

**Amended and Restated Bylaws of  
Islamic Cultural Center of Northern California  
(ICCNC)**

**May 25, 2016**

**ARTICLE 1  
PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the County of Alameda, California.

**ARTICLE 2  
CENTER**

This corporation operates the Islamic Cultural Center of Northern California ("ICCNC").

**ARTICLE 3  
MEMBERSHIP**

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE 4  
BOARD OF DIRECTORS (BOD)**

- **Section 1. Powers.** This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the BOD, provided that for certain decisions, the following process shall be required. On initiation of any proposal regarding the sale, transfer, or relocation of the ICCNC, or the merger or dissolution of this corporation, the BOD shall provide at least 60-days notice to the Designator (the "Designator Notice") before such transaction occurs and form the Transactions Committee (see Article 5, Section 4) within 10 days of giving the Designator Notice. The Transactions Committee shall investigate and make a recommendation to the BOD on the transaction within 60 days of the Designator Notice, and the BOD shall vote on the recommendation no sooner than 60 days after the Designator Notice. Except for a vote on the dissolution of the corporation, the vote of two-thirds of the directors then in office is required for any of the listed transactions to occur.
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- **Section 2. Duties.** The duties of the BOD shall include, but not be limited, to the following: Provide governance for this corporation.

- Maintain and assure that the mission, vision and values of this corporation are upheld with regard to all of this corporation's affairs.
- Review annual goals and strategic plans for this corporation.
- Prepare annual goals statement to achieve the goals of this corporation in accordance with the long-term vision and mission statement of this corporation and present the annual goals to the Designating Body (DB) at least once a year.
- Hold semi-annual meetings with the DB.
- Ascertain, through officers' review and reporting, that the goals, plans and work outlined for this corporation are being developed.
- Create and review policies of this corporation.
- Assure that policies are being followed.
- Enforce the bylaws.

**Section 3. Number and Qualification of Directors.** The number of directors shall be not less than five or more than seven, with the exact number of authorized directors to be fixed from time to time by resolution of the BOD. Members of the BOD must fulfill the following qualifications prior to their election to the BOD, as determined in the sole discretion of the Designator:

- At least three-fifths of the directors must have college degrees.
- At least two-fifths of the directors must have five years of business management.
- Each director must be an active Shi'a (Ithna A'shari) Muslim in the community for at least two years.
- Previous BOD experience is preferable.
- Be open-minded, accepting and respectful to others' ideas and beliefs.
- Shall have received a copy of this corporation's Bylaws and have accepted the terms of the document in writing.
- Adhere to the policies, rules, conduct, and regulations of this corporation.
- Each director must practice and believe in this corporation's core values, as attached.
- At least two-fifths of the directors must live in the general vicinity of San Francisco Bay Area community at the time of their appointment.
- Each director must be at least 21 years of age.

Members of the DB may run for the BOD if they resign from the DB prior to their appointment.

**Section 4. Appointment and Term of Office of Directors.** The directors of this corporation shall be designated by the Designator, defined in Article 7, Section 2, subject to the power of the Board to fix the number of directors as provided in Section 2 above. Each director shall be appointed for a term of two years and shall hold office until a successor is elected. A person cannot be appointed to the BOD for more than two consecutive terms. A person who has served two consecutive terms cannot be re-appointed to the BOD for at least two years.

**Section 5. Vacancies.** A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term.

**Section 6. Resignation.** Resignations shall be effective upon receipt in writing by the Chairperson, the Secretary, or the BOD of this corporation, unless a later effective date is specified in the resignation.

**Section 7. Removal.** The removal process can be initiated upon the request of at least two members of the BOD or by the Designator (DB), presented in a written notice to the DB Chairperson (the "DB Notice"). Within 10 days of receiving the DB Notice, the DB Chairperson shall form the Transactions Committee, as defined below (unless the BOD Chairperson is under investigation, in which case the BOD shall select a director other than the Chairperson to serve on the Transactions Committee). The Transactions Committee shall investigate and make a recommendation to the Designator. It shall make its recommendation within 40 days of the DB Notice. The Designator shall then determine whether or not to remove the director. Members of BOD can be removed at anytime by the Designator with or without a cause.

