM\_EC has to call for ICM\_SB election within 30 days as mentioned before.

## Section 2

The ICM\_SB will be composed of the five elected members (voting members) plus one non-voting member of the ICM Executive Committee (ICM\_EC).

## Section 3

- a. The five members of the ICM\_SB will elect a School Principal.
- b. The ICM\_SB can reelect the School Principal at any time by vote of at least four ICM\_SB members.

## Section 4

If one or two ICM\_SB members fails to complete their term, then the rest of the ICM\_SB can appoint a temporary member(s) till the end of the ICM\_SB term or until a new election/mini-election take place. In case 3 or more ICM\_SB members leave or resign, a new mini election should be held for the remaining term for all the vacant positions within 30 days. The ICM\_SB cannot have more than two temporary members without re-election/ mini-election within 30 days.

## Section 5 Structure and responsibilities of ICM\_SB:

The ICM\_SB five members have the following positions:

- a. School Chair.
- b. School Secretary.
- c. School Treasurer.
- d. Curriculum coordinator.
- e. School Principal.

## Section 6

The ICM\_SB will:

- a. Will develop a long term vision of the school educational activities. Will arrange/approve regular paid/unpaid school educational activities at ICM School premises in consultation with ICM\_EC.
- b. The curriculum coordinator and the school principal will develop/review the curriculum and implement it after ICMSB approval.
- c. Will hire/ask the advice of other experienced professionals in the community regarding school issues including the curriculum.
- d. Will review school teacher's applications that will be provided by the school principal and will give their recommendation according to the applicant's qualifications.
- e. Will develop internal guidelines (by-laws) for ICMSB with consultation with ICMEC

Section 7: The responsibilities of the School principal include but not limited to:

- a. Ensure the application of the decisions made by ICMSB, including implementing the curriculum.

- b. Appoint school volunteers to help run the School depending on ICMS needs.
- c. Will provide two reports annually (one every semester) on the ICMS performance to the ICMSB/ICMEC.
- d. Arranging parents /teachers conferences.

Section 8 School Finances:

- a. The ICMS account will be sub-account of ICM account with the treasurer.
- b. The ICMSB treasurer will provide financial reports twice a year to the ICMSB and ICM\_EC.

Section 9

Parents-Teachers meeting will be arranged twice a year (one per semester).

Section 10 Accountability of the ICM\_SB:

- a. The ICM\_SB will conduct its business according to the by-laws of the ICM constitution.

Section 11 Dissolving the ICM\_SB:

In case the ICM\_SB fails to perform its duties accordingly, then it can be dissolved by:

- a. 2/3 majority of the voting parents.
- b. Or at least 5 members of the ICM\_EC.

In case the ICM\_SB is dissolved as set forth, then a new election will be called for within 30 days by an election committee appointed by the ICM\_EC. However, in this case , ICM\_EC members CANNOT serve on the election committee and/or CANNOT run for the ICM\_SB election. During this transition, ICM\_EC will be running the business of the ICM\_SB for no more than 30 days. If an election could not be carried out within 30 days, the dissolved ICM\_SB will resume running the business of the ICM\_SB starting from the 31<sup>st</sup> day after dissolution until a new election is carried out by ICM\_EC or until the end of their term.

**ARTICLE VIII: FINANCE**

Section 1

The membership dues for students and non-students shall be determined by the ICM\_EC at the beginning of every year, January 1<sup>st</sup>.

Section 2

Annual membership dues shall not be increased by more than 15% (fifteen percent) in any year without the approval of the majority of the members of the ICM.

Section 3

The membership dues for a particular year are due by September 1st of that year.

#### Section 4

The ICM\_EC may accept any contribution in any form, from any source consistent with the purposes of ICM and with the principles of Islam.

#### Section 5

All funds collected for a specific cause shall be used for that cause.

#### Section 6

The fiscal year shall commence on January 1 and end on December 31 of the same year.

