Constitution

of

the Islamic Society of East Bay (ISEB)

2009 version updated with 2015 amendments

History of amendments to the ISEB Constitution

The ISEB bylaws were amended in July 2013. This was the third amendment since August 2008. The second amendment was passed in July 2009.

The ISEB bylaws were amended for the fourth time on November 15, 2015 by the ISEB General Body meeting attended by around 200 people.

Hereunder are the amendments approved by the General Body meeting of Nov 15, 2015:

1. Existing Article II (Membership) Section 1, sub-section c. reads:

Must file the ISEB membership form with the ISEB office.

The amended Article II (Membership) Section 1, sub-section c. should read:

Must file the ISEB membership form with the ISEB office and proof of California residence in the form of a state issued ID or utility bill.

2. Existing Article II (Membership) Section 1, sub-section d reads:

Must pay any minimum amount due for construction, operation, and membership fees as set by the Board of Directors by December 31 of the calendar year to become a member, be eligible to vote or contest an election of the board of directors in the subsequent calendar year.

The amended Article II (Membership) Section 1, sub-section d should read:

Membership fee as set by the Board of Directors must be paid by December 31 of the calendar year to become a member, be eligible to vote or contest an election of the board of directors in the subsequent calendar year. Any donation made to construction and operation or any other ISEB account shall not apply as membership fee.

3. Article II, Section 5 and Section 7 should be deleted and the following new sub-section c and will be added to section 4:

c. The ISEB membership list should be posted at the ISEB billboard after the audit in the month of March every year.
d. The ISEB membership shall not exceed 400 members in a calendar year.

4. Existing Article IV (Board of Directors) Section 2, sub-section c reads:

The election of the directors shall be conducted by secret balloting and shall be held on or before June 30.

The amended Article IV (Board of Directors) Section 2, sub-section c should read:

The election of the directors shall be conducted by secret balloting and shall be held on or before June 30. The elections shall be held at the ISEB premises or any other any place by the Election Committee.

The board of directors may arrange to hold elections through an independent third party.

5. The following sub-sections (m and n)) shall be added to the Article VII (Functional Committees):

m. Administrative Committee:
The Administrative Committee shall be responsible for the day to day operations of the ISEB.

n. Fundraising Committee:
The Fundraising Committee shall be responsible for raising funds for the construction and maintenance of the ISEB building and any other expenses.

6. Section 1 of the Article XIV (School) will be deleted.

Section 1 of the Article XIV (School) now reads:

ISEB School shall follow and abide by the constitution, policies, procedures and by-laws as set and defined by the ISEB board. The school by laws shall be defined by the ISEB board. Once the school's by laws are set, defined and approved by the ISEB board the school bylaws may be changed only by a vote of at least two thirds of the board.

Section 1 of the Article XIV (School) should read:

a. The Peace Terrace Academy shall function as autonomous entities under the ISEB. The school shall maintain its policies procedures to function independently.
b. Revenue from the school operating under ISEB shall be deposited to the ISEB authorized bank account.

7. Section 2 of Article XVI (Policies) shall be deleted.

Section 2 of Article XVI (Policies) reads:

Islamic Society of the East Bay Supplemental Bylaw provision regarding member's Inspections rights, ethical business practices policy & conflict of Interest guidelines attached as Annexure I of this constitution is an integral part of this constitution.

8. Sub-sections b. and i. of the Section 2 (Arbitration) of Article XVII shall be deleted.

Sub-sections b. of the Section 2 (Arbitration) of Article XVII reads:
b) Any Controversy, dispute, issues or claim excluding Article XV and Section 3 (a) under this article, arising out of or relating between ISEB members, Board Members, Committee Members, Volunteers, Employees, vendors the parties hereto shall settle the dispute by Arbitration pursuant to California Code of Civil Procedure section 1280, et seq.

