



**ARTICLES OF INCORPORATION**

AND

**BYLAWS**

**JANUARY 1998**



The Muslim Community Center, Inc.  
15200 New Hampshire Avenue, Silver Spring,  
Maryland 20905

# **ARTICLES OF INCORPORATION**

**As amended on February 27, 1981  
(Originally filed on November 11, 1976)**

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# THE MUSLIM COMMUNITY CENTER, INC.

## ARTICLES OF INCORPORATION

As amended on February 27, 1981  
(Originally filed on November 11, 1976)

The undersigned, a majority of whom are citizens of the United States, being of at least twenty one years of age, and desiring to form a non-profit corporation under the general laws of the State of Maryland, do hereby certify:

First. The name of the corporation, hereinafter called the "Corporation," is the Muslim Community Center, Inc.

Second. The Corporation is organized exclusively for religious, educational, and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Specifically, the Corporation shall, subject to the constraints of Section 501(c)(3) of the Internal Revenue Code, establish, maintain, and operate facilities for religious, educational, and related social and cultural activities for the benefit of the Muslim community.

Third. The duration of the Corporation shall be perpetual.

Fourth. The Corporation shall not be authorized to issue capital stock.

Fifth. The Post Office address of the Principal Office of the Corporation is 15200 New Hampshire Avenue, Silver Spring, Maryland 20904.

The name and address of the resident agent of the Corporation in Maryland are: Mr. Arshad Hasan Qureshi, 14281 Peachwood Drive, Silver Spring, Maryland 20904. Said resident agent is a citizen of Maryland and actually resides in Maryland.

Sixth. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. The Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes of the Corporation.

Seventh. Upon dissolution of the Corporation, the Trustees, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring them to one or more Islamic organizations in the metropolitan Washington, D.C. area, which are organized and operated exclusively for religious, educational, and charitable purposes and which qualify as tax exempt organizations under the law at that time. Any such assets not so disposed within a period of two years, or a longer period as determined by a majority of the voting members of the Corporation, shall be disposed by the Court of Common Pleas of the County in which the Principal Office of the Corporations is then located, exclusively for such Islamic purposes or to such Islamic organizations as the said Court shall determine.

Eighth. Membership in the Corporation shall be conferred by the Directors of the Corporation and shall be subject to the conditions and definitions set forth in the bylaws of the Corporation.

Ninth. The affairs of the Corporation shall be managed by a Panel of Trustees and a Board of Directors. There shall be at least five Trustees elected for a period of five years, and at least nine Directors, elected for three years, all of whom shall serve without remuneration. Qualifications for eligibility, conditions for increasing the numbers, and election procedures shall be specified in the bylaws.

Tenth. The Trustees shall hold, in trust, the title to the Corporation's real estate and other assets. They shall have the power to approve or disapprove any financial transactions relating to the Corporation's real estate or other assets, and approve or disapprove the Corporation's financial commitments and the annual budget, before these matters are presented to voting members for approval. In case of emergency, the Trustees shall have the power to suspend some or all of the Corporation's activities and financial transactions, and to conduct those activities and transactions which in their judgment are needed for the day to day operation of the Corporation, subject to approval of their action by the Active Members within sixty days in a Special Meeting of the general body.

The Directors shall have all the powers and authority needed for proper functioning of the Corporation, except the powers expressly assigned to the Trustees.

Details of the roles of the Trustees and Directors shall be stated in the bylaws.

Eleventh. The Corporation shall have the following Officers:

The Chairman of the Trustees, who shall be a Trustee, elected by the Trustees;

The President, the Treasurer, and the Secretary, who shall be Directors, elected by the Directors.

Qualifications of the Officers and the duration of their terms in office shall be specified in the bylaws.

Twelfth. The procedures and rules for membership, meetings, elections, quorums, standing committees, qualifications and duties of officers, handling of accounts, assets and investments, audits, resignations, suspensions, filling of vacancies, etc., shall be provided in the bylaws.