#### Section 7

The association shall maintain the following separate accounts:

- a. Expense account - this shall be an interest free bank account for its current expenses. All of the associations income, receipts, dues, all other incoming checks or cash and all donations, shall be deposited in this account.
- b. Deposit account with NAIT - in this account shall be deposited all funds in excess of one year needs.

#### Section 8 Withdrawal of funds

- a. All the withdrawals for equal or less than \$1500 (single check) will require written authorization of the treasurer. In the absence of the treasurer, the president of the ICM\_EC will authorize such transaction. In case of check withdrawals, signatures of the above mentioned persons are required.
- b. All check withdrawals from the Expense Account greater than \$500 in one calendar day shall require two signatures: (1) the Treasurer or in the absence of the treasurer the President, of the ICM\_EC of the ICM, and (2) the Chairperson of the ICM\_BOT or in the absence of the Chairperson, the Vice-Chairperson of the ICM\_BOT will sign the checks.
- c. All withdrawals from the deposit account with NAIT shall be cosigned by the Chairperson of the ICM\_BOT, the Treasurer of the ICM\_EC and a member of the ICM\_BOT of the ICM.

#### Section 9 Authorization of Expenditure

The President shall not authorize expenditure of more than \$1000.00 on a single expense without the approval of the ICM\_EC; nor shall he authorize total expense on one occasion of more than \$1000.00 for regular or routine expenses such as electric, gas bills, small projects. For special projects, amount required more than \$1000.00, must be approved by the ICM\_EC.

#### Section 10

The Treasurer shall submit a financial report of every four-month period to the ICM\_EC and the ICM\_BOT, and annual report to the General Body.

## **ARTICLE IX: AD HOC COMMITTEES**

### Section 1

The General Body of the Association during a General Body meeting and/or the ICM\_EC at any other time may appoint an Ad Hoc Committee in order to carry out any special assignment, task or project. The tenure of these committees may vary, depending upon the nature of the assignment. The assignment given to the Ad Hoc Committee shall be precisely defined in a memorandum from the ICM\_EC to the Ad Hoc Committee. The limit on the expenditure, if any, that may be incurred in carrying out the assignment, shall be specified in the memorandum.

### Section 2

The Chairperson of the Ad Hoc Committee shall be elected by the ICM\_EC and shall call, preside over, adjourn the Committee meetings and plan and conduct the Committee's work.

### Section 3

No person shall be the Chairperson of more than two Ad Hoc Committees at the same time.

### Section 4

The Committee shall be allowed to continue its work uninterrupted under the guidance of the executive committee. Only the Chairperson of the Committee shall dismiss the committee after the assignment has been accomplished and he/she has submitted to the President a report to that effect.

### Section 5

The recommendations of the Ad Hoc Committee shall be honored and carried out unless a simple majority of the members present in a General Body meeting called to discuss those votes for any changes.

### Section 6

The Committee shall have a fixed number of members.

### Section 7

None of the Committees shall bypass the ICM\_EC in calling General Body meetings.

## **ARTICLE X: MEETINGS**

### Section 1



The association shall have at least one General Body meeting during the year. The presence of 20% of the members of the association shall constitute a quorum for a General Body meeting.

#### Section 2

There shall be a joint ICM\_EC and Board of Trustee meeting during the first two weeks of Sha'ban , in preparation of Ramadan.

#### Section 3

An emergency meeting of the ICM\_EC may be called by a petition signed by 10 or 10% (ten or ten percent) of all members, whichever is larger. Such a meeting shall be held within a week after the written petition is presented to the President.

#### Section 4

The ICM\_EC shall meet at least once every month at a convenient time and place.

#### Section 5

The President may call ICM\_EC meetings in addition to the monthly meeting whenever he/she deems it necessary.

#### Section 6

A General Body meeting of the Association announcement shall be made at least two weeks prior to the date of the meeting.

#### Section 7

Emergency ICM\_EC meetings may be called at the request of at least 1/3 of the ICM\_EC members. Such a meeting shall be held within one week after the written request is made to the President.