**Section 8. Quarterly Meetings.** A meeting of the BOD shall be held at least once every three months. Quarterly meetings shall be called by the Chairperson or any two-fifths of the directors, and noticed in accordance with Section 10 of this article.

**Section 9. Special Meetings.** Special meetings of the BOD may be called by the Chairperson or any two-fifths of the directors, and noticed in accordance with Section 10.

**Section 10. Notice.** Notice of the quarterly meetings and any special meetings of the BOD shall be given to each director

- a) at least five days before any such meeting, if given by first-class mail or

- b) at least three days before any such meeting if given personally or by telephone, telegraph, electronic mail, or facsimile transmission. The notice shall state the date, place, and time of the meeting.

**Section 11. Waiver of Notice.** The transactions of any meeting of the BOD, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

**Section 12. Quorum.** Three-fifths of the directors (rounded up to the nearest whole number) then in office shall constitute a quorum. The act of three-fifths of the directors at a meeting at which a quorum is present shall be the act of the BOD, except as otherwise provided in Article 4, Sections 1 and 13; Article 5 Section 1; and Article 11, Section 3, of these Bylaws or in the California Nonprofit Religious Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least three-fifths of the BOD then in office.

**Section 13. Action Without a Meeting.** Any action required or permitted to be taken by the BOD may be taken without a meeting if all members of the BOD shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the BOD. Such written consents shall have the same force and effect as the unanimous vote of such directors.

**Section 14. Telephone Meetings.** Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

**Section 15. Standard of Care.** A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable

inquiry, as is appropriate under the circumstances. In making a good faith determination, a director may consider what the director believes are the religious purposes of this corporation, and any applicable religious tenets, canons, laws, policies, and authority.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters, which the director believes to be within such person's professional or expert competence;
- (iii) a BOD Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; or
- (iv) Islamic religious authorities, or other persons whose position or duties in this corporation or other religious organization the director believes justify reliance and confidence and whom the director believes to be reliable and competent in the matters presented;

So long as, in any such case, the director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat any purpose to which a corporation, or assets held by it, may be dedicated. The duties and liabilities set forth in the Section shall apply without regard to whether a director is compensated by this corporation.

This standard of care shall apply, without limitation, to directors' actions in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments. This standard of care shall also apply, without limitation, to directors' actions or omissions relating to compensation paid to any director (whether for service as a director or an officer), or any loan of money or property to,

or guaranty of the obligation of, any director or officer, by this corporation. The directors benefited by any such act or omission are not prohibited from participating in the Board's decision thereon.

**Section 16. Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

**Section 17. Compensation.** The BOD may authorize, by resolution, the payment to a director of a reasonable fee for expenses as a director and for attending meetings of the BOD and BOD Committees. Members of the BOD shall not be compensated for their time carrying out their duties as a Board member. Directors shall not seek full-time employment in the corporation.

**Section 18. Meeting Minutes.** The BOD shall keep accurate minutes of all its meetings. The minutes shall reflect attendance, resolutions, and the associated votes. The minority opinions on an approved resolution may be reflected in the minutes upon their request. Minutes shall be the only official public record of the BOD of this corporation. All discussions of the BOD except those reflected in the minutes shall be confidential. Meeting minutes are considered draft minutes until the BOD approves them.

## ARTICLE 5

### BOD COMMITTEES

**Section 1. Board of Directors Committees.** The BOD may, by resolution adopted by two-thirds of the directors then in office, create any number of Board Committees. Appointments to any Board Committee shall be made by any method determined by a vote of two-thirds of the directors then in office. The BOD will set powers of the BOD committees. The following powers cannot be delegated to any Board Committee:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the BOD or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal any resolution of BOD which by its express terms is not so amenable or repealable;
- (e) create any other Board Committees or appoint the members of any Board Committees.

**Section 2. Advisory Committees.** The BOD may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the BOD determines. Advisory committees may not exercise the authority of the BOD to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the BOD or Board Committees, and implementing BOD or Board Committees decisions and policies under the supervision and control of the BOD or Board Committees.

**Section 3. Meetings.**

**A. Of Board Committees.** Board Committees shall determine their own meeting rules unless directed by the BOD otherwise. The Board Committees shall keep their meeting minutes.