Thirteenth. Amendments to these Articles of Incorporation shall be proposed by at least ten voting members and submitted to the Trustees and Directors, who shall consider them within thirty days. Such changes may also be initially proposed by the Trustees or the Directors. If approved by a majority of both the Trustees and the Directors, the proposal shall be presented to a meeting of the voting members within sixty days after such approval. The notice of such meeting together with a copy of the proposed amendment shall be mailed to voting members at their last known addresses at least fifteen days prior to such meeting. To be carried, an amendment shall require the approval of at least two-thirds majority of the voting members present and voting, including duly signed proxy votes, if any, that are submitted in writing.

Fourteenth. The Board of Directors, Council, and Officers elected in 1980 shall remain in office till the Annual Meeting in March 1981, at which time Trustees, Directors, and other Officers shall be elected in accordance with the foregoing amendments.

In witness whereof, we have signed these Articles of Incorporation on the Eleventh day of November, 1976.

Names and addresses of the Incorporators:

Signatures

1. Nancy Carolyn Hashim  
6407 Tuckerman Lane  
Rockville, MD 20852

2. Arshad Hasan Qureshi  
14821 Peachwood Drive  
Silver Spring, MD 20904

3. Ali Ihsan Tangoren  
6456 Windermere Circle  
Rockville, MD 20852

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- Notarized on 11 November, 1976, in the State of Maryland, County of Montgomery  
{Notary's Signature and Seal}

- Amendments approved by the Members, and communicated to the State Department of Assessments and Taxation of Maryland by Dr. S. H. Durrani, President, and Mr. M. Ajmal Khan, Secretary, on 27 February, 1981.

# **BYLAWS**

**As amended to November 1, 1997**

**(Includes amendments made in 1981, 1982, 1984, 1993,  
1996, and February and October 1997)**

# THE MUSLIM COMMUNITY CENTER, INC.

## BYLAWS

As Amended to November 1, 1997

(Includes amendments made in 1981, 1982, 1984, 1993, 1996, and February and October 1997)

### Sec.1. NAME AND LOCATION

The name of the corporation shall be The Muslim Community Center, Inc. (hereinafter referred to as "the Corporation" or "the MCC"), and its headquarters shall be located in the State of Maryland.

### Sec.2. AIMS AND OBJECTIVES

The general and specific objectives stated in the Second Article of Incorporation shall be construed to include the following purposes and activities:

To promote a closer understanding between all Muslims residing in the metropolitan Washington area, and to foster a Muslim community based on Islamic principles of brotherhood, equality, and mutual help;

To conduct a program of Islamic education, and to organize religious, social, and cultural activities for the benefit of the Muslim community;

To promote friendly relations and understanding between the Muslim community and the general public, and to disseminate information on Islamic principles; and

To cooperate with other Islamic organizations in achieving these goals.

### Sec.3. MEMBERSHIP

Any Muslim\* regardless of race, creed, sex, national origin or visa status in the U.S. is welcome to worship in the MCC and to participate in its religious activities.

#### (a) *Types of Membership*

Membership in the MCC shall take one of the following forms:

1. *Active Member*: Any Muslim who is over the age of eighteen years and who wishes to actively participate in the affairs of the MCC and is a U.S. citizen or holds a visa that entitles him to an extended stay in the U.S. (such as an immigrant visa or international civil service visa but excluding student or diplomatic visa);
2. *Associate Member*: Any Muslim who wishes to participate in the activities sponsored by the MCC and to receive bulletins, circulars, community assistance, and general kinship in the spirit of Islam.
3. *Adjunct Member*: Any person who wishes to attend functions of the MCC and support its activities.
4. *Honorary Member*: Any person who is deemed to have rendered distinguished service to the Muslim community.

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\* For purposes of these bylaws, a Muslim is defined as a person who believes in one God, the Holy Quran, and Muhammad as the last prophet of God.



**(b) Application for Membership**

Application for membership shall be made to the Board of Directors of the MCC (hereinafter called "The Board") on the forms prescribed by the Board, and shall be subject to acceptance by the Board, according to procedures and criteria established by the Board's Membership Committee.

An application for Active Membership must be sponsored by at least two Active Members who personally know the applicant. The Membership Committee may recommend acceptance or rejection of the application, or may recommend acceptance as Associate Member instead of Active Member for a specified period, the Committee being free to form its recommendations on the basis of what it considers to be the best interest of the MCC. The Board's decision on membership applications shall be final after these have been duly processed by the Membership Committee.