Sub-sections i. of the Section 2 (Arbitration) of Article XVII reads:
i) Arbitrator: The parties mutually shall appoint a neutral arbitrator. If the Parties are not able to agree upon the selection of an arbitrator, within 20 [twenty] days of commencement of an arbitration proceeding by service of a demand for arbitration, any party may petition the Alameda County Superior Court pursuant to code of Civil Procedure Section 1281.6 for the appointment of an arbitrator.

Article XVII (Conflict resolution) should read as:

Section 1: Conflicts, Disputes, Issues and Disagreements

Any controversy, conflict, issue, claim or dispute at the ISEB amongst and between any of the stakeholders including but not limited to ISEB Board of directors, officers, committee members, employees, volunteers and vendors arising out of or relating to any matter or dispute by and between its members, shall be settled by binding arbitration by the Shariah Council of California under its rules. The decision of the arbitrator will be final and binding on all parties.

In case the Shariah Council is not available or does not take up the dispute then the parties agree to arbitration pursuant to California Code of Civil Procedure section 1280, et seq. and may mutually agree upon the appointment of an arbitrator. If the parties cannot agree upon a neutral arbitrator, any party may petition the Alameda County Superior Court pursuant to Code of Civil Procedure section 1281.6 for the appointment of an arbitrator.

2013 amendments to the ISEB Bylaws

14 amendments were proposed in the July 2013 amendment ballot. All but two amendment proposals were not approved. The Articles amended were:

Article II
Article III
Article IV
Article V
Article VI
Article VII
Article VIII
Article XV
Article XVI
Article XVII

Two important amendments were approved in Articles XVI and XVII.

The Amendment in Article XVI added a three-page addendum to the constitution which among other things says that if an ISEB member wants to know about the financial affairs of the ISEB or about the membership list he/she must deposit $ 500.00 with the ISEB. After that the ISEB board will decide how to respond to the request.

The Amendment in Article XVII abandoned the Islamic method of Shura to resolve its internal disputes. The amended article called for an arbitration through Alameda Superior Court.

Interim Board of the Islamic Society of East Bay

November 15, 2015

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CONSTITUTION OF THE

ISLAMIC SOCIETY OF EAST BAY, SAN FRANCISCO BAY AREA

PREAMBLE

We the Muslims of East (San Francisco) Bay Area, recognizing Islam as a complete way of life, decide to organize ourselves in order that we may better fulfill our duty and destiny as Muslims. We do hereby adopt this constitution and pledge to abide by its provisions, Inshallah.

ARTICLE I

Section 1: Definitions

Name: The name of the organization shall be Islamic Society of East Bay, San Francisco Bay Area (ISEB), hereinafter referred to as the Society or ISEB.

Calendar Year: January 1 through December 31.

Section 2: Nature and Purposes

The Society shall be a non-profit, religious organization within the meaning of Section SOI (c) (3) of the Internal Revenue Code, incorporated in the State of California.

The basic purpose of the Society shall be to advance the cause of Islam and serve Muslims in the area to enable them to practice Islam fully. Towards this end, it shall:

- Conduct religious, educational, cultural, social, and other relevant activities.
- Arrange and hold congregational prayers and religious festivals at appropriate times.
- Develop service institutions to serve Islam and Muslims.
- Make Islam better understood by Muslims and non-Muslims, and promote understanding between them.
- Cooperate with other Islamic organizations in the San Francisco Bay Area and elsewhere.
- Promote and represent the general cause of Muslims

ARTICLE II
MEMBERSHIP

Section 1: Qualifications

a. Must believe, among other tenets of Islamic*faith,* that Prophet Muhammad (PBUH) is the last of the Prophets (Apostles, Ambia, Paighambers, Messengers) and that after Prophet Muhammad (PBUH), any person claiming implicitly or explicitly to be a Prophet/Nabi/Apostle/Messenger/Paighamber is an impostor. In addition, one must belief in the following statements:

- In the absolute and unqualified finality of the prophet-hood of Muhammad son of Abdullah, Arabi and Hashimi (Peace be upon him) the last of the prophets.

