



Bylaws Ver 2.0

Valley Ranch Islamic Center (VRIC) Constitution/Bylaws Document

**Nov 15, 2020
Version 2.00**



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VERSION CONTROL:

| Revision Name | Edited/Revised by | Articles/Sections [A=Amended; N=New addition n; D=Deleted] | Date of Approval |
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| Final Constitution of VRIC – Version 1.0 | Ezazul Bakshi Najm Hassan Ashraf El-Gharby Mohammed Summakia Tariq Mahmood | N | 5/28/2013 |



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| Revision Name | Edited/Revised by | Articles/Sections [A=Amended; N=New addition n; D=Deleted] | Date of Approval |
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| Amendment to the VRIC Bylaws - Version 2.0 | Ashraf El-Gharby Aslam Shekha Ezazul Bakshi Farah Anwarullah Faisal Shaikh Fuad Dadabhoy Hassan Sheikh Iqbal Mirza Mohamed Elmougy Moustafa Youssef Munir Moghal Najm Hassan Sadak Shaik Sahar Ayad Sameer Syed Tauseef Ansari | A | 12/1/2020 |



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ARTICLE 1: Name

Section 1: Name

The name of the organization shall be “Valley Ranch Islamic Center”, hereafter referred to as **VRIC** whose tax id is 46-1546936.

Section 2: Vision and Mission

Vision

Our vision at VRIC is to be a leading Islamic organization that provides a dynamic and innovative environment for spiritual, educational and social activities for the entire family, and specifically for the future generation of American Muslims.

Mission

- We provide a full spectrum of valued resources and services to our diverse community
- We aim to provide a safe place for people of all ages and backgrounds to connect, learn, pray, and grow in accordance with Qur’an and Sunnah
- With love and compassion, we hope to inspire and build the future generation of American Muslim leaders



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- We strive to work in harmony with other Muslim and Non-Muslim groups and civic organizations to meaningfully contribute to charitable causes and enhance our collective future
- We provide our services in a transparent and efficient way, leveraging a team of dedicated volunteers and resources

ARTICLE 2: Principal Office

The principal office of VRIC is currently located in the Valley Ranch area of Irving, Texas. The registered office of VRIC may but need not be the same as its principal office. The “Board of Directors” of VRIC, hereafter referred to as **BoD** may change the address of the registered office, from time to time, in a manner consistent with the Texas Nonprofit Corporation Act.

ARTICLE 3: Purpose and Core Tenets

Section 1: Purpose

The purpose of VRIC is to carry out religious, charitable, and educational activities in conformity with the religion of Islam in accordance with the Quran and authentic Sunnah as shown by Prophet Muhammed (SAW) and practiced by his companions. The organization operates under the principles of the Sunni sect of Islam.

All activities at VRIC shall be in conformity with local, state and federal laws. VRIC shall be a non-profit, non-political entity, which shall duly qualify as a tax-exempt



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organization under section 501(c)(3) of the IRS code VRIC shall do each and everything necessary, suitable, or proper for the accomplishment of these objectives, including, but not limited to the following:

- To conduct religious services and prayers.
- To teach, and to disseminate the Islamic faith among Muslims and non-Muslims.
- To promote Islamic education by establishing and maintaining Mosques, Islamic centers, community centers, schools and institutions of higher learning.
- To promote unity, strengthen fraternal bonds and relationships among Muslims.
- To revitalize cooperative endeavors with other Muslim organizations.
- To promote friendly relations and understanding between Muslims and Non-Muslims

Section 2: Core Tenets

The core tenets of VRIC are as follows:

- The activities of this organization shall be governed by the teachings of the Qur'an and the Sunnah as understood by the companions of Prophet Muhammad (SAW). The principle of Shura shall be the governing principle in arriving at decisions.
- VRIC shall strive to procure in its affairs and activities, the participation and representation of Muslims of all races, gender, national origin, linguistic or ethnic backgrounds, and Islamic schools of Jurisprudence, without giving preference to any group.
- VRIC shall strive to create an open and welcoming environment for the entire family including children and young adults in its facilities and activities.
- VRIC will ensure that everyone is given the opportunity to grow spiritually and enhance the practice of Islam in their daily lives.