**B. Of Advisory Committees.** Advisory Committees shall determine their own meeting rules and whether minutes shall be kept. The BOD may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

**Section 4. Transactions Committee.** One Advisory Committee shall be the Transactions Committee. When the need arises, the Transactions Committee shall be formed consisting of the BOD Chairperson, the Religious Director, the Designator Body Chairperson, and a representative of the DB elected by the DB. Any decisions of the Transactions Committee shall require the vote of a majority of the Transactions Committee members.

**ARTICLE 6  
OFFICERS**

**Section 1. Officers.** The officers of this corporation shall be:

- BOD Officers: a Chairperson, a Vice Chairperson, a Secretary
- Corporate Officers: a Chief Executive Officer (“CEO”), a Chief Financial Officer (“CFO”), and a Religious Director (RD).

The BOD Officers shall be elected from among the BOD directors of this corporation; and the Secretary shall not serve concurrently as the Chairperson. The Corporate Officers shall be full-time employees of this corporation; and neither the CFO nor the RD may serve concurrently as the CEO. This corporation



may have other officers at the discretion of the BOD. All officers shall adhere to this corporation's core values, as attached.

**Section 2.      Election.** The BOD Officers shall be elected annually by the BOD, and each shall serve at the pleasure of the BOD. The Corporate Officers shall serve in their positions by virtue of being hired as employees of this corporation by the BOD to positions with the same titles as their officer titles, and each shall serve at the pleasure of the BOD, subject to the rights, if any, of a Corporate Officer under any contract of employment.

**Section 3.      Removal.** Subject to the rights, if any, of an officer under any contract of employment, the BOD may remove any officer, with or without cause.

**Section 4.      Resignation.** Any officer may resign at any time by giving written notice to this corporation; provided that a Corporate Officer must give at least one month written notice. Any resignation shall take effect on receipt of that notice by another officer (or, in the case of a Corporate Officer, one month after such receipt) or at any later time specified in that notice and, unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

**Section 5.      Vacancies.** A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

**Section 6.      BOD Chairperson.** The Chairperson shall preside at all meetings of the BOD. The Chairperson shall exercise general supervision over the affairs of this corporation and shall have such other powers and duties as prescribed by law, by these bylaws, or by the BOD.

**Section 7.      BOD Vice Chairperson.** The Vice Chairperson shall in the absence of the Chairperson, carry out the duties of the Chairperson and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

**Section 8.      BOD Secretary.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the BOD and its committees, shall supervise the giving of such notices as may be

proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the BOD or these Bylaws.

**Section 9. Chief Executive Officer (CEO).** Subject to further elaboration in an employment agreement, if any, the CEO shall be responsible for advancing the objectives of this corporation, for managing the day-to-day activities of this corporation, and all operational affairs of this corporation. The CEO shall report to the BOD. The CEO has the right and the responsibility to attend all meetings of the BOD and is responsible for:

- Budget control and fund raising with well defined goals set by the BOD;
- Development of operational plans for execution of strategic road map set by the BOD;
- Assistance to the Chairperson in convening meetings and setting the agenda for Board meetings;
- Representation of this corporation and its values, mission, and vision along with the RD to the public.

The CEO shall form an advisory committee for strategic, business, management, and financial consulting with at least three members after reporting to the BOD.

**Section 10. Chief Financial Officer (CFO).** Subject to further elaboration in an employment agreement, if any, the CFO shall report to the CEO and shall be responsible for:

- All financial planning, fund raising, budget, supervising the charge and custody of all funds of this corporation, and the deposit of such funds in the manner prescribed by the BOD;
- Establishment and maintenance of adequate and correct accounts of this corporation's properties and business transactions;
- Rendering reports and accountings as required. The CFO shall have such other powers and duties as may be prescribed by the BOD, the CEO, or these Bylaws.

**Section 11. Religious Director (RD).** Subject to further elaboration in a written employment agreement, if any, the RD shall be responsible for all religious and cultural affairs and reports to the BOD. The RD shall have high ethical standards, be committed, enthusiastic, aware and open to diverse

opinions in interpretation of religious edicts, and proficient in English. The RD has the right and responsibility to attend all meetings of the BOD and is responsible for:

- Assisting the BOD with strategic planning for the religious and cultural roadmap of this corporation;
- Providing blueprints for short/long term goals;
- Directing tactical cultural/religious plans and programs.

