



# BYLAWS OF EVERGREEN ISLAMIC CENTER

A California Non-Profit Religious Corporation

## Abstract

*The text of these By Laws is 21 pages. The formatting of the document, header and footer, and the table of contents are not part of the By Laws and neither is this cover page*

*This is the text of the By Laws of the Evergreen Islamic Center, passed by the Board of Directors on December 11th, 2022.*

*Version 4.0*



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## **Article I Name**

The name of this corporation is Evergreen Islamic Center.

## **Article II Corporate offices**

### **Section 1. Principal Office of the Corporation**

The office for the transaction of the activities and affairs of this corporation is 2486 Ruby Avenue, San Jose, California 95148.

### **Section 2. Other offices of the corporation**

The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

## **Article III Purposes**

### **Section 1. General Purpose**

This corporation is organized for religious purposes.

### **Section 2. Specific Purpose**

The specific purposes of this organization are to conduct faith-based services so that members of the community can live healthy, wise, productive, and pious lifestyle as defined by the Quran and the Sunnah of Prophet Muhammad (may peace and blessings be upon him).

## **Article IV Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## **Article V Dedication of Assets**

This corporation's assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the corporation.

## **Article VI Liquidation, Sale or Dissolution**

Liquidation, Sale or transfer of real estate assets either in full or part or dissolution can only occur upon the unanimous decision of the Board and approval of two-third voting members by ballot. All properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a similar organization, nonprofit fund, foundation, or corporation that is organized and operated exclusively for religious purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

## **Article VII Voting Membership**

### **Section 1.**

The membership of the Association shall consist of members who agree to abide by this Bylaws and satisfy the membership requirements specified in Sections 2, 3, 4, 5, and 6 of this Article.

### **Section 2.**

An applicant or renewing member shall testify in the basic beliefs of Islamic faith specifically:

1. Belief in Allah (SWT);
2. Belief in all prophets of Allah (SWT) and that Prophet Muhammad (PBUH) as the last of the prophets;
3. Belief in the Books of Allah (SWT) and that Quran is the last of the books revealed by Allah (SWT)

### **Section 3.**

A member must be at least 18 years old.

### **Section 4.**

A member must be a resident of Santa Clara County or Alameda County.

### **Section 5a.**

An applicant or a renewing member must pay a total annual contribution of \$1000 per household to become or to continue being a member. All Donations made directly to the organization in a recordable manner towards operations and construction. Household is defined as EIC Donor and his/her spouse.

A member or applicant may petition the board and the board may elect to waive the membership fee on grounds of financial hardship.

### **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 youth registration application. EC must do their due diligence.

### **Section 6.**

Must have paid EIC membership dues for one year immediately preceding the membership year. Membership year starts from July 1 of preceding year and ends on June 30 of current year.

### **Section 7.**

Withdrawal from membership may be voluntary or may be decreed by two-third (2/3) vote of the Board of Directors for failure to continue to meet the qualifications stated in Article VII Sections 2, 3, 4, and 5, and for violation of maintaining ordinary and peaceful conduct as set by the decorum and expectations of a place of worship.

**Section 8.**

A person whose membership has been terminated for failure to meet the qualifications stated in Article VII can be reinstated by applying for membership and meeting all membership criteria.

**Section 9.**

Electoral list will consist of voting members who have paid their annual membership dues as defined in Article VII section 6.

**Section 10.**

Each member shall be entitled to one vote.

**Article VIII Board of Directors****Section 1. Authority**

The Board of Directors shall abide by the Articles of Incorporation and the Bylaws of this corporation.

**Section 2. General powers**

Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or Bylaws, and in accordance with the religious principles of Islam, the corporation's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**Section 3. Specific powers**

Without prejudice to the general powers set forth in Article VIII, Section 2 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove, at the pleasure of the board, all corporate officers, committees, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities with the prior approval of two third (2/3rd) of voting membership via ballot.
4. Adopt and use a corporate seal, and alter the form of the seal.

#### **Section 4. Variable number of and qualifications for Directors**

The Board of Directors shall consist of at least 3 but no more than 9 Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors . The number of Directors shall always be an odd number.

#### **Section 5. Duplication of Directors and Officers**

The Directors may also be Officers of this corporation.