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- VRIC will support a range of activities within the bounds of the Sharia and the laws that govern a 501c(3) non-profit organization. Such activities include but are not limited to social gatherings, picnics, field trips, visits and educational classes in a variety of areas.
- VRIC will ensure that women have the opportunity to lead and participate in all its activities as prescribed by Quran and Sunnah.

ARTICLE 4: Membership

Section 1: Membership Qualification

VRIC shall have two kinds of memberships:

- Honorary Members
- Regular Members

All Muslims who are in full agreement with the purpose and core tenets of VRIC shall be eligible to become honorary members. Honorary members shall have the same rights and privileges as Regular members except that they are not eligible to vote or be nominated to BoD or Board of Trustees hereafter referred to as BoT.

All Muslims who reside within a 10 mile radius of VRIC as shown by map software and are in full agreement with the purpose and core tenets of VRIC shall be eligible to become Regular members. In the event that a member moves out of the 10 mile radius of VRIC, their membership will automatically become honorary membership retrospective from the date of their move.



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A Regular or Honorary member must be a Muslim who follows the teachings of Quran and Sunnah as understood by the companions of Prophet Muhammed (SAW).

Section 2: Eligibility to Vote

To be eligible to vote, A Regular member must meet the following conditions:

1. Must be eighteen (18) years of age or older.
2. Completes a Membership form and pays the membership dues set by the BoD.
3. The term of membership is one calendar year and must be renewed at the end of each calendar year. Membership is automatically terminated for failure to renew upon an attempted notification from VRIC by official mail/email.

Section 3: Withdrawals and Dismissals

1. Withdrawal from the membership of VRIC is voluntary.
2. A member can be disqualified by the BoD for failure to meet the qualifications listed in ARTICLE 4, Section (1) & Section (2) or by 2/3rd vote of BoD for acting in a way detrimental to VRIC.

Section 4: Voting Rights

1. Only Regular members in good standing have voting rights.
2. Each voting Regular member shall be entitled to only one vote.
3. A Regular member, whose dues are in arrears loses the right to vote or run for elections for BoD or BoT as long as the membership is still in such arrears.



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4. New members shall not have voting rights until 180 days (6 months) have elapsed since their joining and payment of dues whichever comes latest.
5. In the event that the membership is delinquent for more than sixty (60) days, then they shall be considered as new members and the Voting Rights criteria of ARTICLE 4 Section 4.4 shall apply.
6. Non-members can attend the meetings but do not have voting rights.

Section 5: Membership Dues (Fees)

Annual membership dues shall be determined and may be changed from time to time by the BoD. Members can request a waiver of the membership dues only on grounds of financial hardship.

ARTICLE 5: General Assembly

Section 1: Composition

The General Assembly shall consist of all members of VRIC. The General Assembly shall be the supreme body of VRIC and shall meet at least once every quarter.

Section 2: General Powers and Responsibilities

VRIC shall be managed by its BoD, which is elected by the General Assembly in accordance with the bylaws.



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Responsibilities of the General Assembly shall include:

- To safeguard the ideological integrity of VRIC and hold the BoD accountable.
- Elect all members of BoD and three members of BoT
- The ultimate decision making body in real estate matters of VRIC

Section 3: Annual Meeting

An Annual meeting of the General Assembly shall be held at a predetermined and announced date and time. For newly elected BoD, the date of the Annual meeting shall be set by the BoD within 60 days from the election of the BoD. During the Annual meeting, the following will be (but not limited to) reviewed and acted upon:

- An Annual report presented by the President of the BoD on behalf of the Board.
- Financial Report and/or other transactions as may properly come before the meeting.
- Any major or strategic initiatives pursued by BoD based on the long term objectives that were established by the BoT.

Section 4: Special Meeting

A special meeting of the General Assembly may be called by the President of the BoD or by the Chairperson of the BoT or by two-thirds (2/3rd) vote of the BoD or BoT. Special meetings may also be called by a written petition signed by 25% of the voting members. The General Secretary must verify the signed petition requesting a special meeting within 2 weeks of submission. If the petition is declined for not meeting the



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required number of signatures, the outcome must be publicly communicated along with the reasons.

