



# Proposed EIC Bylaws Amendment

General Body Meeting Dec 16<sup>th</sup>, 2022

**Address:** 2486 Ruby Ave, San Jose, CA 95148

**Website:** [www.eicsanjose.org](http://www.eicsanjose.org)

**Email:** [info@eicsanjose.org](mailto:info@eicsanjose.org)

**Phone:** (408) 239-6668

Updated Bylaws with Proposed Amendments are available on the EIC Website.

# Board of Director Eligibility Criteria –

Current

## Section 7b. Eligibility Criteria

- Any voting member of the organization who has maintained membership for a period of 2 consecutive years, in good standing, immediately preceding the election year;
- A US citizen OR US Permanent Resident
  - OR
- Person on a Work Visa (for example H1-B, L1) with an approved I-140 petition by USCIS and 5 years of residence in San Jose community
- Must be a resident of San Jose; (incorporated or unincorporated areas)
- Must be at least 25 years' old;
- BoD must maintain voting membership status during the tenure.
- 2 years of verifiable volunteer experience in Evergreen Islamic Center

Proposed

## Section 7b. Eligibility Criteria

- Any voting member of the organization who has maintained membership for a period of 2 consecutive years, ~~in good standing~~, immediately preceding the election year;
- A US citizen OR US Permanent Resident
  - OR
- Person on a Work Visa (for example H1-B, L1) with an approved I-140 petition by USCIS and 5 years of residence in San Jose **community**;
- Must be a resident of San Jose (incorporated or unincorporated areas);
- Must be at least 25 years' old;
- **Agree to** maintain voting membership status during the tenure.
- **1 Year of active volunteer experience in any committee at Evergreen Islamic Center certified by committee lead.**



# Youth Registration Deadline

## Current

### Section 5b.

- A youth aged 18-25 who is full time/ part time student who resides at home with a voting member parent as described in Article V11 Section 5a can request a ballot by **June 30th** .

- A photocopy of his/her California ID/ birth certificate and his/her school/ college ID must be attached to his/her request. EC must do their due diligence.

## Proposed

### Section 5b.

- A youth aged 18-25 who is full time or part time student who resides at home with a voting member parent as described in Article VII, Section 5a can request a ballot by **submitting the youth registration application. The Youth registration deadline will be defined by the Election Committee, but it can be no later than the nomination deadline date.**

- A photocopy of his/her California ID/ birth certificate and his/her school/ college ID must be attached to his/her request. EC must do their due diligence.



# 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

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- 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.
- A member running for the BoD position cannot nominate another candidate
- Each Director shall agree to sign the Arbitration form as defined in Appendix Section (Section A) and the agreement to hand off all organizational assets as defined in Appendix Section (Section B) 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

# Voting membership Non-Compliance of Current Director

## Current

- Section 8c.
- None

## Proposed

- **Section 8c. Events causing disqualification of a Board of Director**
- Every serving Director of the Board should maintain his/her voting membership qualification as defined in Article VII Section 5a of the Evergreen Islamic Center for every year of the Director's term. It is the responsibility of the Director to ensure that he/she has made the necessary donations to maintain his/her voting membership qualifications.
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- The treasurer validates the voting membership of the Board of Directors by July 31, of every year. The treasurer will notify the Board of non-compliance (if any) by August 1.
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- Failure to maintain voting membership status at Evergreen Islamic center will result in the disqualification of the Director. This results in a vacancy on the Board of Directors and the vacancy should be filled as defined in this Article Section 9b
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# 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.

### • Section 21. Creation and Powers of Committees

#### A Committee May Not:

- 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.

Start a new project without prior approval of the board

Exceed the scope of work of the committee as defined by BoD;

#### **Section 21a - Special Projects Committee / Taskforce**

At times, the Board may create committees/ taskforce(s) 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



# Election Committee Structure

Current

## Section 22

Proposed

## Section 22

- The election committee shall consist of 3 members.
- The election committee shall be chosen and approved by the Board.
- The election committee must not include any sitting Board members.
- Election committee members shall stay neutral throughout the election process and shall not nominate or influence nominees or members to run or drop-out from elections.
- Nominees cannot be an immediate relative (spouse, children, parent, siblings) of members of the election committee
- The Election committee must continue to operate independently, and must adhere to the current and approved Bylaws of Evergreen Islamic center



# 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 are recommended to be signed by the Treasurer and the President. In the absence of either of them, any other approved member of the BoD can sign the checks for all approved contracts and budgeted work, essential operational expenses, scheduled religious programs and Islamic school expenses approved by the BoD. The Treasurer can also use electronic check, and/or other mechanism provided by bank's electronic payment system in lieu of the handwritten checks.
- All personal reimbursement below \$500 incurred by volunteers for operational, religious or construction activities should be approved by the Committee Lead and duly re-imbursed by the treasurer.
- Any personal reimbursement over \$500 should be approved by the Committee Lead and the President before the treasurer initiates the reimbursement.
- Stock donations to Evergreen Islamic center shall be sold within a 1-week period after deposit and credited to appropriate accounts. Any exceptions to the above should be brought up in a BoD meeting and the decision of the BoD needs to be complied to
- The Treasurer shall prepare a monthly accounting report for the Board for review in its monthly Board meeting. The accounting report shall include all debits and credits (bank statements) for all EIC accounts.

# 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.