

## **In the name of Allah, the Most Merciful, the Most Compassionate**

### **Article I: Name and Location**

The name of the corporation shall be the Islamic Society of Central Virginia, Inc. (ISCV), hereinafter referred to as the "Corporation" or "ISCV." The principal office for the Corporation shall be located in the city of Charlottesville, Virginia. The Registered Agent for the Corporation shall be Tucker Griffin Barnes Law Firm whose address is 307 West Rio Road, Charlottesville, Virginia 22901.

### **Article II: Description**

ISCV is a non-profit, tax-exempt [Section 501 (c) (3)], non-political, religious, charitable, cultural, and educational organization. ISCV will abide by the Quran and the Sunnah according to the interpretation of Ahlul-Sunnah wal-Jama'ah in all of its activities.

### **Article III: PurposeS**

The purposes of ISCV shall be to share and advance the teachings of Islam and to serve the Muslim community and community at large in Charlottesville, Albemarle, and surrounding counties. All non-Muslims are welcome to attend ISCV activities, if not otherwise indicated by the ISCV Board of Trustees (Board). Towards this end, ISCV shall:

#### **3.1: Activities**

1. Hold congregational prayers and Islamic religious festivities and ceremonies.
2. Promote closer ties, relations, unity, and cooperation among Muslims residing, studying or working in the city of Charlottesville and surrounding counties to achieve ISCV's goals and objectives to the extent permitted by law.
3. Advance Islamic education through various projects, programs and activities.
4. Promote better relations and understanding between the Muslim community and the community at large.
5. Educate Muslims and non-Muslims about Islam.

#### **3.2: Masjid**

ISCV shall maintain a place(s) of worship that shall be known as Masjid(s) (Mosque(s)).

#### **3.3: Office**

ISCV shall maintain an office on Mosque premises.

#### **3.4: Affiliation**

ISCV shall maintain its affiliation with the following organizations:

1. North American Islamic Trust (NAIT)
2. Islamic Society of North America (ISNA)

**Article IV: Membership**  
**4.1: Categories** The membership of ISCV shall consist of two categories: Regular and Associate.

**1. Regular Member:**

This membership may be granted to any Muslim at least 18 years of age; residing, working or studying in the city of Charlottesville or Albemarle County; and who has been an Associate Member for at least one year. Regular Members have the privilege to vote, to nominate, and to be elected to any ISCV position.

2.

**Associate Member:**

This membership may be granted to any Muslim who does not meet the criteria for regular membership.

**4.2: Requirements of Membership**

1. Belief in, acceptance of, and adherence to the Holy Quran and the Sunna including the five pillars of Islam.
2. Acceptance of the purpose of ISCV and compliance with its bylaws and membership requirements.
3. Membership term of one year, with option to renew for additional terms as determined by the Member.
4. Completion of a membership application, which must be reviewed by the ISCV Board of Trustees prior to approval.
5. Payment of an annual, non-refundable membership fee, to be set from time to time by the ISCV Board.
6. Membership in other organizations limited to those in compliance with state or federal law.

**4.3: Privileges of Membership**

All Regular and Associate Members shall have the following privileges:

1. Access to all ISCV activities and facilities as designated by the ISCV Board.
2. The right to attend and participate in ISCV Board meetings. Notwithstanding ISCV's open meeting policy, the ISCV Board reserves the right to hold closed meetings if

approved by a two-thirds majority vote of the Board.

3. Access to all ISCV records on site after submitting a written request to the Board.
4. The right to use ISCV facilities for religious, social, educational activities, subject to approval of the Activities Coordinator. To obtain permission to use ISCV facilities as described, a Member shall submit a written request to the Activities Coordinator. If the request is not approved, the Member has the right to appeal to the Board within fifteen (15) days of receipt of notice that the request was denied. If the Board upholds the decision of the Activities Coordinator, a member may submit a written appeal to the ISCV Board. Upon receipt of said appeal, the Board shall consult the Fiqh Council of North America. A Fatwa issued by the Fiqh Council of North America shall be binding to ISCV.

#### **4.4: Timing for Membership Registration:**

Prospective Members, regular or associate, may submit applications year-round.

#### **4.5: Grievance**

In case of any disputes among the ISCV Members, the Board shall appoint a grievance committee comprised of three ISCV Regular Members who shall mediate the dispute. The grievance committee shall seek an opinion from the Fiqh Council of North America for all religious disputes, the opinion of the Fiqh Council is abiding to the committee.

#### **4.6: Withdrawal of Membership**

Any Member may resign or withdraw his/her membership by submitting a written letter to the ISCV Board of Trustees.