Section 5: Notice of Meeting

Written or printed notice stating the place and time of any meeting of the General Assembly shall be delivered, either personally, by hand or by email, to each voting member, and shall be posted in the VRIC notice board or published electronically not less than ten (10) days, nor more than thirty (30) days before the date of such meeting by or at the direction of the President of the BoD, or the secretary, or the officers. A minimum of ten (10) days notice shall be required for any General Assembly meeting. The purpose and agenda of the meeting shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member address as it appears on the records of VRIC. The notice of the meeting shall also be deemed delivered when the email is sent to the public VRIC mailing list and posted on the VRIC website, or via the VRIC mobile app or on VRIC social media platforms

Section 6: Quorum

The General Assembly holding more than 30% of the voting members shall constitute a quorum. If such a quorum is present, all voting criteria mentioned in all sections of the Bylaws are based on the members present at the meeting. If such a quorum is not present within sixty (60) minutes of the specified time, the meeting will be adjourned. The BoD then should reconvene the meeting no less than 24 hours but within 2 weeks (14 days). The required quorum for such a meeting is 20% of the voting members. If no quorum is present at this meeting (within 60 minutes of the specified time), a subsequent meeting must be called no less than 24 hours but within 1 week (7 days). At



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such a meeting, the quorum is assumed to exist regardless of the number of voting members present at the meeting. In such a meeting, the board can only transact business that was part of the original meeting agenda.

Section 7: Absentee Ballots

At any meeting, a voting member can vote in person. Absentee ballots must be submitted to the General Secretary at least 48 hours before the General Assembly meeting. In the event of elections, the ballots must be handed in person to the Election Committee within the time set by the Election Committee.

ARTICLE 6: Board of Directors (BoD)

Section 1: Charter of the Board

Subject to the Provisions of these Bylaws, the affairs of VRIC shall be managed by the **BoD** and will be accountable to the General Assembly. The BoD shall hold in trust, the properties of VRIC. The BoD shall take actual care of the properties, but shall have no power to buy, sell, exchange, mortgage, lease, pledge, transfer, or dispose of *in any manner any real estate property* of VRIC without specific vote of the General Assembly authorizing such action and approval of **BoT**. The BoD shall obtain approval of the General Assembly for liquidation of any assets in excess of \$100,000 within a fiscal year.

Section 3: Responsibilities of the BoD



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The responsibilities of the BoD shall be as follows:

- Safeguarding the ideological integrity of VRIC.
- Responsible for working in partnership with the BoT to facilitate the strategic planning process.
- Providing policy guidelines and executing the programs and activities.
- Providing financial stability to VRIC.
- Review the annual budget with BoT and approve it
- Ensuring permanency and continuity of operation and programs.
- The selection/hiring/firing of the Senior Religious Leader of VRIC shall be a joint responsibility of the BoT & BoD. All management responsibility including managing the day to day job responsibilities of the Senior Religious Leader & yearly performance review shall be done by the BoD. All decisions regarding the selection/hiring/firing of the Senior Religious Leader must be approved independently by both BoD & BoT.
- Hiring, firing and managing employees and contractors.
- Executing on the overall vision and mission of VRIC.
- Safeguarding the spirit and intent of bylaws and ensuring that the core Tenets of VRIC as outlined in ARTICLE 3, Section (2) are followed. In addition, the BoD will ensure that it does not take any steps leading to the dissolution of VRIC, unless absolutely necessary once all other viable options are exhausted, and in compliance with these bylaws.

Section 4: Structure of the BoD

The BoD shall consist of 7 members. The 7 members will comprise of 4 officers and 3 non-officers. The officers of VRIC shall be identified as the following:

- President
- Vice President



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- Secretary
- Treasurer

The BoD may also have the following non-officer positions that are filled by BoD.

- Religious Affairs Director
- Social Affairs Director
- Facilities Director
- Education Affairs Director

The BoD may add or remove non-officer positions to address the changing needs of the VRIC community and the overall VRIC strategic and tactical goals.

A BoD cannot hold more than one officer position. In the event that an officer or BoD member resigns or is removed from the BoD, then the BoD should fill the position within 60 days from the date of resignation or removal from the BoD until which time a BoD can temporarily hold multiple officer positions.