**Section 12. Committees.** Corporate Officers may appoint committees consisting of volunteers and full-time staff reporting to one of the Corporate Officers.

## ARTICLE 7

### Designating Body (DB); Designator

**Section 1. Powers.** The DB is a body of volunteers that aids this corporation to achieve its mission, goals, objectives, and the safeguarding of this corporation's core values. DB members elect members of the BOD. Additionally, it shall support the BOD and this corporation's staff to reach their goals. DB membership is a "privilege" that will be granted by then members of the DB. The DB members are not voting members of this corporation.

**Section 2. Naming of Designator.** Generally, the DB shall act as the Designator under these Bylaws. However, in certain circumstances the "DB Core Committee" serves, as the Designators, DB Core Committee was elected for a period of two years.. DB will annually elect a seven-member committee titled "DB Core Committee". If the DB membership falls below 2/3 of the minimum of 30 members (20 members), then the "DB Core Committee" will become the acting DB until the DB members is increased to 30 members again (2) if the DB fails to appoint the BOD at the annual meeting of the DB, as set forth in Section 8, below, or fails to call and hold an Annual Meeting at which directors are to be appointed as required in Section 8. If the DB Core Committee steps in, they shall make decisions as Designator by a vote of a majority of all of the DB Core Committee. DB Core Committee members can be changed or removed only at annual meetings.

**Section 3. Numbers and Qualifications.** The DB shall consist of not less than 40 members. Persons elected to the DB shall have the following qualifications, as determined in the sole discretion of the DB:

1. Be a practicing Muslim and adhere to this corporation's core values.

2. Be known for upholding Islamic values as outlined in the statement of core values attached to the Bylaws.
3. Be actively involved with this corporation including but not limited to time, thought, or financial contribution for at least one year prior to election to the DB.
4. Accept Shi'a Ithna A'shari school of thought as one of the five major Islamic Schools of law and jurisprudence.
5. Be open-minded, accepting and respectful to others' ideas and beliefs.
6. Be at least 18 years old.
7. Shall have received a copy of this corporation's Bylaws and have accepted the terms of the document in writing.
8. Adhere to the policies, rules, conduct, and regulations of this corporation.
9. Shall not miss more than 50% of the DB meetings per year.

Each DB member must pay a minimum monthly membership fee of \$20 or volunteer for an equivalent amount.

**Section 4. Election and Evaluation for DB Members.** Candidates for membership shall be nominated by the DB Membership Committee or by five current DB members. The list of candidates shall be sent to all DB members at least one month before the election of the candidates at a meeting or by electronic mail/internet.

- (a) **Election.** New members of the DB may be elected at the DB annual meeting. Candidates approved by the Membership Committee may also be elected at other meetings of the DB or, no more than once per quarter, through electronic mail, and other secure Internet voting systems.
- (b) **Evaluation.**
  - i. The membership committee is responsible for evaluating DB members continuously.
  - ii. DB members shall self-report their volunteer hours through one of the internal entities of ICCNC (i.e. Event Committee, RD, etc.) This report must be submitted to Membership Committee for review.
  - iii. The membership status of all current members shall be evaluated annually at the annual meeting.

**Section 5.      Resignation.** Resignations shall be effective upon receipt in writing by the DB Chairperson, unless a later effective date is specified in the resignation.

**Section 6.      Removal.** A DB member may be removed if, as determined in the sole discretion of the DB, s/he ceases to meet the requirements set forth in Section 3 or 4(b) of this Article. The DB may also initiate the removal of a DB member upon the recommendation of the DB Membership Committee or the DB Leadership. The removal of a DB member requires the vote of two-thirds of all of DB members present in the meeting. DB members set for removal are entitled to defend themselves prior to voting.

**Section 7.      Suspension.** The DB Membership Committee may unanimously vote to suspend the membership of a DB member for a maximum of 30 days. Such suspension shall only occur in emergency cases where immediate action is required. The DB Leadership Committee can never suspend more than ten percent of the DB members.