#### **Section 6. Restriction on Interested Persons as Directors**

No more than 33 percent of the persons serving on the Board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

#### **Section 7a. Initial/Designated Directors**

The initial Directors shall be designated by the Incorporators and approved by a unanimous vote of the Board. The nine (9) initial Directors designated by the Incorporators and approved by the Board shall serve for an initial term of two (2), four (4), and six (6) years respectively, and shall hold office until successor Directors have been elected. The Board shall unanimously assign the initial terms to the Directors in its First Meeting of the Board. The Board shall decide from amongst themselves which initial Directors shall serve for two (2), four (4), and six (6) years. The last batch of initial Directors will complete their term in 2017

#### **Section 7b. Eligibility Criteria**

- Any voting member of the organization who has maintained membership for a period of 2 consecutive years, 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.
- 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.

#### **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 two consecutive term(s) may not become a board of director for a new term until two (2) years have lapsed since the end of their last term.
- Newly elected directors will commence their terms from January 1st after the election.
- A candidate must be nominated by 1 EIC voting member and seconded by separate EIC voting member.
- A member running for a Board of Director 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
- If no candidate comes forth to contest for a board position, the board has the authority to fill the vacant board positions by nomination. The nominated board members shall meet the criterion specified in Article VIII Section 7b Nomination shall be finalized by a 2/3 vote majority of the board members **Section 4. Variable number of and qualifications for Directors**

### **Section 8b. Events causing vacancies on Board (religious corporation)**

A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Religious Corporation Law, Chapter 2, Article 4; or (c) the increase of the authorized number of directors in accordance with the bylaws.

### **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.

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.

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

### **Section 9. Resignation of Directors**

Except as provided below, any Director may resign by giving written notice to the chairman of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become



effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

### **Section 9b. Replacement of Directors**

In the event of a vacancy among the elected members, the Board shall nominate a member to the Board by a two thirds (2/3) majority of the Board, to serve for the remainder of the Vacating Director's term.

A former board member who has not completed a waiting period of 2 years is not eligible for appointment. A nominated person cannot be eligible to run for election until two years have lapsed since the end of their previous term if they have served for more than half the term (18 Months or more).

A nominated person should meet all the criteria as defined in Article VIII section 7b.

### **Section 10. Place of Board Meetings**

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or virtually or/and as mentioned in the notice of the meeting or, if not so designated, at the principal office of the corporation.

### **Section 11. Quorum**

A majority of the elected directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Religious Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, provided minimum quorum condition is met.

### **Section 12. Meetings by Telephone or Other Telecommunications Equipment**

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

1. Each Director participating in the meeting can communicate concurrently with all other Directors.
2. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
3. The Board has adopted and implemented a means of verifying both of the following:
  - a. A person participating in the meeting is a Director or other person permitted to participate in the Board meeting.
  - b. All actions of or votes by the Board are taken or cast only by the Directors and not

by persons who are not Directors.

### **Section 13. Annual and Other Meetings**

The Board shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is required.

Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

### **Section 14. Authority to Call Special Meetings**

Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, the Treasurer, the Secretary, or any two Directors.

### **Section 15. Notice of Special Meetings**

Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the corporation's records

Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 12 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

### **Section 16. Waiver of Notice**

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

### **Section 17. Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

### **Section 18. Notice of Adjourned Meeting**

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

### **Section 19. Action without a meeting**

Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

### **Section 20. Compensation and Reimbursement**

Directors shall not receive compensation for their services as Directors or Officers. Directors may receive such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

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

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more additional committees with a clear charter to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. All committees will work within board approved charter or scope of work. Each committee may consist of at least one (1) Director to serve at the pleasure of the Board. Each committee may internally elect its own Chair.

#### **A Committee May Not:**

- a. Fill vacancies on the Board or any committee of the Board.
- b. Fix compensation of the Directors for serving on the Board or on any committee;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able;
- e. Create any other committees of the Board;
- f. Start a new project without prior approval of the Board;
- g. Exceed the scope of work of the committee as defined by Board;

#### **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.

#### **Section 21b – Election Committee**

- 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

## **Section 22. Meetings and Action of Committees**

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

## **Section 23. Board Meeting Attendance**

A board meeting attendance problem exists with any of the following conditions:

1. The member has three un-notified absences in a row (“un-notified” means the member did not call a reasonable contact in the organization before the meeting to indicate their anticipated absence);
2. The member misses one third of the total number of board meetings in a twelve-month period;

## **Section 24. Response to a Board Attendance Problem**

If a board attendance problem exists, the President will promptly contact the member to discuss the problem. The member’s response will promptly be shared with the entire board at the next board meeting. At that meeting, the board will decide what actions to take regarding the board member’s continued membership on the board. If the board decides to terminate the membership, termination will be conducted per the following policy:

1. The president will notify the terminated member in writing of the board’s decision per the terms of the Board Attendance Policy.
2. This written notification will request a letter of resignation from the terminated member, to be received within two weeks;
3. The board will vote to accept the member’s resignation letter at the next board meeting.
4. The board will promptly initiate a process to nominate a new board member.