Honorary Membership shall be an honor bestowed by the general body of Active Members at the recommendation of the Trustees or the Board, and shall not be by application.

**(c) Resignation of Members**

A member may resign by sending a written resignation to the Board. Nonpayment of the annual dues, or an installment of such dues, within sixty days of the date on which the payment is due may be regarded as an automatic resignation, at the discretion of the Board.

**(d) Membership Dues and Fees**

Membership dues shall be fixed by the Board and may be revised by it from time to time, subject to approval of the general body of Active Members.

Dues for family membership shall be double those for single membership. Currently, the annual dues are as follows:

Active Member	\$100 for an individual, \$200 for a family
Associate Member	\$50 for an individual, \$100 for a family
Adjunct Member	\$50 for an individual, \$100 for a family

The annual dues shall become payable on the first day of each calendar year. In order to be eligible to vote in an Annual Meeting and the annual elections, Active Membership must be renewed by February 15 of that year. At the time of the first application, the dues shall be prorated on a quarterly basis, starting with the quarter in which application is made, and a payment for the appropriate amount must accompany the application. In case the application is not accepted, the dues submitted with it shall be returned to the applicant. The Board may permit the payment of dues in two or more installments, and may reduce or waive the dues of members who join in the last quarter of the year or who cannot afford the payments and ask for relief. Honorary Members shall not be required to pay any dues.

If a member allows his Active Membership to lapse for one year or longer and then wishes to rejoin, he can renew his membership by paying the current year's dues, but he shall have to wait for one year before exercising his right to vote, as for new members.

Additional charges and fees may be assessed by the Board, subject to approval of the body of Active Members, for specific purposes, such as a building or maintenance fund. The Board may prescribe charges or fees for special events and activities, such as dinners, shows, classes, etc., as it sees fit.

**(e) *Rights of Members***

All members shall have the right to attend and participate in the activities of the MCC. However, if a meeting has been designated as an Executive Meeting, attendance shall be by invitation only.

Ultimate authority in the MCC shall rest with Active Members in good standing (i.e., those who have paid their dues in full), this authority being exercised through their vote in the meetings of the general body. Such members shall have the right to vote in the election of Trustees and Directors; to review and approve the annual reports, budget, and future plans presented by the Trustees and Directors; and to vote on any matter of business put to vote in the membership meeting.

Voting rights in the meetings of the general body, including the Annual and Special Meetings, shall be limited to those persons who were active members in good standing for at least one year before the meeting, as certified by the Secretary. An individual member shall have one vote; family members shall have a maximum of two votes if there are two or more adults (over the age of eighteen years) in the family, and only one vote if there is only one adult in the family. Active Members who have the right to vote, as described in this paragraph, shall constitute the general body of voting members for voting, quorum, etc.

Active Members in good standing may attend meetings of the Trustees and the Board, without having voting rights in those meetings. Associate, Adjunct, and Honorary Members shall have no voting rights. Persons who are in arrears in the payment of their dues have no voting rights and shall not participate in the discussion during any business meeting. Active Members in good standing shall have the right to serve on at least one Committee. The assignment to the Committee shall be made by the President and the Chairman of the Committee in consultation with the Board.

**(f) *Suspension or Revocation of Membership***

The membership of a member of the MCC may be suspended or revoked, for cause, after due hearing, in accordance with the following procedure. A petition for such action, stating the reasons for the proposed action and bearing the signatures of at least thirty percent of the Board Members or at least twenty percent of the total number of Active Members who have the right to vote, shall be submitted to the Board. The Board shall hold a hearing within thirty days and shall make its decision within fifteen days after that. The Board's decision may be appealed by the member or the petitioners within thirty days thereafter. The appeal shall be heard by a panel of five Active Members whose names are drawn by lot from a pool of all Active Members, excluding the Board, the petitioners, and the member in question. The decision of the panel shall be final and binding.

The process of an individual's removal or suspension from membership is automatically terminated at any time if the individual in question resigns from membership in the MCC. During the process, every effort shall be made to maintain confidentiality, in order to protect the reputation of the individuals involved.

In an emergency, the Trustees may suspend or revoke an individual's membership in the MCC, subject to approval of their action in a meeting of the general body of Active Members within sixty days of such action.