#### Section 8

The presence of one half of the members of the ICM\_EC members shall constitute a quorum for an ICM\_EC meeting. If consistently there is no official quorum, the emergency meeting between the existing executive committee members and the Board of Trustee members will be held for discussion and appropriate action.

#### Section 9

The decision on every matter in the ICM\_EC meeting shall be reached by a majority vote of the members present. The members not attending the meeting shall not be able to vote.

#### Section 10

The ICM\_EC may invite past ICM\_EC members and/or any other members to any ICM\_EC meeting in order to know the history of the past decisions and/or to seek their views on the items on the agenda of the meeting. However, none of the invitees' shall have a right to vote in any ICM\_EC meeting.

## **ARTICLE XI: AMENDMENT PROCEDURE**

### Section 1

A proposal for amendments shall be signed by 20 percent of the members and submitted to the General Secretary who shall mail the proposal to the members and call a General Body meeting within thirty days after the receipt of the proposed amendments.

### Section 2

The quorum requirement for voting on amendments shall be 50% (fifty percent) of the total members.

### Section 3

An affirmative vote by at least 2/3 of the members present shall be necessary for the adoption of all amendments.

### Section 4

If 50% (fifty percent) of the members are not present in a General Body meeting called for voting on the proposed amendments, another General Body meeting shall be called for the same purpose within four weeks after the meeting, with a quorum requirement of 1/3 of the total members, a minimum of 15 members. If the quorum requirement is met, the proposed amendments shall be discussed and adopted by a 2/3 majority of the members present. If the quorum requirement is not met, the current proposal is dropped and must be run through the amendment procedure before it can be brought for voting by the general body again.

### Section 5

Amendments to any of the following Sections may not be valid without the prior proposal or the later confirmation of the Executive Committees of ISNA These Sections are:

- a. All Sections of Articles I and II;
- b. Section 5 of Article XI and
- c. Article XVI

## **ARTICLE XII: JUDICIARY PROCEDURE**

### Section 1

Any charges against a member including but not limited to misappropriation of funds, fraud, corruption, violation of the constitution, etc., can be brought against a member by a petition signed by at least 10 or 10% (ten or ten percent) of total members, whichever is larger. The petition shall be handed over to the President. If the charges are against the President, the petition shall be handed over to the Chairman of the ICM\_BOT.

### Section 2

The ICM\_EC shall meet within two weeks of receipt of the petition in order to set up a panel to hear the charges.

### Section 3

The panel shall consist of an ICM\_EC member and four other members outside the ICM\_EC. The member or the group of members against whom the charges have been brought shall have the option of picking by random drawing four names from a basket containing the names of all the members of the Association, and the ICM\_EC member who will serve on the panel shall be picked in a similar way. If the charges are against one or more ICM\_EC members, the names shall be picked by random from the names of all members of the Association other than ICM\_EC members.

### Section 4

The persons against whom charges have been brought do not qualify to be on the panel. The member shall have been an ICM member for at least six months to serve on the panel.

### Section 5

The panel shall appoint its own Chairperson.

### Section 6

If the accused persons refuse to exercise the right to draw the names of members on the panel, the President or his replacement shall draw the names in the presence of the ICM\_EC.

### Section 7

The Chairperson of the panel shall fix the time for the first session of the panel within two weeks after the formation of the panel and shall notify, in writing, the panelists at least one week before the scheduled session.

### Section 8

The panel shall hear the charges as well as witnesses from both sides, examine all evidence and arrive at a recommendation and determine an appropriate measure including suspension or termination of membership. The panel will forward its recommendations to the ICM\_BOT for decision.

### Section 9

The ICM\_BOT will inform their decision to the general body.

## **ARTICLE XIII: MATTERS OF ARBITRATION**

Concerning any claim, demand, dispute, controversy, and difference arising out of or between member(s) (in any category) and an officer, employee, trustee, or a member of a committee of ICM, among themselves or between any of them, the matter of difference is to be resolved among the parties involved in an amicable spirit of Islamic brotherhood.