- I do not recognize any person who claims to be a prophet in any sense of the word of any description whatsoever after Muhammad (Peace be upon him) or recognize such claimant as prophet or religious reformer as a Muslim.

- I consider Mirza Ghulam Ahmed Quadiani to be an impostor Nabi, Kafir, Murtad. Dajjal, Kazzab and also consider his followers whether belonging to the Lahori or Quadiani group, to be Kafir and non-Muslim.

b. Must be eighteen years of age or older.

c. Must file the ISEB membership form with the ISEB office and proof of California residence in the form of a state issued ID or utility bill.

d. Membership fee as set by the Board of Directors must be paid by December 31 of the calendar year to become a member, be eligible to vote or contest an election of the board of directors in the subsequent calendar year. Any donation made to construction and operation or any other ISEB account shall not apply as membership fee.

e. Donations made to zakat, fitra, school fees, mortuary, graveyard, Sunday school fees and any other donations or fees etc. will not qualify as membership fees.

f. Expiration of membership: If membership has expired due to non-payment of the membership fees in a calendar year then that membership can be renewed in the subsequent election year by paying the minimum amount due for that subsequent calendar year as set forth by the board for operations, construction, and membership fees.

g. Life membership: A person becomes a life member by donating a cumulative amount of US $ 25,000 toward construction or operations.

Section 2: Termination

Withdrawal of membership may be voluntary, or may be decreed by a majority of the General Body or by a majority of the Board of Directors for failure of a member to continue to meet the qualifications stated in Section 1, above.

Section 3:Voting Eligibility

a. Must have a valid membership with the society no later than December 31 st of the calendar year proceeding the election year.

(Section 1c, d, e, f, and g are applicable to voting eligibility.)

Section 4: Membership

a. The increase of membership fees cannot be more than 20% in any given year without the approval of the simple majority of the ISEB members.

b. Membership shall be audited by the e lection committee or their appointed representative prior to any election or vote.

c. The ISEB membership list should be posted at the ISEB billboard after the audit in the month of March every year.

d. The ISEB membership shall not exceed 400 members in a calendar year.

ARTICLE III

GENERAL BODY

Section 1: Composition

The members of the Society shall constitute the General Body.

Section 2: General Body Meetings

a. The members shall be given at least two weeks notice for any General Body meeting.

b. There shall be at least two general body meetings in a calendar year, one of which may be the annual general body meeting.

c. The annual general body meeting shall be held on the last Saturday of the month of June. In case of non feasibility as determined by the board of directors the general body meeting may be called at a date earlier or later than the last

week of June.

d. The Board of directors may provide for voting in a general body meeting by written ballot submitted to the members. Inall cases of voting when a member is given the option to vote by mail or by written ballot, ballots shall be provided to members by mail or otherwise, at least 15 days from the scheduled date of any general body meeting or election.

e. General body meeting may be called by:

1. The President or Secretary in consultation and approval of a two thirds (2/3) majority of the board.

(Section II sub-section ii is amended in 2013)

ii By one or more ISEB Members via a petition to the Membership Committee to obtain an approval of 20% or more of the members eligible to vote in an election. The petition shall be filed in an ISEB petition format, with a fees fixed by the Board to cover the administrative process, postage, mailing expenses, the petition must specify the purpose of the call of the GB meeting. The Membership committee in coordination with the Election Committee shall send the petition to eligible members to return the petition duly signed as an approval of the call of the GB Meeting.

iii. Verification of signatures and other petition information may be done via telephone, email or by US mail/courier.

iv. Constitution cannot be amended or replaced in its entirety in the general body meeting.

Quorum: In compliance with the California corporations code a minimum physical attendance of one third (1/3) or a vote by ballot of one third (1/3) of all members of ISEB eligible to vote in an election constitutes the quorum for a general body meeting.

f. Sections 7, 8, and 11 of Article V of this constitution shall also be applicable to the General Body meetings.