The suspension or revocation of a person's membership shall automatically relieve him of membership in any Committee of the MCC.

## Sec.4. TRUSTEES

### (a) *Qualifications, Composition, and Election of Trustees*

To be eligible for election as a Trustee, a person must: (1) be an Active Member in good standing; (2) be a U.S. citizen or hold an immigrant visa; (3) have lived in the metropolitan Washington area for at least five years; (4) have never been convicted for a civil or criminal offense (except traffic violations) in the U.S.; and (5) have served as a Trustee or Director for a total of at least three years, except where there has been an interruption of membership of twelve months or longer, in which case previous service will not count.

There shall be five Trustees initially. The number of Trustees may be increased to seven, by a vote of the general body of Active Members, when the number of Active Members who have the right to vote exceeds 900.

Election of Trustees shall be held at the Annual Meeting of the MCC. Each Trustee shall be elected for a period of five years. However, at the first election of Trustees, the terms of the elected Trustees shall be one, two, three, four, and five years, respectively, so that in future years at least one vacancy shall have to be filled by election each year. At the first election, the duration of the term of each specific Trustee shall be determined by the number of votes received by him: the higher the number of votes, the longer the duration of the term. In case the number of votes is equal, the duration of the term shall be determined by mutual agreement, or failing such agreement, by drawing lots.

An individual may not simultaneously be a Trustee and a Director. However, a Trustee may serve on any Committees and otherwise generally participate and assist in the operation of the MCC like any Active Member.

### (b) *Responsibilities of the Trustees*

The duties and powers of the Trustees shall comprise the following:

1. To hold, in trust, the title to the MCC's real estate and other assets;
2. To approve or disapprove any financial transactions relating to the MCC's real estate and other assets. These include purchase, sale, lease, mortgage, or any acquisition or disposition by other means, except that no sale, transfer, lease, or any other action involving the disposition of MCC real estate can be authorized without the written consent of eighty percent of the existing number of Trustees and followed by written consent of seventy-five percent of all Active Members.
3. To approve or disapprove the MCC's financial commitments. These include borrowing (through bonds, debentures, loans, etc.), lending and investing (through purchase of stocks, shares, partnerships, etc.) for and on behalf of the MCC;
4. To approve or disapprove the annual budget proposed by the Directors, and to approve or disapprove during the year any unbudgeted items. All unbudgeted items must be approved by Trustees (and submitted to Members for approval if Trustees deem this to be necessary only if the unbudgeted expense exceeds \$ 15,000) before expenses are incurred on such items.
5. To intervene, in case of emergency and to suspend some or all MCC activities and financial transactions which, in their opinion, are against the MCC's objectives and policies, and to conduct and permit those activities and transactions which in their judgment are needed for the day-to-day operation of the MCC. If such action is taken, then a Special Meeting of Active Members shall be called within sixty days of

such action to ratify the action. The action shall be null and void if a meeting is not called within sixty days or if the action is not approved at the meeting.

6. To provide guidance for the development of long-range strategies for the MCC.

For items 2, 3, and 4 listed above, approval by the Trustees shall be essential before any matter falling under these areas is presented to Active Members for final approval. Before making an irrevocable commitment in respect of items 2 and 3, the Trustees shall present their recommendations to Active Members for approval. Such approval may be obtained through correspondence or through a Special Meeting of the MCC called by the Trustees in accordance with the procedures for such meetings.

**(c) *Chairman of the Trustees***

The Trustees shall hold a meeting within fifteen days after the Annual Meeting of the MCC in order to elect a Chairman of the Trustees from among the Trustees. The Chairman shall hold office for one year but shall be eligible for reelection to consecutive terms, provided he is a Trustee at the time of such reelection.

In order to be eligible for the position of Chairman of Trustees, a Trustee shall have served as a Trustee for at least one year.

**(d) *Meetings of the Trustees***

The Trustees shall meet at the call of the Chairman, at least four times during the year. At least one half of the total number of Trustees must be present at a meeting to constitute a quorum. Decisions shall be by majority vote of the total number of Trustees (not just by a majority of those present). An absent Trustee may cast his vote by proxy, by telephone or in writing.