## **Section 25.**

President and Treasurer shall sign EIC contracts on behalf of the EIC. The EIC Contracts needs to be approved by the EIC Board with a simple majority and documented in BoD meeting before the President and Treasurer can sign the contract.

## **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 re-imbusement.

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.

## **Article IX Council of Advisors**

The Board may appoint a Council of Advisors to provide advice and guidance to the Board.

## **Article X Officers**

### **Section 1. Offices Held**

The officers of this corporation shall be a President, Treasurer, and Secretary. 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.

### **Section 2. No Duplication of office holders**

The offices may not be held by the same person.

### **Section 3. Appointment of Initial Officers**

The Incorporators may appoint the initial officers of corporation and the Board must unanimously approve the initial appointment of officers. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws

### **Section 4. Terms of Initial Officers**

The terms of the initial Officers shall be for two (2) years. Subsequent terms of the Officers shall be for a period of three (3) years.

### **Section 5. Election of Officers**

The Board will amongst themselves elect a President, Vice President, Treasurer and Secretary at the beginning of each term as its first order of business after newly elected members have joined the board.

### **Section 6. Removal of Officers**

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

### **Section 7. Resignation of Officers**

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

### **Section 8. Vacancies in Office**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office.

### **Section 9. President**

The President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may require.

### **Section 10. Vice President**

The Vice President shall perform all duties and exercise all powers of the President when President is absent or otherwise unable to act.

### **Section 11. Treasurer**

The Treasurer shall report directly to the President or the acting President. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The Treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the President, chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer

and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

## **Section 12. Secretary**

The Secretary shall report directly to the President. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board or of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at Board and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

## **Article XI Contracts with Directors and Officers**

No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the transaction is approved or ratified in good faith by the Directors, after notice and disclosure to all the Directors of the material facts concerning the transaction and the Director's interest in the transaction, or (b)(i) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Board Directors before consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, or the transaction was in furtherance of the corporation's religious purposes; and (d) this corporation enters into the transaction for its own benefit or for the benefit of the organization, and the transaction is fair and reasonable to this corporation or was in furtherance of its religious purposes at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a religious or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without

unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the religious or charitable program of this corporation.

#### **Article XII Loans to Directors and Officers**

This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

#### **Article XIII Indemnification**

To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaws, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Board shall promptly decide under Corporations Code section 5246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board 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 corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

#### **Article XIV Insurance**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

#### **Article XV Maintenance of Corporate Records**

This corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Board, and committees of the Board.



#### **Article XVI Accounting Records and Minutes**

On written demand on the corporation, any Director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors, and committees of the Board at any reasonable time for a purpose reasonably related to the Director's interest as a Director. Any such inspection and copying may be made in person or by the Director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

On written demand to the corporation, any Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the corporation for a purpose related to the EIC projects. Director shall give a week notice to the secretary before viewing the documents.

The director shall keep the information completely confidential and not divulge it to an unrelated person nor shall use it to benefit one's self interest. It shall be used only and only for the cause of the masjid EIC. The director shall sign a pledge form to that effect prior to viewing such information. All prior members and current members of the board must sign a document stating that no such information is in their possession in any forms (hard or soft copies) outside of EIC premises.

#### **Article XVII Maintenance and Inspection of Articles and Bylaws**

This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the Directors at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any Director, furnish to that Director a copy of the articles of incorporation and Bylaws, as amended to the current date.

#### **Article XVIII Directors Right to Inspect**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the Director's interests as a Director.

Every Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind of the corporation for a purpose related to the EIC projects. Director shall give a week notice to the secretary before viewing the documents.

The director shall keep the information completely confidential and not divulge it to an unrelated person nor shall use it to benefit one's self interest. It shall be used only and only for the cause of the EIC. The director shall sign a pledge form to that effect prior to viewing such information. All prior members and current members of the board must sign a document stating that no such information is in their possession in any forms (hard or soft copies) outside of EIC premises.

#### **Section 1**

IT Security policy (separate document refer to "EIC IT and Security Policy") maintained by EIC Communications team and ratified by the board must be followed by all officers of EIC and members who are managing IT related tasks.