#### **4.7: Suspension of Membership; Right to Appeal**

##### **1. Member Suspension:**

A Member may be suspended by two-thirds (2/3's) majority vote of the ISCV Board, for any of the following reasons: A. Conviction of a Member in a court of law for committing a criminal act or being a member in an organization involved in an illegal act. B. Direct or indirect involvement of a Member in any attempt to obstruct any ISCV program, activity, or rule.

##### **2. Right to Appeal:**

Any Member has the right to appeal a suspension to the Board in writing within thirty (30) calendar days of notice of the suspension. If a suspension is appealed, the review process is as follows: A. The Board must render a decision to the Member in writing within fifteen (15) calendar days of the appeal. B. If the appeal is denied, the Member has the right to appeal to the General Assembly within thirty days (30) of the denial. C. If a Member informs the Board that it

is exercising this right, the Board shall call a special meeting of the General Assembly to hear the appeal within fifteen (15) calendar days of notice of said appeal. D. A Member's suspension shall be upheld or revoked by majority vote of the General Assembly, provided that said vote complies with the quorum requirements specified in Section 5:2 below.

## **Article V: The General Assembly**

**5.1: Members**The General Assembly shall consist of all Regular Members of ISCV.

### **5.2: Quorum**

In any General Assembly meeting called by the Board, a majority of all Regular Members shall constitute a quorum, except for a special General Assembly meeting called to vote on proposed by-law amendments, at which two-thirds (2/3's) of all Regular Members shall constitute a quorum. If a majority is not present, the Board shall call a second meeting that must be held within fifteen (15) days of the first meeting. At the second meeting, a majority of the Regular Members present shall constitute a quorum.

### **5.3: Responsibilities of the Regular Members**

1. To elect members of the Board of Trustees.
2. To make recommendations to the Board of Trustees.
3. To vote as required by the Board.

### **5.4: Calling for a Meeting**

A special General Assembly meeting may be called by a one-third (1/3) vote of the General Assembly. Within thirty (30) days of receipt of a written special meeting request, signed by the requisite number of Regular Members, the Board shall call a special General Assembly meeting.

### **5.5: Annual meeting**

The General Assembly shall meet once a year, on the last Sunday in April, or as called by the Board.

## **Article VI: Board of Trustees**

**6.1: Description**The Board of Trustees is the highest decision-making authority for ISCV. Members of the Board of Trustees are active ISCV Members elected for and engaged in advancing the purpose of ISCV, as stated in Article III.

### **6.2: General Powers**

The Board of Trustees shall supervise all affairs of the ISCV Corporation through the following

means:

1. To approve, amend, or reject the annual budget and activity plans presented by the assigned Board Members, Officers, or proposed by Regular Members.
2. To discuss reports presented by the Officers and provide recommendations accordingly.
3. To discuss special requests by the community.
4. To intervene whenever necessary to resolve any dispute, crisis, or decision that may be viewed by the Board as contradictory or harmful to the best interests of ISCV.
5. To make certain that all activities and financial affairs are conducted professionally and in accordance with state and federal law.
6. The Board has the right to intervene in any issue related to ISCV and its decisions are binding for all bodies of ISCV.
7. To review the membership applications presented by the Administrative Secretary depending on whether the criteria for membership are met.

### **6.3: Number**

The Board of Trustees shall consist of seven (7) Members.

### **6.4: Meetings**

1. A minimum of one monthly regular meeting of the Board shall be held. The Administrative Secretary of the Board shall send written notice, by first-class or electronic mail, to all Board Members at least one week prior to the meeting.
2. Special meetings of the Board may be called by the Chairman of the Board, one-third (1/3) of the Board Members, or one-third (1/3) of the General Assembly. Written notice of special meetings should be sent at least fifteen days (15) prior to the meeting. Notwithstanding the above, the fifteen (15) day notice requirement may be waived in case of an emergency, or in the event time-sensitive issues arise, if waiver is approved by a simple majority of the ISCV Board.
3. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Board Members sign one or more consents in writing setting forth the action to be taken.

### **6.5: Quorum**

A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. **6.6: Resolutions** An act of a majority of the Board present at a meeting at which there is a quorum, or at which the quorum requirement has been waived, shall be the act of the Board of Trustees.

### **6.7: Resignation; Vacancies**

A Board Member may resign at any time by giving written notice to the Board or the Chairman. A vacancy in any Board position because of death, sickness, resignation, removal, disqualification, or otherwise, shall be filled by the Board, within one (1) month of the vacancy, for the remaining portion of said Board member's term. Any Board member may make a nomination to fill the vacancy, and a simple majority of the Board members present is required to elect a nominated Regular Member to fill a vacant position.