(The sub-section g is deleted in 2013)

h. A General Body Meeting shall be conducted by the Board members who call for it, or by representatives of the group from the community who calls for it.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Number of Directors

a. The Society shall have directors, collectively called the Board of Directors.

b. The number of directors shall be Nine (9) plus One (1) director from each Chapter, as defined in section XII

c. All directors shall serve without compensation.

Section 2: Election of Directors

a. A person who, at the time of an election, has continued to be a member of the Society for at least one year, shall be eligible to be elected as a director of the Society, provided that a director shall not be elected or nominated for a third consecutive term.

b. The term of office of a director shall be three years, starting on July 1 of the year in which he/she is elected and ending on June 30.

c. The election of the directors shall be conducted by secret balloting and shall be held on or before June 30. The elections shall be held at the ISEB premises or any other any place by the Election Committee.

The board of directors may arrange to hold elections through an independent third party.

d. The "Election Committee' shall invite nominations from members; screen the candidates and send a list of eligible candidates to the voting members one month prior to the Election day. A brief eligibility qualification of the candidate shall also be included along with the ballot paper.

e. The Election Committee shall not nominate any of its members as a candidate for the Board of Directors.

f. Every year three board members (out of nine) shall retire and be replaced with three newly elected board members. The term of the board member, representing each chapter shall also be three years. He/She shall be elected by the valid members of the chapter.

Section 3: Dismissal of a Director

a. A director may be dismissed by the vote or written assent of a majority of the members entitled to vote or by the vote of a majority of the members present at a General Body meeting duly called and noticed for the purpose of dismissing a particular director or directors.

b. A director who becomes unqualified to be a member, shall lose his position on the Board of Directors.

Section 4: Vacancies on the Board of Directors
Vacancies on the Board of Directors shall exist:

1. On the death, resignation or dismissal of any director.
2. Whenever the number of directors authorized is increased.
3. On failure of the appointing power or powers to appoint the full number of directors authorized.

b. The Board of Directors may declare vacant the office of a director if:

I. He is declared of unsound mind by an order of a court, or finely convicted of a felony.

2. He does not accept the office either in writing or by attending a meeting of the Board of Directors, within thirty days of his election.

3. He fails to attend three consecutive meetings, without permission from the president.

c. Vacancies due to any of the above reasons shall be filled by a majority of the remaining directors, though less than quorum, as hereinafter defined, or by the sole remaining director. Vacancies created by an amendment to this constitution increasing the number of directors authorized shall be filled as provided by such amendment.

(Amendment to Sub section d was failed in 2013)

d. In that regard, the board may choose to either fill in the positions with nomination and vote of the majority of the board or to call an election by the members of ISEB. The Board of directors shall have has the final authority on deciding how the vacancies are to be filled on the board.

e. A person appointed to fill a vacancy on the Board of Directors shall hold office for the unexpired term of his predecessor or until the formers death, resignation or disability as provided in this constitution.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meetings

The Board of Directors shall meet regularly at least once a month at a time and place agreed upon by the resolution of the Board.

Section 2: Quorum

A majority of the Board of Directors, including written and accepted proxy, and minimum number of five (5) Board of Directors shall constitute a quorum.

Section 3: Special Meetings

A special meeting of' the Board may by called by the president, or, if he is absent, or is unable, or refuses to act, by the vice-president, or by any two directors, and such meeting shall be held at the place and time as designated by the person or persons calling.

Section 4; Notice of meeting

The secretary, or other person designated by the president, shall inform of the time and place of each meeting of the Board of Directors, at least seventy two hours before the meeting.
However, "the Notice "of all regular meetings is hereby dispensed with.

Section 5: Insurance coverage

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, employee, 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 agents status as such.

Section 6: Requirement of an Act of the Board of Directors

Every decision taken by a majority of the directors present at a meeting duly held at which quorum is present is an act of the Board of Directors, unless any *law,* the Articles of incorporation of the Society, or this constitution or the teachings of Islam are violated.