Section 5: BoD Qualifications

To qualify for BoD, one must:

- Be a voting member of VRIC for at least one year. In the event that an otherwise qualified person is needed to fill a vacancy but has been a member of VRIC for less than a year, a motion can be brought to the general assembly to lower the requirement to 180 days for that specific person. The general assembly can approve the motion with a minimum of 30% of votes.
- Sound Islamic beliefs and practices.
- Abstains from Kaba'er (major Islamic violations).
- Shall not engage in the business of selling alcohol, lottery tickets, gambling or other Islamically prohibited practices.



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- Perform the responsibilities of their officer or non-officer role and adhere to all the policies of VRIC.
- Be a regular attendee to the Masjid and an active participant as a volunteer or a leader of activities of the Masjid and VRIC.
- Be committed to supporting VRIC by all means.
- Must have good people management skills.
- Must have good communication skills necessary to conduct the affairs of VRIC including verbal, written and electronic such as email.
- Must not be a paid employee of VRIC.
- Must have a clear record when a criminal background check is performed
- Be a legal resident or citizen of the United States of America and can provide necessary documentation, when and if requested

Section 6: Term of the BoD

The general term of BoD is two years. The BoD cannot serve more than two consecutive terms, after which, they become ineligible to stay on the BoD for a minimum of one-term (2 years) before becoming eligible again.

Section 7: Regular Meetings

The BoD shall hold regular meetings at least once a month, to approve programs, plans, budget and other business that may come before the board. The meeting agenda as well as meeting minutes will be posted to General Assembly members except for those items that are confidential including but not limited to the following: Personnel matters, Real-estate negotiations, and Attorney consultations.



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Section 8: Resignations

The BoD has the right in a regular meeting to accept the resignation of any of its members.

- Any BoD member who fails to attend three consecutive BoD meetings without a legitimate reason given in writing and accepted by the BoD may be considered as having resigned from their position.
- Any BoD member who is relocated outside the geographic area mentioned in ARTICLE 4, Section 1, will be advised to resign and required to do so within 30 days of such relocation.

Section 9: Removal

A BoD can be dismissed for the following reasons.

- A BoD member may be immediately removed from the BoD by a unanimous vote of the other members of the BoD.
- A BoD member who does not conduct themselves with respectful Islamic etiquettes can face disciplinary action including dismissal. Such dismissal must be done with two-thirds 2/3rd vote of BoD members.
- The General Assembly also has the power to remove any office holder for gross misconduct or deliberate violation of the Bylaws of VRIC, or whenever the best interest of VRIC warrants it. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a “No Confidence Motion” to remove any BoD member.



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- A BoD member who commits any of the activities below is subject to automatic disqualification and removal from the Board.
 - Engages in illegal activity that leads to that member being indicted or convicted of a felony, as defined by Texas state law or federal law, as the case may be;
 - Engages in illegal activity that leads to that member being convicted of a gross misdemeanor, as defined by Texas state law or federal law, as the case may be;
 - Commits a criminal act that reflects adversely on the person's honesty or trustworthiness; or
 - Engages in conduct involving material dishonesty, fraud, deceit or misrepresentation.
 - Engages in misuse or misappropriation of the funds of VRIC

Section 10: Board Vacancies

Vacancies of the BoD for any reason may be filled by simple majority (51%) vote of the BoD within sixty (60) days from the date of BoD member/s resignation. In case of more than four (4) vacancies on the BoD within a two-week period, the BoD should be considered dissolved, and the General Assembly should be called within 30 days for an emergency meeting to elect a new BoD. If the President of the BoD resigns/was removed from office, the Vice President shall assume the responsibility of the President. In the event the position of President is vacated during the first year of his term, a new President from the BoD shall be elected for a one year term at the next General Assembly meeting or a special meeting of the General Assembly.

Section 11: Board Quorum



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Quorum shall consist of a simple majority of the members of the BoD but not less than three (3), which must include the President of the BoD or the designee or the Vice President. Without the President or designee or the Vice President, any meeting of the BoD shall not be considered official. All decisions of the BoD shall be carried by a simple majority vote, except for the cases otherwise stated in these Bylaws.