**(e) *Absenteeism***

If a Trustee is absent from three consecutive regularly scheduled meetings of the Trustees held at least three weeks apart without notifying the Chairman of the reasons for his absence as recorded in the minutes or if he is absent from four such meetings cumulatively during a twelve-month period regardless of such notification, he is considered to have resigned from the office of Trustee and steps may be taken to fill the vacancy in accordance with Section 13.

## **Sec.5. BOARD OF DIRECTORS ("THE BOARD")**

**(a) *Qualifications, Composition, and Election of Directors***

To be eligible for election as a Director, a person must: (1) be an Active Member in good standing and must have been an Active Member for at least two years; (2) be a U.S. citizen or hold a visa that entitles him to an extended stay in the U.S. (such as an immigrant visa or international civil service visa); (3) have lived in the metropolitan Washington area for at least three years; (4) have never been convicted for a civil or criminal offense (except traffic violations) in the U.S.; and (5) have served on one or more MCC Committees for a cumulative period of two years as certified by the Committee Chair(s), or have served as a volunteer teacher or other volunteer member of one or more MCC School Committees for a cumulative period of two years as certified by the Principal(s), or have served as an MCC Trustee or Director for at least one year, except where there has been an interruption of membership of twelve months or longer in which case previous service shall not count. The conditions of two years as Active Member, and two years of service on Committees or one year as Trustee or Director, must have been satisfied in the five years immediately preceding the election.

The Board shall consist of at least nine Directors, regardless of the number of active members.

Election of Directors shall be held at the Annual Meeting of the MCC. Each Director shall be elected for a period of three years. However, at the first election of Directors, three Directors shall be elected for one year, three Directors for two years, and three Directors for three years, so that in future years at least three vacancies shall have to be filled by election each year. At the first election, the duration of the term of each specific Director shall be determined by the number of votes received by him: the higher the number of votes, the longer the duration of the term. In case the number of votes is equal, the duration of the term shall be determined by mutual agreement, or failing such agreement, by drawing lots.

A Director may serve on any Committees and otherwise generally participate and assist in the operation of the MCC like any Active Member.

**(b) *Responsibilities of the Board of Directors***

The Board of Directors shall have all the powers and authority needed for the proper functioning of the MCC, except the powers expressly assigned to the Trustees. The duties and powers of the Board shall include, but not be limited to, the following:

1. Submit to the Trustees for their review and approval within thirty days after the Annual Meeting a plan of work, in accordance with the guidelines laid down by the Trustees, for implementation during the course of the year, and to furnish each quarter a progress report for review and approval by the Trustees;
2. Plan and implement activities consistent with the objectives and policies of the MCC. The Board shall maintain the independence and integrity of the organization by assuring that any activity performed on the Muslim Community Center premises is carried out only under the complete authority and control of the Board and concurrence of the Trustees.
3. Maintain and operate the facilities of the MCC and establish rules and regulations for their use;
4. Prepare an annual budget, including recommended values of annual membership dues and other charges and assessments, for approval by the Trustees and Active Members;
5. Act on membership applications, resignations, suspension or revocation of membership, and other matters relating to membership;
6. Recommend to the general body of Active Members the conferral of Honorary Membership on worthy individuals; and
7. Perform any other functions that are needed for proper management of the MCC and its facilities.

**(c) *Officers of the Board of Directors***

The Board of Directors shall hold a meeting within fifteen days after the Annual Meeting of the MCC in order to elect a President, a Treasurer, and a Secretary from among the Directors. Each of these officers shall hold office for one year, but shall be eligible for reelection to consecutive terms provided he is a Director at the time of such reelection.

In order to be eligible for the position of President, a Director shall have served as a Trustee or a Director for at least one year. (Service on the previous Board of Directors or the Council shall be considered as equivalent to service as a Director.)

The Officers shall perform the duties normally associated with their respective offices, which include the following specific duties:

- The President shall preside at all meetings of the Board as well as the general body meetings. He shall exercise general supervision of the day-to-day activities of, and service provided by, the MCC.
- The Treasurer shall have charge of the dues and accounts of the MCC, and shall be responsible for the collection of dues and for payment of bills, etc.
- The Secretary shall keep a record of the proceedings of the Board meetings and the meetings of the general body. He shall be the custodian of all records of the MCC, shall maintain an up-to-date mailing list of all members, and shall issue notices for meetings.