Section 7: Validity of the Board Transactions during Special Meeting

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice provided a quorum is present and provided that, either before or after the meeting, each of the directors not present signs a waiver of notice, or a consent to hold the meeting, or approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Society's records or made part of the minutes of the meeting.

Section 8: Rules Governing the Meetings of the Board of Directors

The rules governing the meetings of the Board of Directors shall be decided by the Board in its first meeting after an election. Board meetings, however, shall not be closed to the members who wish to participate as observers, unless approved by a two-third majority of all the directors in office.

Section 9: Chairman and Secretary of the Meetings

The meetings shall be presided over by the president or, in his absence, by the vice-president, or, in the absence of both, by a director chosen by a majority of the directors present. The secretary of the Society shall act as the secretary for the meetings. In his absence, the chairman of the meeting may appoint any director to act as secretary for the meeting.

Section 10: Personal Liability of the Board of Directors

To the fullest extent permitted by law, and pursuant to the procedures and rules provided for in Corporations Code Section 9246, this corporation shall indemnify its directors, officers, employees, volunteers 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 timer 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.

Section 11: Board Action by Written Consent

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if two-thirds of all members of the Board, give consent in writing to such action. Such action by written consent shall have the same force as an action vote upon and agreed to in a scheduled board meeting. The action taken shall be included in the minutes of the Society.

(Sub-section 12 is deleted in 2013)

ARTICLE VI

OFFICERS

Section 1: Designation of Officers

The officers of the Society shall be a president, a vice-president, a secretary, and a treasurer. The Society may also have, at the discretion of the Board of Directors, one or more additional vice- presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers which may be appointed in accordance with the provisions of the Articles of Incorporation. One person may hold two or more offices, except those of the president and the secretary.

Section 2: Qualifications and Term of Office

(This sub-section is amended in 2013)

Any director of the Society is qualified to be an officer of the Society, provided that an officer shall not be elected to a particular office for the fourth consecutive term. The officers shall be elected by the Board of Directors in the first meeting of the Board, and each officer so elected shall hold office until June 30th of the following calendar year, he resigns or is removed or is otherwise disqualified to serve.

Section 3: Appointment of Other Functionaries

The Board of Directors may appoint such other agents as it may deem desirable, and such functionaries shall serve such term, have such authority, and perform such duties as may be prescribed front time to time by the Board of Directors.

Section 4: Removal or Resignation of officers

Any officer may be removed from his office, though not from the Board of Directors, either with or without cause, by a two-third majority of the directors, at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the president or secretary of the Society, Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5:Duties of the President

The president shall be the chief executive officer of the Society and shall direct and supervise the affairs of the Society. He shall perform all duties incident to his office and such other duties .as specified in this constitution or may be prescribed from time to time by the Board of Directors.

Section 6: Duties of the vice-president

The vice-president shall perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7: Duties of the Secretary

The secretary shall keep minutes of all meetings of the General Body and of the Board of Directors, be the custodian of the Society's records, give all notices as required by law or by this constitution, and, generally, perform all duties incident to the office of the secretary, and such other duties as may be required by law, by the Articles of Incorporation, or by this constitution, or which may be assigned to him from time to time by the Board of Directors.

Section 8: Duties of the Treasurer

The treasurer shall have charge and custody of all funds of the Society, deposit such funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the properties and business transactions of the Society, render reports and accountings to the directors and to the members as required by the Board of Directors or members, and, in general, perform all duties incident to the office of treasurer, and such other duties as may oe required by law, or which may be assigned to him from time to time by the Board of Directors.

ARTICLE VII

FUNCTIONAL COMMITTEES

a. Each committee shall provide for the appointment of its members and chairperson, state its purpose, and provide for its termination.

b. There shall be six permanent committees of the Society: Masjid Construction and or Maintenance Committee, Religious Affairs Committee, Education Committee, Social Affairs Committee, Publications Committee and Finance Committee.

c. Additional committees, either temporary or Long-term, shall be authorized by the Board of Directors, as required for special projects or to meet the needs not yet defined.

d. Chairpersons of the committees shall be selected by the Board of Directors from among the members of the Society.

e. Appointment of the members to these committees shall be made by the respective chairpersons in consultation and concurrence of the Board of Directors.