If a peaceful agreement can not be reached between the parties then the matter will be exclusively settled by arbitration as set forth in the following procedure:

- a. Either party may, by written notice to the president, within 45 days after a controversy has arisen that is subject to arbitration, request the appointment of arbitrator(s).
- b. The president will, within 30 days after receipt of the request, inform, in writing, the parties to the dispute, of the pending request and ask for their selection of arbitrator(s).
- c. If all parties agree on arbitrator(s), within fifteen (15) days of the request the president will appoint arbitrator(s) for the controversy.
- d. If parties cannot agree on arbitrator(s), then the ICM\_EC and the ICM\_BOT will select arbitrator(s).
- e. Arbitrators will hold an arbitration hearing within thirty (30) days after appointments.
- f. At the hearing, arbitrator(s) will allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party and will render their decision, within fifteen days of the conclusion of the hearing, as the arbitrator(s) deem just.
- g. The decision of the arbitrator(s), if single, or the majority of the arbitrators, if more, will be obligatory on the parties. All parties to the arbitration will take part in the arbitration proceedings in good faith and will abide by the decision of the arbitrator's in the conduct of the arbitration as well as the final decision.
- h. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, parties have to sign a consent that no suit at law or in equity based on such dispute or controversy will be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s). No party to the arbitration will have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.

## **ARTICLE XIV: ELECTIONS**

### **Section 1**

Annual elections shall be held on the first week of November every two years in order to elect the ICM\_EC and ICM\_BOT seats for the following years term. ICM\_SB elections will be held as per Article VII.

### **Section 2**

The nomination process and election will be conducted by one committee: the nomination/election committee. The nomination/election committee will comprise of three members: one member of ICM\_BOT, one member from ICM\_EC and one member from the community. If available, nominees should represent different countries.

### Section 3

The nomination/election for the election must reach the Elections Committee at one week before the specified time for election. The time of election shall be announced by the ICM\_EC during the first week of October.

### Section 4

The nominees must be members of the Association for at least one year. It is recommended:

- a. Not to have more than two nominees with origin from the same country.
- b. To have at least ten (10) nominees for the ICM\_EC election.
- c. Not to serve as a member of two committees simultaneously.

### Section 5

The new executive committee will elect office holders with majority vote.

### Section 6

The newly elected ICM\_EC shall assume the charge of the Association on the first of January of the following year.

### Section 7

A member who has paid his/her annual membership dues prior to one month of the day of the election shall have the right to vote in the election.

### Section 9

The election officers shall not campaign in favor of or against any candidate from two hours before the election till the end of the election. All the election officers shall have the right to vote.

## **ARTICLE XV: MISCELLANEOUS**

### Section 1

The association shall continue as a Non-profit Religious Organization.

### Section 2

The quorum requirement for a General Body meeting and its deliberations except for voting on amendments to the constitution shall be 20% of total voting members.

### Section 3

If the quorum requirement as specified in Section 2 in this Article is not fulfilled in a meeting, another General Body meeting shall be called for the same purpose within a month after the meeting in which there shall be no quorum requirement for voting on matters which were to be voted on in the previous meeting.

#### Section 4

The President shall give to the ICM\_EC his/her reasons in writing for his/her failure to attend three consecutive ICM\_EC meetings. If the Committee does not find his/her explanation for having missed three consecutive meetings to be satisfactory, the General Secretary shall recommend to the General Body his/her dismissal from his/her office. The General Body shall grant him/her a hearing so as to enable him/her to defend his/her explanation for the absence. If he/she refuses to appear before the General body within a period of six weeks, it shall decide an action based on the recommendation of the ICM\_EC.

#### Section 5

In case of ambiguity or conflict between two or more sections of the constitution, the ICM\_EC will request the ICM\_BOT for clarification.

#### Section 6

A member of the ICM\_EC or Ad Hoc Committee who is indicted or arrested or against whom trials are pending in a State or Federal court shall be immediately reviewed. If he/she is convicted after all appeals, he/she shall be reviewed by the ICM\_EC/ICM\_BOT for action.

#### Section 7

If a member of the ICM\_EC resigns or moves away from the area or is dismissed, the ICM\_EC shall co-opt a member to fill the vacated office as per Article VI section 1, sub-section g.