Section 12: Functioning Committees

The BoD has the authority to form special committees for certain tasks from time to time based on the needs of the VRIC community, such as fund raising and planning. Also, the BoD members can form sub-committees to help them in their tasks after getting the approval of the BoD.

Section 13: Meeting Remotely

Members of the BoD or any committee designated thereby may participate in a meeting of such board or committees by means of a conference call, video conference or similar communication methods by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 14: Management of VRIC

All corporate powers shall be exercised by or under the authority of, and the business and affairs of VRIC shall be managed under the direction of, the officers of BoD and or BoT except otherwise provided by law or the articles of incorporation.



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Section 15: Action without a meeting

Any action required or permitted to be taken by the BoD or a committee thereof may be taken without a meeting if a written consent setting forth the action so taken, shall be signed by all the directors. Use of email for this purpose is considered acceptable. Such consent shall have the same effect as a vote by the BoD.

ARTICLE 7: Responsibilities of the BoD

Section 1: President

The President of the BoD shall be the principal Board Officer, the spokesperson and representative of VRIC. The President of the BoD shall:

- Preside over the meetings of the BoD and the General Assembly.
- Direct and coordinate all the activities of VRIC.
- Appoint special and standing committees for various functions with the consensus of the BoD.
- Present the annual report to the General Assembly.
- Sign alone or with other officer/s of VRIC as authorized by BoD VRIC checks, deeds, bonds, contracts, or other instruments on behalf of VRIC, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of VRIC.



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- The President or designated appointee is the spokesperson for VRIC to other Muslim and non-Muslim communities and to other community organizations.

Section 2: Vice President

The Vice President shall:

- Assume the functions of the President of the BoD in the absence of the President, in the event of resignation or inability of the President of the BoD or when requested by the President of the BoD.
- Assume any duties assigned by the President of the BoD.
- Assume responsibility for all publications.

Section 3: Secretary

The Secretary shall:

- Handle and keep records of all official correspondence and documents of VRIC that can be easily accessed by BoD.
- Take minutes of all meetings of the BoD and the General Assembly.
- Publish the regular board meetings agenda as well as minutes in the Notice board or through other means approved by the BoD, in a timely fashion.
- Coordinate and distribute information regarding membership and activities of VRIC.
- Maintain up-to-date membership roster.
- Be responsible for the legal matters of VRIC.
- Responsible for organizing the General Assembly meeting.
- Responsible for maintaining the official VRIC website.



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Section 4: Treasurer

The Treasurer shall:

- Receive all dues, contributions, donations on behalf of VRIC.
- Prepare annual budgets.
- Present financial reports at the BoD and General Assembly meetings.
- Maintain up-to-date financial records for VRIC and have it audited annually by an independent Certified Public Accountant (CPA).
- Publish and post the monthly financial statement as approved by BoD, in a timely fashion.
- Be responsible for the banking activities, day-to-day expenses of VRIC, and be the cosigner with the President of BoD on its bank accounts.
- Ensure the donations are collected from the donation boxes and provide receipt of donations promptly.
- Ensure all required forms are filed on time to maintain VRIC as a registered entity in the state of Texas and maintain the 501c (3) status of VRIC.

Section 5: Responsibilities of non-officer BoD positions:

Additional responsibilities may be added/ changed by the BoD as VRIC community needs change.

1. Religious Affairs Director



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The Religious Affairs Director shall:

- Organize religious activities.
- Be responsible for coordinating with the Senior Religious Leader for speakers for Friday prayers.
- Plan and be responsible for the major religious celebrations (e.g. Eids).
- Coordinate Da'wah activity within and outside the Muslim community.
- Be in charge, with the help of the treasurer, of collecting and distributing Zakat and other charity funds.
- Coordinate Islamic educational activities within & outside the Muslim community.

2. Social Affairs Director

The Social Affairs Director shall:

- Organize and execute all the social activities of VRIC, including picnics, Eid celebrations, lectures, Ramadan Iftar program, etc.
- Initiate and maintain programs to help the new-comers to the community.
- Introduce programs that help in strengthening the brotherhood in the community.