(Sub-sections f to l are added 2013)

f. Two Elected Board Of Director/s shall be the members of each functional committee. Each committee shall be responsible for organizing the activities and manage the related planning of events, any associated work etc.

i) The activities and work may be performed by either the individual committee members voluntarily or may be carried out by hired help.

ii) For activities requiring compensation for hired help, the committee shall seek Board approval prior to authorization of work.

g. FINANCE COMMITTEE:

i) Treasure, the elected Board Of director and designated Officer shall be head of Finance Committee. Treasure may seek hired help for book keeping, accounting and auditing needs through Board approval.

h. RELIGIOUS AFFAIRS COMMITTEE:

i.) The committee shall be responsible for organizing all prayers offered either at the facility premises or any designated off site location.

ii)The committee shall be a liaison to facilitate solution to any religious queries, questions by society members

iii) This committee will be in charge of recruiting any scholar, Imam, guest speaker needed for the daily prayers, Friday congregation prayers, Ramadan Tarawih prayers and Eid Prayers..

iv) Committee may arrange compensation to any individual required for the proposed activity as approved by the Board.

i. EDUCATION COMMITTEE:

i) The committee shall be responsible of organizing educational programs, conferences lecture series and special topic discussions.

ii) Committee may seek compensating a guest speaker or request payments for incidental expenses associated with organization of an event through prior Board approval.

j. SOCIAL COMMITTEE

i) Social Committee shall be responsible for organizing social events including annual picnic, fund raising events, sports related activities, Ramadan Community dinners etc.

ii) Committee may seek financial help from Society to carry out the events with

Board approval.

k. MAINTENANCE COMMITTEE:

i) Maintenance committee shall be in charge of up keep of entire facility.
ii) Committee shall retain services of full time or part time employee to help maintain the facility if voluntary help from community members is not available.

l) CONSTRUCTION COMMITTEE

i) Construction Committee shall be responsible for building any future building or any major remodeling/ modifications to existing facility.

ii) Construction committee shall seek professional architect, civil and structural engineers form community to be member of the committee.

m) ADMINISTRATIVE COMMITTEE:
The Administrative Committee shall be responsible for the day to day operations of the ISEB.

n) FUNDRAISING COMMITTEE:
The Fundraising Committee shall be responsible for raising funds for the construction and maintenance of the ISEB building and any other expenses.

(Section 2. ISEB Council is added in 2013)

Section 2. ISEB Council:

All Board members and Chairpersons of committees shall be members of ISEB Council. The Council shall meet quarterly to discuss, plan and implement programs of ISEB.

ARTICLE VIII

FISCAL MANAGEMENT

a. The fiscal year of the Society shall be from January 1 to December 31, inclusive.

b. All funds received by, and on behalf of, the Society shall be credited to the Society and placed in depositories approved by the Board of Directors.

c. All disbursement of funds shall be authorized by the Board of Directors..

(Sub-section d, e, f, g are added in 2013)

d. Finance committee headed by the Treasurer shall be responsible for fiscal management of the Society.

e. Finance committee shall have at least one accountant as a committee member to help with book keeping and accounting needs. Society may seek professional help if voluntary help is not available.

f. Finance Committee shall prepare a periodic profit loss statement for all accounts and post it on a notice board.

g. Finance Committee shall conduct an independent audit of all accounts every two years.