## **6.8: Board Positions**

The Board of Trustees shall elect officers for the following positions: 1. Chairman, who shall be a resident of Charlottesville or Albemarle County 2. Vice Chairman. 3. Treasurer. 4. Administrative Secretary. 5. Secretary for Youth and Students Affairs. 6. Outreach Secretary. 7. Activities Coordinator.

## **6.9: Duties and Responsibilities of the Officers**

1. Chairman of the Board of Trustees: The Chairman of the Board of Trustees shall: A. Supervise all business of the Corporation. B. Preside at all meetings of the Board of Trustees. C. Ensure the execution of the decisions by the Board of Trustees. D. Take any and all necessary action to protect the interests of ISCV. i) Any action initiated unilaterally by the Chairman shall be reviewed by the Board within one (1) month of its initiation. Upon review, the Board, by simple majority may uphold, alter, or cancel said action.

2. Vice Chairman: The Vice Chairman of the Board of Trustees shall:

A. Oversee the work of the committees.

B. Manage the day-to-day order of business.

C. Assume all responsibilities allocated to the post of the Chairman in the event of the Chairman's absence.

D. Enforce the Masjid's regulations as approved by the Board of Trustees.

3. Treasurer: The Treasurer of the Board of Trustees shall:

A. Manage all funds, financial affairs, financial records, and securities of the corporation.

B. Preside over the finance committee if formed.

C. Sign checks up to \$1000. The Chairman or Vice Chairman must co-sign for amounts greater than \$1000, but less than \$30,000. Any financial transactions, greater than \$30,000 will require approval by simple majority of the Board.

D. Present the financial records of the Corporation to a certified public accountant (CPA) at least once annually for revision and/or auditing.

4. Administrative Secretary: The Administrative Secretary of the Board of Trustees shall:

A. Take and keep the minutes of the meetings of the Board of Trustees.

B. Serve notice of the meetings in accordance with the provisions of these By-Laws.

C. Maintain all records and the seal of the corporation.

D. See that the seal of the corporation is affixed to all corporate documents in accordance with

the provisions of these by-laws.

E. Receive membership applications and present them to the Board of Trustees for approval.

5. Secretary for Youth and Students Affairs: The Secretary for Youth and Students Affairs of the Board of Trustees shall: A. Foster interaction between students studying in Charlottesville or Albemarle County and ISCV. B. Promote activities for youth in the community, in coordination with the Activities Coordinator.

6. Outreach Secretary: The Outreach Secretary of the Board of Trustees shall: A. Organize ISCV's outdoor activities. B. Generate publicity for ISCV. C. Foster interaction between the Non-Muslim community and ISCV. D. Maintain links between ISCV and refugees within the ISCV community. E. Preside over the Outreach Committee, when formed.

7. Activities Coordinator: The Activities Coordinator of the Board of Trustees shall: A. Organize or approve all activities inside the Masjid. B. Provide speakers for Friday prayers. In the event that an Imam is not available, the Activities Coordinator shall serve as a substitute. C. Take responsibility for all ISCV sanctioned Daawah related activities.

#### **6.10: Executive Officers and Committees:**

The Board may appoint Executive Officers and committees from the Board of Trustees or General Assembly as needed to perform specific tasks that serve ISCV. Committee Members or Executive Officers can be nominated by any Board Member and shall be appointed by a majority vote of the Board of Trustees present. Executive Officers, if appointed, should include at least one student. Said Officers and Committee Members may be removed from their positions by a majority vote of the Board of Trustees.

#### **6.11: Term of the Board of Trustees**

The Board of Trustees shall serve staggered, two (2) year terms, effective as of the 2007-2008 elections.

#### **6.12: Elections of the Board of Trustees**

1. The Board of Trustees shall be elected by the General Assembly.
2. The Election Committee shall be responsible for nominating new Board members and conducting elections, as outlined in Section 7:1.
3. Board Member terms shall expire at the first meeting of the Board following said elections.

#### **6.13: Removal and Recall**

1. Removal:

A. The Board may remove any Board member who fails to carry out his/her responsibilities by simple majority vote. B. A Board Member shall be removed from the Board if he/she loses

his/her status as a Regular Member.

2. Appeal:

A. In the event that a Board Member wants to appeal his/her removal, he/she shall file a written appeal request within thirty (30) days of said removal. B. Upon receipt of said request, the Board shall call a special meeting of the General Assembly no less than twenty-one (21) days from the date the request is received. C. If a quorum is present, as described in Section 5:2 herein; a majority of the Regular Members can reverse the Board's suspension. D. In the event that a Board Member is believed by the General Assembly to be incapable of fulfilling the responsibilities of his/her position, one-third of the Regular Members can call a special General Assembly meeting to remove the Board Member from the Board of Trustees. If a quorum is present at said meeting, as described in Section 5:2 herein, a Board Member's removal shall be approved by a two-third's (2/3's) majority vote

6.14 Compensation

Board Members shall not receive compensation for their service to the Board.