The Board may elect a Vice President from among the Directors to officiate in the absence of the President and to assist him in his duties.

**(d) Meetings of the Board of Directors**

The Board shall meet at the call of the President, at least nine times during the year. At least one half the total number of Directors must be present at a meeting to constitute a quorum, provided one of the Directors is an Officer of the Board. Decisions of the Board shall be by majority vote of the total number of Directors (not just by the majority of those present). An absent Director may cast his vote by proxy, by telephone, or in writing.

**(e) Absenteeism**

If a Director is absent from three consecutive regularly scheduled monthly meetings of the Board of Directors without notifying the Secretary of the reasons for his absence as recorded in the minutes or if he is absent from four such meetings cumulatively during a twelve-month period regardless of such notification, he shall be considered to have resigned from the office of Director and the Board may take steps to fill the vacancy in accordance with Section 13.

## **Sec.6. COORDINATION BETWEEN TRUSTEES AND DIRECTORS**

The Trustees and the Directors shall make every effort to perform their respective duties and use their respective powers in complete harmony with each other. Each body shall nominate one of its members to attend the meetings of the other body as a nonvoting participant. There should be at least two joint meetings of the two bodies in a year, to be held at the request of either body, within fifteen days of such a request.

## **Sec.7. OFFICERS OF THE CORPORATION**

For the purpose of representing the Corporation, the following officers shall be regarded as officers of the Corporation:

- Chairman of the Trustees, who shall be the Chairman of the Corporation and the Principal Officer of the Corporation.
- President, Treasurer, and Secretary of the Board of Directors, who shall be the President, Treasurer, and Secretary of the Corporation, respectively.

A person serving as one of the four Officers (Chairman, President, Treasurer and Secretary of the Corporation) may not hold that office continuously for more than three years. He/she may again hold that Office after a break of at least one year.

## **Sec.8. REMOVAL FROM OFFICE**

An Officer of the Corporation, or a Trustee, or a Director may be removed from his office or his position as Trustee or Director, as the case may be, for cause, after due hearing, in accordance with the following procedure. A petition for such action, stating the reasons for the proposed action and bearing the signatures of at least one third of the total number of Active Members of the Corporation, shall be submitted to the Board of Directors. The Board shall hold a hearing and forward its recommendations to the Trustees within thirty days of the receipt of the petition. The Trustees shall complete their review of the case and make their decision within thirty days thereafter. The recommendation of the Board and the decision of the Trustees shall be recorded in the minutes of the respective bodies and shall be available to any Active Member on demand. The decision of the Trustees may be appealed by the individual in question or the petitioners within thirty days after it is announced. The appeal will be heard by a panel of nine Active Members whose names are drawn by lot from a pool of all Active Members, excluding the Trustees, the Directors, the petitioners, and the individual in question. The decision of the panel shall be final and binding. The process of an individual's removal from office or his position as Trustee or Director, as the case may be, is automatically terminated at any time if the individual in question resigns from such office or position. During the process, every effort shall be made to maintain confidentiality, in order to protect the reputation of the individual involved.

## **Sec.9. FINANCIAL MATTERS**

All financial transactions shall be handled through one or more bank accounts. Disbursements from the accounts shall be made under the signatures of at least two of the following three officers: Chairman, President, and Treasurer. The signature of the Chairman shall be essential for disbursements exceeding \$5,000.

The Treasurer shall maintain a record of the amount and of all receipts and expenditures, and of the assets, credits and liabilities of the Corporation. He shall submit a monthly Treasurer's report to the Directors and Trustees within three weeks after the end of each month.

The Board of Directors shall have the accounts of the Corporation examined, and the correctness of the income and expenditure account and balance sheet ascertained, by one or more auditors annually. In addition the Treasurer shall prepare a financial report every three months and make it available to any Active Member upon request.

The fiscal year of the Corporation shall be from January 1 through December 31 of every year.

## **Sec.10. INDEMNIFICATION AND BONDING**

### **(a) *Indemnification***

Every Trustee and Director, every officer of the Corporation, and any member especially assigned with a responsibility, and their heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- All costs and charges and expense whatsoever which such member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him in or about the execution of duties of his office; and



- All other costs, charges and expense which he sustains or incurs in or about, or in relation to the affairs thereof, except such costs, other charges or expenses as are occasioned by his own willful neglect or default.