ARTICLE IX

AMENDMENT TO CONSTITUTION

a. the constitution may be amended by a two thirds (2/3) majority of the votes cast by members eligible to vote. Such a vote to amend the bylaws shall be conducted only by use of a written ballot via postal mail. The election committee of ISEB will conduct the process and insure
the integrity of such an election.

b. The President or Secretary in consultation and approval of a two thirds (2/3) majority of the board may call for a vote via ballot for the purpose of amending the constitution.

c. One or more ISEB members with the approval 60% or more of the members of ISEB eligible to vote in an election may call for a vote via ballot for the purpose of amending the constitution .. The approval shall have to be obtained via a petition in the following specified format: Each member petitioning shall fill in his/her own hand writing their Name, address, telephone number, email addresses (if any) and duly sign the petition. All petitions are subject to verification before approval.

d. Verification of signatures and other petition information may be done via telephone, email or by US mail/courier.

e. Quorum: In compliance with the California corporations code a minimum vote by ballot of one third (1/3) of all members of ISEB eligible to vote in an election constitutes the quorum for a constitutional amendment.

f. The original, or a copy of the constitution as amended or otherwise altered to date, certified by the secretary of the Society shall be open to inspection by the members upon request to the secretary.

ARTICLE X

PROHIBITION AGAINST SHARING ORGANIZATION PROFITS

No member, director, employee, or any other person connected with the Society shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Society in effecting any of its purposes as designated in the Articles of Incorporation, and as more specifically designed or fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to a share of the Society's assets on its dissolution. All members of the Society shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, its assets remaining after payment, or provision for payment of all debts and liabilities, shall be distributed as required by the Articles of Incorporation of the Society and not otherwise.

ARTICLE XI

DISTRIBUTION OF INCOME AND PROIDBITED TRANSACTIONS

Notwithstanding any other provision in this constitution, the Society shall be subject to the following limitations and restrictions:

a. The Society shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended from time to time.

b. The Society shall not engage in any act of self-dealing as defined in Section 494 1(d) of the Internal Revenue Code of 1954, as amended from time to time.
c. The Society shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended from time to time.

d. The Society shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended from time to time.

e. The Society shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended from time to time.

f. The real estate acquired for Mosque and Islamic Center can be used only for the

purpose as defined by Article I of this constitution. All other uses are prohibited.

g. The real estate acquired for the Mosque and Islamic Center can not be encumbered or used as collateral, sold or transferred to any individual or corporation or any other organization, except to the San Francisco Bay Area Waqf (Islamic Trust) incorporated on December 6th 1994 as mentioned in section XIII.

h. The clauses Article XI.f and Article XI.g CAN ONLY BE CHANGED BY 3/4 (75%) of the TOTAL VOTING MEMBERSHIP and any needed minor adjustments in other by laws to make them consistent with the proposed changes shall also be made at that time.

ARTICLE XII

ISLAMIC SOCIETY EAST BY CHAPTERS

Section 1: Formation

Society members living in remote areas may form chapters to run local affairs as per Society's constitution.

Section 2: Election

A list of Society members forming the chapter shall be submitted to the Board along with an elected member to represent the chapter on the Board of Directors.

Section 3: Financial Affairs

Each chapter, with the consent of the Society,s Board of Directors, shall open a bank account. All funds collected by, or on behalf of: the chapter, shall be deposited in this bank account.

These funds shall be used to run th e affairs of the chapter, in accordance with the constitution of the Society.

Section 4. Regulations and/or Amendments to Article XII

Any other regulations and/or amendments to Article XII can be carried out with two-third majority of the Board of Directors,

Section S: Separation of chapter from Society

If a chapter wishes to separate from the Society, a 90-day written notice shall be given by the Chapter to the Society. All assets that belong to the chapter shall be transferred to the

chapter, as soon as a non-profit tax exempt status is obtained by the chapter.

Section 6: Conflict Resolution

Any conflict between a chapter and the Society shall be settled by three arbitrators, one each to be nominated by the chapter and the Society and the third mutually agreeable to both organizations. It is the responsibility of the Religious Committee to coordinate the meetings and to keep the members list mentioned above updated. Article XV section 1 is applicable to conflict resolution.