**Section 8.      Meetings.** The DB shall meet at least once per quarter. DB members may participate in a meeting through use of conference telephones or similar communications equipment so long as all DB members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. At its first meeting of the year, the DB shall determine the number of additional meetings for that year. The DB Chairperson shall call the meetings, which shall be noticed in accordance with Section 9. One of the meetings shall be designated as the annual meeting, at which the DB evaluates current members, considers adding new members, considers removing members, elects officers, appoints subcommittees, and, every two years elects the BOD. The annual meeting shall take place in the first quarter of each calendar year. At least semi-annually, the members at the DB meeting shall listen to BOD reports and review the major decisions of the BOD, and decide on the schedule of meetings, procedures and policies to achieve their goal of appointing new members of the BOD. All meetings must have minutes, taken by the DB Secretary. A copy of the minutes shall be provided to the BOD Secretary within two weeks of the meeting. Any action items that involve the use of the ICCNC facilities shall be reported to the CEO or other appropriate staff the following day.

**Section 9.      Notice.** The DB Secretary shall give notice of the DB meetings, as well as of Nominating and Membership Committee meetings to each DB member and the CEO:

- a) at least five days before any such meeting, if given by first-class mail or

- b) at least three days before any such meeting if given personally or by telephone, telegraph, electronic mail, or facsimile transmission.

The notice shall state the date, place, and time of the meeting. The CEO shall post the notice.

**Section 10. Quorum and Actions; Voting Requirement for Removal of Directors.** Fifty percent plus one of all DB members then serving shall constitute a quorum. The act of a majority of the quorum by written ballot shall be the act of the DB. However, the removal of directors shall require a vote of two-thirds of the quorum by written ballot

**Section 11. DB Leaders.** The DB shall elect a Chairperson, a Vice-Chairperson, and a Secretary annually. The DB Chairperson shall (i) preside over meetings of the DB; (ii) facilitate the annual review of members and the election of new members; and (iii) for the DB and its subcommittees, help in creating and approving the agenda, setting meetings, assuring that the committees achieve long- and short-term goals, and follow up on committee decisions. The DB Chairperson is ultimately responsible for the DB's actions and conduct. In the absence of the DB Chairperson, the DB Vice-Chairperson shall preside over DB meetings. The DB Secretary shall prepare and distribute meeting minutes, hold roll call of meetings, and update the DB member list.

**Section 12. Subcommittees.** In addition to the Executive Committee, Nominating Committee and Membership Committee described below, the DB, by a resolution adopted by a majority of the DB members then serving, create subcommittees. Appointments to the subcommittees shall be made by any method determined by the vote of a majority of the DB members then serving. Decisions of the subcommittees shall be made by a majority of the subcommittee members then serving. Each subcommittee shall elect a chair and a secretary to conduct the meetings. All subcommittees shall prepare minutes of their meetings by their secretary.

**Section 13. DB Executive Committee.** The DB Executive Committee shall consist of the DB Leaders. The responsibilities of the DB Executive Committee shall be to conduct and facilitate DB meetings in cooperation with the BOD Chairperson, to recommend removal of DB members, to suspend DB members under extreme circumstances, and to represent the DB in dealing with the BOD and the corporation staff and officers.

**Section 14. Nominating Committee.** The Nominating Committee shall have five members, which consists of three DB members elected at the DB annual meeting by two-thirds of the quorum, one BOD member elected by the BOD, and the ICCNC Religious Director, if present and serving. The Nominating Committee shall continuously seek nominations of qualified BOD candidates. It shall search the community, the DB, and the larger pool of Muslim visionaries and intellectuals for BOD membership candidates, review and qualify candidates for the BOD, and assist the DB with the election process. In case of a tie vote, the chairperson of DB Leadership will cast the tiebreaking vote. Members of this committee will serve for two year.

**Section 15. Membership Committee.** The Membership Committee will consist of five to seven DB members elected by a majority vote of the quorum at a DB meeting. Members of this committee will serve for two year. The Membership Committee will continuously seek and nominate qualified candidates to become DB members by introducing new candidates at every DB meeting.