**6:15: Indemnification**

Any member of the Board of Trustees, and any Regular Member acting as an Executive Officer or special Committee Member, as described in Section 6:10 herein, shall be respectively indemnified and held harmless from and against: Any and all costs, charges and expenses sustained or incurred as a result of any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him/her in or about the execution of duties of his/her office and all other costs, charges, and expenses which one sustains or incurs on or about, or in relation to the affairs thereof, except such costs, or charges or expenses as are occasioned by his/her own bad faith, fraud, willful misconduct or gross negligence or a knowing violation of the criminal law.

**ARTICLE VII: Elections and Voting Procedures 7:1: Election Committee**

The Board shall appoint an Election Committee from the ISCV regular membership body to manage all issues related to election of Board members, including nomination of prospective Board members. Previous and current Board members are eligible to serve, as are newly-identified Members. The Election Committee is to be appointed at least 4-8 weeks prior to the end of and Board member's term. The Election Committee shall serve until the announcement of the election results.

**7:2: Ballots**

Balloting form shall be determined at the sole discretion of the Election Committee.



### **7:3: Voting Procedure**

Each voting Member will be entitled to one vote per elected position. Ballots will be submitted by hand to the ISCV Election Committee.

### **7:4: Voting Eligibility**

Only Regular Members of the ISCV are eligible to vote.

### **7:5: Scheduled Elections**

All elections, as described herein, will be scheduled for the last Sunday of April.

### **7:6: Secret Ballot and Open-Counting of Votes**

Ballots shall be completed in secret, but counted during an open meeting of the Election Committee.

### **7:7: Approval**

A majority vote shall be required for approval of any action, except as specified herein.

## **Article VIII: Fiscal Year**

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April each year.

## **Article IX: Amendments**

Any Regular Member may submit a proposed amendment to the By-laws to the Administrative Secretary, who shall present it to the Board at the next regularly scheduled Board meeting. If approved by a 2/3 majority vote of the Board, said Amendment shall be submitted to the General Assembly for review. A vote on any Amendment shall be scheduled no less than fifteen (15) days from the date the Amendment is submitted to the General Assembly. Said vote shall be managed by the Election Committee under the terms specified in Article VII herein. Proposed amendments must be approved by a 2/3 majority vote of the General Assembly. If less than fifty percent (50%) of the General Assembly participates in a vote, the amendment shall be submitted to the General Assembly a second time, with a vote scheduled no less than fifteen (15) days from the time the Amendment is re-submitted. The proposed Amendment shall be accepted if approved by a 2/3's majority vote, regardless of the response rate on the second submission.

## **Article X: Religious Reference**

In case a religious opinion (Fatwa) is needed, the ISCV Board of Trustees will seek an opinion from the Fiqh Council of North America. Any Fatwa issued by the Fiqh Council of North America is binding to ISCV. ISCV will follow Hajj (pilgrimage) in declaring Al-Adha Eid day

and will follow Fiqh Council of North America in declaring Ramadan and Eid Al-Fitr.

### **Article XI: Nondiscrimination**

The facilities and activities of the Corporation shall be open to all interested persons without discrimination on the basis of race, color, sex, or national origin, provided that these persons subscribe to and uphold the objectives of the Corporation and abide by the rules and regulations established by these By-laws and the Board of Trustees.

### **Article XII: Dissolution**

If at any time the General Assembly wishes to dissolve the Corporation, a proposal for dissolution must be submitted in the same manner as a proposed Amendment, as further described in Article IX. Any proposal for dissolution must be approved by a two-thirds (2/3's) majority vote of the General Assembly. In case of dissolution of the Corporation, any assets remaining after payment of all debts and liabilities of the Corporation, as required by law, shall be distributed, upon the approval of five (5) of the seven (7) members of the ISCV Board, to any Muslim Organization which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code, as amended.

### **INTERIM ARTICLES:**

The following Articles shall be in force until the 2007-2008 elections are completed in April 2007:

1. All ISCV Regular Members from 2006-2007 shall be considered eligible for Regular Membership if they renew their membership in 2007.
2. The terms of all current Board members shall expire on the date of the 2007-2008 elections.
3. At the 2007-2008 elections, the following positions shall be elected for one year: Vice Chairman, Secretary of Youth and Students Affairs and Outreach Secretary. For subsequent years, the terms of office for all Board of Trustees positions shall be two years.
4. Division of labor within the Board of Trustees during the 2006-2007 term shall be made, to the extent practicable, to reflect the Board responsibilities as defined herein.