ARTICLE XIII

COORDINATION with SAN FRANCISCO BAY AREA WAQF (Islamic Trust)

Section 1:Transfer of Real Estate Property

A real estate property of the Society can be transferred or donated to the San Francisco Bay Area WAQF, herein after called the WAQF, as stated in section XI.g The time of transfer shall be determined by the majority vote of the Board of Directors.

Section 2: Working and Functional Coordination

The routine working and functional use of the property transferred or donated by the Society to the Waqf shall be carried out by the Society with the written consent of the WAQF

Section 3: Recommendation

Whenever a vacancy occurs on the WAQF board, other than due to the expiration of a member's term, the remaining members of the WAQF board will request the Society's Board to recommend a replacement. The Society's Board, based on a vote of it's majority, will make a recommendation to the WAQF for a replacement member.
Section 4: Funds for the operation of the WAQF.

Section 4: Funds for the operation of the WAQF.

Any request from the WAQF for funds for it's operations will be discussed and voted upon by the Board of Directors. Upon approval by a majority vote, the funds will be transferred to the WAQF.

ARTICLE XIV

SCHOOL

Section I: ISEB School

a. The Peace Terrace Academy shall function as autonomous entities under the ISEB. The school shall maintain its policies procedures to function independently.

b. Revenue from the school operating under ISEB shall be deposited to the ISEB authorized bank account.

ARTICLE XV

SHARIAH, FIQH AND MADHAB

Section 1

a. Any conflict arising due to Islamic Shariah Massail (problems or issues) either individually or collectively shall be resolved through the Islamic Shariah Council of California. ISEB will follow the Islamic Shariah Council of California in all matters relating to Shariah, flqh, moon sighting, Islamic calendar, zakat, fitra and other issues.

b. All programs, functions and classes in ISEB have to comply with the rulings of Islamic Shariah and as per policies and procedures defined by the board in consultation with the religious committee.

(Sub-sections c, d is added in 2013)

c. The organization recognizes "Mufti/Aalim or in the absence of Mufti/Aalim, the Imam of the Masjid as the spiritual leader/s of the community. It is also recognized that the Mufti/Aalim and the the Imam all shall be male, and follow the Hanafi school of thought in all religious duties and obligations.

d. The organization respects all school of thoughts (Shafi, Maalki, Hambali, Hanafi) and following a particular school is an independent choice. At the same time, it is also widely recognized by the Muslim scholars that one should always follow a specific school of thought and do not take religious decision based on different schools of thought. To honor this scholarly interpretation, this organization shall utilize Hanafi school of thought as the sole reference in Islamic practices and attaining religious decision.

ARTICLE XVI

POLICIES

Section 1: Policies, procedures and roles of board members, trustees and employees

The ISEB board shall formulate and approve policies and make policy decisions. Individual committee chairs and employees shall ensure that board policies, procedures, and guidelines are implemented and followed. Unless specifically authorized by the ISEB board ISEB employees have no authority to formulate policies, contest elections to the board of directors or committee chairs, or endorse, support, or promote any candidates for the post of the board of directors.

ARTICLE XVII

CONFLICT RESOLUTION

Section 1: Conflicts, Disputes, Issues and Disagreements

[2015 amendment deleted the 2013 amendments to Article XVII and restored the 2009 wording of this article.]

Any controversy, conflict, issue, claim or dispute at the ISEB amongst and between any of the stakeholders including but not limited to ISEB Board of directors, officers, committee members, employees, volunteers and vendors arising out of or relating to any matter or dispute by and between its members, shall be settled by binding arbitration by the Shariah Council of California under its rules. The decision of the arbitrator will be final and binding on all parties.

In case the Shariah Council is not available or does not take up the dispute then the parties agree to arbitration pursuant to California Code of Civil Procedure section 1280, et seq. and may mutually agree upon the appointment of an arbitrator. If the parties cannot agree upon a neutral arbitrator, any party may petition the Alameda County Superior Court pursuant to Code of Civil Procedure section 1281.6 for the appointment of an arbitrator.