(b) *Bonding*

The Chairman, President, Treasurer, and any other officer or member of the Corporation who has the authority to disburse the Corporation's funds, may be bonded, at the expense of the Corporation, for an amount to be determined by the Board of Directors.

## **Sec.11. MEETINGS OF MEMBERS**

(a) *Annual Meeting of the Corporation*

The Annual Meeting of the Active Members of the MCC shall be held within the last two weeks of March in each calendar year. The time, date, and place of the meeting shall be fixed by a resolution of the Directors, and a minimum of fifteen days notice in writing shall be given to each Active Member, mailed to his last known address. The following items of business shall be transacted in the Annual Meeting of the general body:

1. Minutes of the last general meeting.
2. Annual reports by the Chairman, President, and Secretary describing the previous year's accomplishments, present status, future plans, the budget proposed by the Trustees and Directors, and other matters of general interest.
3. The Treasurer's report, which shall include a balance sheet, general statement of income and expenditure, and an auditor's report.
4. Reports of the Standing Committees.
5. Report of the Nominating Committee, announcing the list of candidates whose nomination papers have been found in order.
6. Elections to the vacancies of Trustees and Directors.
7. Election of the Chairman of the Nominating Committee for the next election.
8. Appointment of an independent auditing firm, or of an auditor who is not a Trustee or a Director, to audit the accounts of the current fiscal year.
9. Transaction of the general business of the Corporation and discussion of any other matters referred to the meeting by the Trustees or Directors or brought up by its membership. Only such items that are included in the official agenda sent to members with the meeting notice and included in the ballot papers sent to absentee voting members can be brought to vote. Items raised from the floor during the meeting can be discussed but any vote taken on them shall only serve as opinions for consideration by Trustees and Directors and shall not be binding, unless the votes in favor of the motion exceed 50% of total number of active members eligible to vote at the time of meeting (not just 50% of those present in the meeting.)

(b) *Special Meetings of the Corporation*

A special meeting of the Active Members of the MCC may be held at any time upon the call of the Trustees or the Directors, or at the written request of at least two thirds of the Active Members addressed to the Board of Directors. Notice of such meeting shall be given to Active



Members in the same manner as provided for the Annual Meeting, which notice shall specify the nature of business to be transacted.

(c) *Other Meetings*

Members of the Corporation may assemble at any time to exchange information, discuss matters of general interest, participate in religious, social or cultural activities, and for other similar purposes.

(d) *Quorum*

At the Annual and Special Meetings of the MCC, twenty-five percent of the total number of Active Members, or seventy five Active Members actually present at the meeting, whichever is less, shall constitute a quorum for the transaction of any business, provided that two of the aforesaid members shall be Trustees and two shall be Directors. If at any such meeting there is a failure to achieve a quorum, then the Active Members present shall determine the time and place of a rescheduled meeting to be held on a date exactly two weeks later, and the Secretary shall be directed to notify the Active Members accordingly. At this rescheduled meeting the Active Members who are actually present, regardless of their number, shall constitute a quorum for all purposes and for the transaction of all business.

## **Sec.12. ELECTIONS OF TRUSTEES AND DIRECTORS**

(a) *Notice of Vacancies*

The notice of the Annual Meeting of the MCC, in which the election is an item of business, shall contain the information regarding the number of vacancies of Trustees and Directors. The last date by which the nominations are to be submitted to the Nominating Committee shall also be indicated in the notice.

(b) *Nominations*

Each nomination paper, signed by one Active Member and seconded by another Active Member, shall contain the nominations for the Trustees and/or the Directors, the number of names not exceeding the number of vacancies in each body. The nomination paper shall be submitted to the Nominating Committee on or before the due date specified in the notice of the Annual Meeting. Nominations shall be permitted from the floor during the meeting.

(c) *Nominating Committee*

The Nominating Committee shall consist of a Chairman, elected in the previous Annual Meeting, and two members, one member being designated by the Trustees and the other by the Directors. The Chairman or members of the Committee shall not be candidates in the election prior to the meeting. (However, they may be nominated from the floor after they have submitted their report during the meeting.) The Committee shall scrutinize the validity of the nominations and submit a report to the Annual Meeting before the start of the election. At the discretion of the Directors, the Committee's report may be mailed to Active Members in advance of the meeting.