#### Section 8

Election: In case three or more executive committee members leave or resign, a new mini election will be held for the remaining term for the vacant position as per Article VI section 1, sub-section g.

#### Section 9

A Muslim who desires to talk to the Juma'a after a Friday Prayer shall seek the consent of the Religious Coordinator/Imam and announce it one week before he/she intends to do so. If there is more than one Muslim desiring to address the Juma'a, the Imam shall schedule their talks. A Muslim desiring to address the Juma'a who has not sought consent for the purpose a week earlier may be allowed to do so if no one is scheduled to talk for the day, or may be permitted by the Imam.

#### Section 10

Each member shall exercise tolerance and respect the right of other members and their opinions.

## ARTICLE XVI: CONFLICT OF INTEREST POLICY

The Islamic Center of Morgantown (ICM) accepts the following conflict of interest policy which conforms to the IRS guidelines.

### Section 1: Purpose and Definitions

The purpose of the conflict of interest policy is to protect this tax-exempt status of the ICM when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or a member of the ICM.

*Interested Person:* an officer or member of ICM who has direct or indirect financial interest, as defined below, is an interested person.

*Financial Interest:* A person has a financial interest if the person has, directly or indirectly, an ownership, potential ownership or compensation in any entity with which the ICM has a transaction or arrangement.

A financial interest is not necessarily a conflict of interest, unless the ICM\_BOT or a committee decides that a conflict of interest exists.

### Section 2: Procedures

1. Duty to Disclose: An interested person must disclose the existence of the financial interest to the ICM\_BOT or members of the committee.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest, the interested person may make a presentation and explain his case. The interested person leaves the room. The ICM\_BOT or committee shall decide by a vote, after thorough investigation, if a conflict of interest exists.
3. If the ICM\_BOT or committee has reasonable cause to believe a member has failed to disclose actual possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
4. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the ICM\_BOT or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Section 3: Records of Proceedings

Written minutes of all the meetings of the ICM\_BOT or the committee should include dates of meetings, persons present and all discussions and decisions made.

### Section 4: Compensations

A voting member of the ICM\_BOT or committee who receives compensation, directly or indirectly, from the ICM for services is precluded from voting on matters pertaining to that member's compensation.

### Section 5: Annual Statements

Each ICM\_BOT member and committee members with delegated power shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the ICM is a charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 6: Periodic Reviews and Use of Outside Experts

Periodic reviews of the ICM compensations and arrangements will be conducted to ensure the ICM operates in a manner consistent with its charitable purposes.

During the periodic reviews, outside experts can be used as necessary.

### **ARTICLE XVII: CONSTITUTION - ADOPTION AND EFFECT**

The constitution shall be effective immediately after it has been adopted by a majority of the members present in the General Body meeting, with a quorum of 50 percent of the total voting members.

### **ARTICLE XVIII: DISSOLUTION**

If the situation arises which makes the dissolution of ICM inevitable, the ICM\_BOT of ICM shall call upon the Executive Committee of ISNA to handle the process dissolution. Any surplus assets, after meeting all liabilities, shall be distributed to The North American Islamic Trust, Inc., which is an exempt organization under Section 501(c)(3) of the internal revenue Code. NAIT will assign the assets to Islamic Center/s and or Mosque/s located in West Virginia or to an organization for the establishment of Islamic Center/Mosque in West Virginia.

In case of the nonexistence of The North American Islamic Trust, Inc., first disposal shall be made to one or more of the affiliated Islamic organizations which shall have an exempt status under Section 541(c)(3) of the Internal Revenue Code, and then to an Islamic organization organized and operated exclusively for religious, charitable, educational, or scientific purposes as shown at the time qualified as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine any of such assets not shown as disposed of, shall be disposed of by the Court of Common Pleas of the county in which the Principal Office of the Organization is then located, exclusively for such Islamic organizations as said Court shall determine, for the purpose of support or/and establishment of an Islamic Center/mosque in West Virginia.