3. Facilities Director

The Facilities Director shall:

- Maintain the Facility and be responsible for its up-keep.
- Maintain a calendar of activities.
- Manage the rental of the facility to the community.
- Present plans and budgets needed for any expansion and remodeling of the property of VRIC to the BoD for approval.

4. Education Affairs Director



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The Education Affairs Director shall:

- Oversee Education committee to plan, develop and execute programs for the education activities such as the Islamic weekend school, Children’s Islamic classes, and summer school.
- Oversee the youth activities which will be organized by the youth committee.
- Coordinate activities of other organizations that cater to the needs of the youth.
- Work with the Religious Affairs Director for youth and religious programs.

ARTICLE 8: Board of Trustees

Section 1: Purpose

The purposes of creating a Board of Trustees are as follows:-

1. Preserving the overall vision and mission of VRIC as stated in ARTICLE 1 Section 2.
2. Protecting the fixed assets of the organization.
3. Selection/Hiring/Firing of the Senior Religious Leader.
4. Maintain the Bylaws of VRIC and recommend any future amendments to the Bylaws.

The officers of BoT are not officers of BoD. The BoT does not have any management responsibility or authority over the operations of VRIC. They act as a means of checks and balances to the BoD, and ensuring that all the major decisions are in conformity to the Bylaws of VRIC.



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Section 2: Responsibilities of Board of Trustees

1. The BoT shall be responsible for leading the development and amendment of the constitution/Bylaws of VRIC. Approval of any such amendments shall reside with the General Assembly (GA) as per Article 13 of the VRIC Bylaws.
2. The BoT shall be responsible for selecting an independent election committee for all voting related matters by the GA.
3. The BoT shall be responsible for managing all legal affairs pertaining to VRIC. BoT must ensure that there is sufficient and adequate legal coverage for the institution, its members, employees and leaders.
4. The selection/hiring/firing of the Senior Religious Leader of VRIC shall be a joint responsibility of the BoT & BoD. All management responsibility including managing the day to day job responsibilities of the Senior Religious Leader & yearly performance review shall be done by the BoD. All decisions regarding the selection/hiring/firing of the senior religious leader must be approved independently by both BoD & BoT.
5. The BoT shall be responsible for the selection of an independent audit firm to do the audit on an annual basis.
6. The BoT shall be responsible for overseeing any future construction or expansion of the VRIC in consultation with the BoD. The BoT can form a team to manage such construction or expansion.
7. The BoT shall be responsible for the long term strategic planning for VRIC. The BoT in partnership with BoD shall be responsible for the following:
 - a. Conduct the long term planning process at least every three years.
 - b. As an outcome of the strategic planning process, the BoT must come up with goals and objectives and associated financial projections for those



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- objectives. BoT shall help BoD with the raising of funds for those objectives.
- c. Any new strategic initiatives that spans beyond 2 years must be approved by BoT.
 - d. Review the goals and objectives on a yearly basis.
 - e. The BoT shall be responsible for reviewing the yearly operational budget to ensure that it is aligned with the long term goals and objectives and provide feedback to the BoD.
 - f. Any outsourcing of core services provided by VRIC must be independently approved by both BoD and BoT.
8. Any loan given or taken or strategic partnership that spans beyond 2 years or whose cumulative contract value is above \$75,000 must be approved by the BoT.
 9. The BoT holds power to declare decisions of the BoD as unconstitutional if it determines that the decision taken by BoD is in violation of the Bylaws. In the event of such action, the BoT has the right to take the following action:
 - a. Declare the particular action of BoD as void, upon written notice and give the BoD 30 days to correct it.
 - b. If the BoD does not correct the decision according to the guidance of the BoT, the BoT can call a General Assembly meeting and put the decision of the BoD to be voted by the General Assembly.

Section 3: Composition of Board of Trustees (BoT)

1. The Board of Trustees shall consist of 5 members.
2. Three (3) of the members shall be elected by the General Assembly for a 4-year term. The President of the BoD shall be one of the BoD members who will be in the BoT. BoD members shall appoint another BoD member to BoT for a term.



