



Bylaws Amendment Recommendations General Body Meeting June 2022

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Board of Director Eligibility Criteria

Current

• Section 8a. Election of Directors

- Election will be held in the month of December of every election year
- Directors shall serve for a term of three (3) years.
- Directors can only be elected for 1 term.
- Former directors who have served a term may not become a board of directors for a new term until two (2) years have elapsed since the end of their last term.
- The directors will commence term from January 1st after election.
- A candidate must be nominated by 1 EIC voting member and seconded by separate EIC voting member.

Proposed

• Section 8a. Election of Directors

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- The directors will commence term from January 1st after election.
- A candidate must be nominated by 1 EIC voting member and seconded by separate EIC voting member.
- Each Director shall agree to sign the Arbitration form as defined in Appendix Section (Section A – Slide 3) and the agreement to handoff all organizational assets as defined in Appendix Section (Section B – Slide 4) at the start of the term.
- These documents should be signed and submitted to the secretary of the board for record keeping before the deadline date defined in Appendix Section A and Section B

Section A

Arbitration Clause for the Board of Directors

In the event that I have any claim against or dispute or differences with the Evergreen Islamic Center (henceforth EIC) or any other entity operated and controlled by EIC or if I am involved in any controversy arising out of or involving the Articles of Incorporation, Bylaws, or decisions of the EIC and/or Committees formed pursuant to the Bylaws or by the governing body, I agree to submit any such matter to final and binding arbitration pursuant to the provisions of the California Code of Civil Procedure, Section 1280 et seq., or amended statutes, within one month of the time such matter arises.

I agree that such arbitration shall be the exclusive forum for any such dispute. If EIC does not receive a written request for arbitration from me within 30 days from the date the dispute arose, I agree that I will have waived any right to raise any claim, in any form, arising out of such dispute.

I further agree that an individual member of the EIC Board of Directors with any such dispute or difference with the Board may approach the Board of Director for resolution by arbitration.

I further expressly agree that in arbitration my exclusive remedy shall be:

- a) To seek rescission of any act that I deem to have been wrongly undertaken by EIC, or
- b) To force EIC to perform tasks required of it under its Articles of Incorporation, Bylaws and any effective resolutions.

I expressly waive any claim for damages, actual or punitive, save and except to the extent of membership dues paid by me.

I understand that by executing this agreement I waive my right to a trial by a judge and/or jury.

Should any of the provisions of this agreement be unenforceable, the remaining provisions shall remain in full force and in effect and the agreement shall be construed in the most favorable manner so that any dispute/difference involving the parties is resolved by binding arbitration.

I understand and agree that this agreement represents and expresses the complete agreement between EIC and me regarding any acts of omissions of EIC.

I hereby accept the terms and conditions of this agreement in exchange for membership privileges in Evergreen Islamic Center.

Executed in Santa Clara County, California on (Date) ___1/20/202x

By (First and Last Name) :

Signature of Board of Director, Evergreen Islamic Center:

Section B

BOARD MEMBER HANDOVER AGREEMENT FORM

Please complete this form, sign and return to EIC Board at the start of your term.

Each board member needs to complete this form and return to the EIC Board at the beginning of his/her term but no later than Jan 30th of the year.

ITEMS TO RETURN AT THE COMPLETION OF TERM (if in Possession of one or more of the following)

- EIC voter list
- EIC donor list
- Vendor accounts user ID and Password
- EIC vendor list and contact information
- EIC bank information, credit cards, debit cards, unused checks and online access of any Bank/brokerage account that has the EIC EIN associated
- Expense reports with receipts for reimbursement
- EIC confidential documents (borrowed or copied)
- EIC properties (credit card, tools, materials, equipment and others)
- Camera, Alarm, HVAC control, Lock-Box, and others access codes
- EIC members information (email list, telephone numbers, addresses and others.)
- Corporate Matching Platform login name and password including but not limited to Benevity, Brightfunds, Yourcause / Blackbaud which has EIC EIN associated with the account
- Other _____ (Please Specify)

I, _____(Name)_ have returned all checked items shown above. I consent not to use any items or information that I had gathered during the term for my personal use.

I further state that I will delete all soft copies and plan to bring any items found in my possession to the EIC board promptly.

I accept non-compliance of the above will result in automatic ineligibility for standing in future board of Directors election or volunteering in any committees of Evergreen Islamic Center

Signature

Date

Board of Director – Committee Structures

Current

Proposed

• Section 21. Creation and Powers of Committees

No committee may:

- Fill vacancies on the Board or any committee of the Board;
- Fix compensation of the Directors for serving on the Board or on any committee;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able; or
- Create any other committees of the Board.

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· Start a new project without prior approval of the board

· Committees must exceed their scope of work as defined by BoD or seek prior approval from BoD for additional work unless exceptions granted

• Section 21) Special Projects Committee / Taskforce

- At times, BoD may create committees/ taskforce for special projects via a motion approved by the Board specifying the purpose of the committee and scope of the work. Committees must conduct their work within the scope defined by the board or seek prior approval from board for additional work unless exceptions granted

Fiduciary Responsibilities

Current

• Section 26.

- All checks must be signed by the President and Treasurer of the BoD
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Proposed

• Section 26.

- All checks must be signed by the President, Treasurer of the BoD for all approved contracts and budgeted work approved by the BoD.
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- The Treasurer can initiate a payment using electronic check, and/or other mechanism provided by the banking electronic payment system only after getting an approval from the President specifying the amount, the vendor/individual and other information relevant to the payment. The approval needs to be documented and saved for future reference
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- All personal reimbursement expenses over the amount of \$500.00 incurred by volunteers for operational or construction activities should be approved by the BoD and duly reimbursed by the treasurer
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Amendment of Bylaws

Current

• Article XXII Amendment of Bylaws

- Subject to any provision of law applicable to the amendment of Bylaws of Religious Nonprofit Corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by majority of the Board of Directors and majority of voting membership.

Proposed

• Article XXII Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of Religious Nonprofit Corporations, these Bylaws provisions, may be altered, amended, or repealed, and new Bylaws adopted as follows:

- Proposed changes to bylaws approved by a 2/3rd majority of the entire Board of Directors, and then,
- Proposed changes made visible to the voting members / General Body via available means including organizational website and/or e-mail at least 2 weeks ahead of General Body Meeting Meeting of the Voting members
- General Body of the organization duly called for the purpose of voting on proposed changes to Bylaws, where a minimum of 20% of voting members must be physically present, and then
- Conduct the voting and Record votes of the Voting Members on each clause of bylaws.
- Amended Bylaws are adopted upon securing simple majority of votes conducted at General Body Meeting.