## **Section 2**

Safe Viewing of Documents: Directors can inspect the financial documents at EIC office. Hard copy of sensitive documents such as but not limited to budget, donor lists, vendor contracts may not be removed out of EIC office. Copy of any form of the documents not permitted. Any removal of these documents by anyone other than treasurer should be pre-approved by board and a checkout log shall be maintained by secretary.

## **Section 3**

Safe Keeping of Documents: When EIC sensitive documents are in possession of an officer of EIC, special care must be taken not to lose or misplace those as it may cause irreparable harm to the organization. All board members shall follow “EIC IT and Security Policies” for safekeeping of confidential data.

## **Section 5**

All revisions, changing the policy and process of EIC must be approved by the board members.

## **Article XIX Annual Report**

The Board will present the financial records of the organization at the annual general body meeting. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation’s revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation’s expenses or disbursements for both general and restricted purposes;
- (e) An independent accountants’ report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation’s books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

## **Article XX Fiscal Year**

The accounting period shall begin on January 1 and shall end on December 31.

## **Article XXI Annual Statement of Certain Transactions and Indemnifications**

As part of the annual report, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation’s fiscal year, annually prepare and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (b) which

involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:

(1) Any Director or officer of the corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation under these Bylaws.

#### **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:

- A. Proposed changes to bylaws approved by a 2/3rd majority of the entire Board of Directors, and then,
- B. 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 of the Voting members, and then
- C. 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
- D. Conduct the voting and Record votes of the Voting Members on each clause of bylaws.
- E. Amended Bylaws are adopted upon securing simple majority of votes conducted at General Body Meeting.

The original, or a copy of the Bylaws as amended, or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the Principal Office of the Corporation, and such book shall be open to inspection by the members upon request to the Secretary. Digital version of the amended bylaws are version controlled on the organizational storage devices and backed up. Organizational website displaying the updated bylaws are duly updated.

#### **Article XXIII Amendment of Article of Incorporation**

Any amendment of the Articles of Incorporation may be adopted by a unanimous approval of the Board of Directors

#### **Article XXIV Judiciary Procedures**

##### **Section 1.**

Any charges against an Officer, or Director, including but not limited to misappropriation of funds, fraud, corruption, violation of the Bylaws, etc., can be brought against a Director by

petition by at least 1/3 of the Board of Directors. The petition shall be handed over to the President.

**Section 2.**

The Board shall meet within two weeks of receipt of the petition in order to set up a panel to hear the charge(s).

**Section 3.**

The panel shall consist of a Director and two Advisors. The Officer or Director against whom the charge(s) has/have been brought shall have the option of picking by random drawing one name from the Board of Directors to serve on the panel. If the charges are against one or more Directors, then the panel shall be selected by random from the remaining names of the Board of Directors.

**Section 4.**

The panel shall appoint its own Chairperson.

**Section 5.**

If the person(s) accused refuse(s) to exercise the right to draw the name of the Director on the panel, the President or his replacement shall draw the name of the Executive Committee.

**Section 6.**

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 7.**

The panel shall hear the charge(s) as well as the witnesses from both sides, examine all evidences and arrive at a decision and determine an appropriate measure including suspension or termination of Directorship.

**Section 8.**

The panel shall submit a detailed report of their findings and actions to the Board of Directors.

**Section 9.**


The Board approved action shall be final and binding on disputing party or individual officer or director, who shall not have a right to litigate final decision in a court of law. Board of Directors or officers shall sign a declaration to this effect.

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**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Evergreen Islamic Center a California Nonprofit Religious Corporation; that these Bylaws, consisting of 14 pages, including this page, are the Bylaws of this Corporation as adopted by the Board of Directors on March \_\_\_\_\_, 2013; and that these Bylaws have not been amended or modified since that date.

Date: \_\_\_\_\_, 2013

  
\_\_\_\_\_  
Signature of Secretary

## Revision History

Version Number	Changes	Date	Changes Made by
1.0	Captured in excel file: 10 19 2017 Bylaws updates.xlsx	10/19/2017	EIC BoD 2017
2.0	Captured in excel file: 12 01 2018 EIC Bylaws updates.docx	12/01/2018	EIC BoD 2018
3.0	Article 8 Section 7B Eligibility Criteria & 8B – & Election of Directors	Dec 4th 2021	EIC BoD 2021
4.0	Article 8 Section 5B, 7B, 8A, 8C, Section 21, 26, Article XXII Appendix – Section A, B	12/16/2022	EIC BoD 2022

# Appendix

## 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

May Allah (swt) guide me to do the right things for His sake, Inshallah.

Signature

Date