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3. BoT members, (either elected or appointed) will serve no more than two consecutive terms regardless of whether they completed their term. Such a member must stay out of the BoT for at least one term (4-years) before rejoining the BoT.
4. Quorum shall consist of a simple majority of the members of the BoT but not less than three (3), which must include the Chairperson of the BoT or the designee. All decisions of BoT require approval of a simple majority of the Trustees.
5. The BoT will choose from the elected 3 BoT members a Chairperson and Secretary.
6. The Chairperson shall preside over the BoT meetings and shall be the spokesperson for BoT activities.
7. The BoT Secretary shall maintain record of minutes of every meeting and of all correspondence pertaining to the BoT activities.
8. The BoT will meet at a minimum on a monthly basis.

Section 4: Board of Trustee Qualifications

Qualifications of Board of Trustee shall include the following:-

1. Have sound Islamic beliefs and practices.
2. Be a regular attendee to the Masjid and an active participant as a volunteer or a leader of activities of VRIC.
3. Be committed to supporting VRIC.
4. Perform the responsibilities of their role and adhere to all the policies of VRIC.
5. Must not be a paid employee of VRIC.
6. Must have a clear record when a criminal background check is performed.
7. Preferred finance, strategy and or HR experience.



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8. Be a legal resident or citizen of the United States of America and can provide necessary documentation, when and if requested.
9. Cannot be a current board member of other Islamic centers and cannot run for the board position for another Islamic center while holding a VRIC BoT position.
10. In order to qualify to serve as a BoT officer, one must meet the criteria below:
 - Must be a voting member of VRIC for at least 1 year **AND**
 - Current or previous member of VRIC BoD **OR**
 - Previous member of VRIC BoT **OR**
 - Current or Previous board members of North American Islamic Organizations with verification and references **OR**
 - Current or Previous board members of a US Non-profit 501(c)3 Organizations with verification and references

Section 5: Resignations, Dismissals, and Vacancies

1. A BoT member can be immediately removed from the BoT by a unanimous vote of other BoT members.
2. A BoT member who does not follow the VRIC board policies can face disciplinary action including dismissal. Such dismissal must be done with two-thirds 2/3rd vote of BoT members.
3. The General Assembly also has the power to remove a member of the BoT for gross misconduct or deliberate violation of the VRIC Bylaws. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a BoT member.
4. Any BoT member who fails to attend three consecutive BoT meetings without a legitimate reason given in writing and accepted by the BoT may be considered as having resigned from their position



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5. If a BoT member resigns, or is removed or who is relocated outside the geographic area mentioned in ARTICLE 4, Section 1 prior to the expiration of his term, the following rules are used to fill the vacancy.
 - a. If the outgoing Trustee (either by resignation or dismissal) is an appointed officer from BoD, the BoD will appoint the replacement.
 - b. If the outgoing Trustee (either by resignation or dismissal) is an elected member from the general assembly, the BoT may appoint another member if the remainder of the term is one year or less. If the remainder of the term is more than one year, then a special election needs to be done to fill the vacancy.
 - c. In either case, the appointed member must meet the requirements set forth in ARTICLE 8, Section 4.

ARTICLE 9: Election

Section 1: Election of Board of Directors (BoD) and Board of Trustees (BoT)

The election of the BoD is held every two years and BoT is held every four years during the General Assembly meeting. Elections for BoD and BoT shall be conducted at least sixty (60) days before the expiry of the term of the current BoD or BoT. The election will be conducted by an election committee appointed by the BoT. The election shall be conducted and results announced during the same meeting. The incoming BoD members shall hold a meeting within one week to elect from within themselves the four officers: President, Vice-President, Secretary, and Treasurer, and such other officers as may be appointed in accordance with the provision of the Bylaws.

In the event a quorum is not present at the General Assembly meeting, the Election Committee shall seal the ballots until subsequent meetings of the General Assembly are called to attain the quorum.



Bylaws Ver 2.0

Section 2: Election committee

The BoT shall be responsible for selecting an independent election committee for all voting related matters by the GA. The Election committee shall consist of a chairperson and two other members to conduct the elections at the annual meeting. All three members of the Elections Committee must be voting members of VRIC and cannot be members of the BoD or BoT. The nomination for the election must reach the Elections Committee two weeks before the specified time for the election. To qualify as a nominated person, one needs to be nominated by a member and seconded by another member using a VRIC Board Nomination Form. The nominators as well as the one who seconds the nominations shall be voting members of VRIC. The nominee must meet the qualifications of the position. The Elections Committee members shall not campaign in favor of or against any candidate; however, they shall have the right to vote as members of VRIC. The elections will be conducted according to the rules laid down in the bylaws.