## ARTICLE 8

### PROHIBITED TRANSACTIONS

**Section 1. Self-Dealing Transactions.** Except as provided in Section 2 below, the BOD shall not approve, or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Nonprofit Religious Corporation Law Section 9243(b).

**Section 2. Approval.** This corporation may engage in a self-dealing transaction if a court or the Attorney General approves the transaction. This corporation may also engage in a self-dealing transaction if the BOD determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit or for the benefit of the this corporation; (b) the transaction is fair and reasonable to this corporation or is in furtherance of its religious purposes, at the time of the transaction; and (c) after reasonable investigation, either it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or the transaction is in furtherance of its religious purposes. Such determinations must be made by the BOD in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a two third vote of the directors then in office, without counting the vote of the interested director or directors.

## ARTICLE 9

### INDEMNIFICATION AND INSURANCE

**Section 1. Right of Indemnity.** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 9246. For purposes of this Article, "agent" shall have the same meaning as in Section 9246(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 9246(a), including any threatened action or investigation under Section 9243 or brought by the Attorney General pursuant to Section 9230; and "expenses" shall have the same meaning as in Section 9246(a), including reasonable attorneys' fees.

**Section 2. Approval of Indemnity.** On written request to the BOD in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 9246(d). Otherwise, the Board shall promptly determine, by a two third vote of the directors then in office who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 9246(b) or Section 9246(c), and, if so, shall authorize indemnification to the extent permitted thereby.

**Section 3. Advancing Expenses.** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, and except as otherwise determined by the BOD in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the BOD finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.



**Section 4.      Insurance.** The BOD may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

## **ARTICLE 10 GRANTS ADMINISTRATION**

**Section 1.      Purpose of Grants.** This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

**Section 2.      Board of Directors Oversight.** The BOD shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

**Section 3.      Refusal; Withdrawal.** The BOD, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

**Section 4.      Accounting Required.** The BOD may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

**Section 5.      Restrictions on Contributions.** This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. The Board of Directors shall abide by the laws of the Charitable Organizations to remit contributions solicited for specific purposes for those

purposes only, unless such remittance shall not be possible, donors permission to spent the donation for other cause(s) is obtained, or ordered by court otherwise. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

## ARTICLE 11

### MISCELLANEOUS

**Section 1.**     **Fiscal Year.** The fiscal year of this corporation shall end each year on December 31.

**Section 2.**     **Contracts, Notes, and Checks.** All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the BOD from time to time.

**Section 3.**     **Modifications and Amendments.** Proposed modifications and amendments to these Bylaws shall first be presented (by legal notification) to the Designator, through the DB Executive Committee, at least 120 days before the Board vote on the amendment, and the Board shall seek input from the Designator on the proposed changes. The vote of three-fourths of the directors then in office, or the unanimous written consent of the directors, shall be required to adopt a Bylaw modification and amendment. No amendment to these Bylaws shall be valid or become effective without the consent of the Designator.

**Section 4.**     **Governing Law.** In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Religious Corporation Law as then in effect shall apply.

**Section 5.**     **Preamble to Bylaws.** ICCNC's Core Values (Attachment A) shall constitute the preamble of these Bylaws.

## Attachment A

### ICCNC's Identity Statement

**Mission** – Celebrate Islam through art, culture and education.

**Vision** – Achieve a more compassionate and just society by giving a contemporary voice to diverse perspectives of Islam.

#### **Values**

- Promote the Islamic core values of social responsibility, conscientiousness and spirituality.
- Provide a welcoming environment for all to learn about Islam.
- Follow the Shi'a Ishna-Ashari School of Islamic thought.
- Believe in a compassionate and inclusive interpretation of Islam and respect other Islamic schools of thought.
- Presents Islam in contemporary language that honors Islamic traditions.
- Believe, based on Islamic tenets, that all humans are created equal and have inalienable human rights.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am presently the duly elected and acting Secretary of the Islamic Cultural Center of Northern California, a California nonprofit religious corporation, and that the above Bylaws, consisting of 20 pages (excluding the preamble), are the Bylaws of this corporation as adopted by the Board of Directors and the Designators (as described in the previous Bylaws), on, \_\_\_\_\_.

DATED: May 25, 2016

Signed by:

Farid Ramezanzadeh, Chairperson