(d) *Election Procedure*

The election to the vacant positions of Trustees and Directors shall be held in the Annual Meeting by secret ballot. The proceedings of the election shall be presided over by the President, or in case he is absent, by another Officer of the Corporation. Each Active Member in good standing who is eligible to vote, as certified by the Secretary, shall have the right to vote; family members shall have two votes if there are two or more adults in the family, and only one vote if there is only one adult in the family. Both votes of a family may be cast by one member of the

family present and voting. Candidates for the vacancies shall express their acceptance of the nomination either in person at the meeting, or in writing to the Presiding Officer.

**(e) *Absentee Ballots***

In case an Active Member expects to be unable to attend the Annual Meeting, he can obtain an absentee ballot from the Chairman of the Nominating Committee on request. The envelope containing the absentee ballot shall bear the signature, address, and telephone number of the Active Member and shall be delivered to the Chairman of the Nominating Committee before the start of the election procedure at the Annual Meeting.

**Sec.13. ASSIGNMENT OF MEMBERS TO VACANT POSITIONS**

Should a vacancy arise among the Trustees or Directors, due to resignation, increase in the permitted number of Trustees or Directors, or any other reason, the vacancy shall be filled by a person designated by the Trustees or the Directors, respectively, until the next election, provided such person meets the qualifications for the position as stated in the appropriate section of the bylaws. If at any time there remains less than a majority of the Trustees or Directors originally elected by the general body meeting, a Special Meeting shall be called within thirty days to elect the replacements.

**Sec.14. APPOINTMENTS OF INDIVIDUALS AND COMMITTEES**

The President, with the approval of the Board of Directors, may appoint any individuals or Committees for any specific responsibility. There shall be at least the following Standing Committees:

Nominating Committee; Fund-Raising Committee; Membership Committee; Education Committee; Social and Cultural Committee; Building/Facilities Committee; Public Relations Committee.

Any Active Member, including Directors and Trustees, may be a member or Chairman of a Committee.

The Chairman of the Trustees, with the approval of the Trustees, may appoint any committees that may be needed for the work of the Trustees.

The Trustees and Directors may jointly invite certain Active Members to serve on an Advisory Council, with a view to seeking their advice and counsel from time to time. Such members shall be or shall have been involved in MCC work but shall not be members of either body or any of its Committees and shall serve for one year terms which may be renewed.

**Sec.15. RESTRICTIONS ON CERTAIN ELECTIVE OFFICES**

- (a) A husband and wife shall not hold elective office as Trustee and/or Director simultaneously.
- (b) An individual who has served two consecutive full terms of five years each as Trustee or two consecutive full terms of three years each as Director shall not be eligible to serve another term in the same office as Trustee or Director, respectively, until after a one-year break, unless there are no other eligible candidates for that office
- (c) An MCC Director or Trustee may not use his position to bring benefits to himself or his family, relative, friends or employees.

- (d) A person may not serve as MCC Director or Trustee if he/she holds a position of substantial interest in another religious organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

#### **Sec.16. AMENDMENTS TO BYLAWS**

The membership may make additional bylaws, or repeal or amend the present bylaws. All such changes shall be proposed in writing by at least ten Active Members and submitted to the Trustees and Directors, who shall review them within thirty days. Such changes may also be initially proposed by the Trustees or the Directors. The proposals, along with the comments of the Trustees and Directors, shall be presented to the next Annual Meeting or to a Special Meeting called within thirty days after completion of the review by the Directors and Trustees, whichever meeting date comes first. As an alternative, the proposals and the comments may be mailed to all Active Members along with a ballot for their vote. To be carried, an amendment shall require the approval of at least a two-thirds majority of the Active Members who cast their votes, provided the votes cast exceed 30 percent of the total number of Active Members.

#### **Sec.17. NON-DISCRIMINATION**

The facilities and activities of the MCC shall be open to all interested persons without discrimination on the basis of race, color, sex, or national origin, provided these persons subscribe to and uphold the objectives of the MCC and abide by the rules and regulations established by the management of the MCC.