All nominees shall agree and sign the contract as written in Appendix A when accepting the nomination.

ARTICLE 10: Senior Religious Leader

- The Senior Religious Leader is the leader of the VRIC community in religious and spiritual affairs and shall not engage in the management of VRIC.
- The Senior Religious Leader shall possess a strong knowledge of Quran and Sunnah. He shall preferably be a hafiz (one who has memorized the Quran).
- The Senior Religious Leader shall be fluent in both Arabic and English.
- The duties and responsibilities of the Senior Religious Leader shall be set by BoD.
- In the event of a vacancy, the BoT may appoint a committee for the selection process. All decisions regarding the selection/hiring/firing of the Senior Religious Leader must be approved independently by both BoD & BoT.



Bylaws Ver 2.0

ARTICLE 11: Arbitration

- Any member of VRIC who brings charges of misconduct, misappropriation of funds, fraud, corruption or any related offences against any BoD or BoT member of VRIC or any of its employees shall do so in writing to the Chairperson of BoT.
- Within two weeks of the receipt of the written charges, the BoT shall form an Arbitration panel to hear the charges. The panel shall consist of seven members, two from the BoD, two from BoT, the Senior Religious Leader and 2 other VRIC General Assembly members, selected by simple majority vote of the BoT. The panel shall not include the accuser or the accused.
- The decision of the Arbitration panel shall be binding on both the BoD and BoT.

ARTICLE 12: Conflict of Interest

All members of the BoD and BoT shall adhere to the VRIC Conflict of Interest policy.

ARTICLE 13: Bylaws Amendment

Section 1: Amendments to Purpose and Core Tenets



Bylaws Ver 2.0

1. Amendments to ARTICLE 3, Section 1 and Section 2 of the bylaws require approval of four-fifths of the General Assembly.
2. The amendment process may be initiated by the signatures of thirty percent (30%) of registered voters or by 4/5th majority vote of the BoT.

Section 2: Amendments to other sections of the Bylaws

1. Other sections of the Bylaws may be amended at the meetings of the General Assembly or a special meeting duly called for this purpose. The notice of such a meeting shall be mailed, or emailed or via the VRIC mobile app to the voting members at least 10 days before the proposed meeting. The notice shall describe the amendments. A two-third (2/3rd) vote of the General Assembly shall be required to amend the Bylaws.
2. The amendment process may be initiated by the signatures of twenty percent (20%) of registered voters or by 2/3rd majority vote of the BoT.

Section 3: Maintaining the Bylaws document

1. The Bylaws document shall preserve the original text. All adopted amendments shall be attached to this original document with the amendment date. The adopted amendment shall reference the proper ARTICLE and Section and shall be made part of this document.

ARTICLE 14: Rules of Order



Bylaws Ver 2.0

The meetings of the General Assembly, the BoT and the Board BoD shall be conducted in observance of the Islamic etiquettes, and all debates shall be carried out in an atmosphere of Islamic brotherhood.

ARTICLE 15: Deposits of Funds

1. All funds of VRIC shall be deposited from time to time to the credit of VRIC in one or more banks, trust companies or other depositories the BoD may from time to time designate, upon such terms and conditions as shall be fixed by the BoD.
2. The BoD may, as it may deem necessary, authorize the opening and keeping with such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, consistent with the provisions of the Bylaws.

ARTICLE 16: Dissolution

Section 1: Dissolution Process

A decision to dissolve VRIC can only be reached after the BoD and BoT independently approve by four fifths (4/5th) majority vote and then brought to the General Assembly meeting held for that purpose and requires approval by at least four fifths (4/5th) of the members of VRIC.

Section 2: Handling the Dissolution



Bylaws Ver 2.0

In the event of dissolution of VRIC, the BoT shall call upon the Islamic Society of North America (ISNA) to handle the process of dissolution. Any assets which are left after meeting all liabilities shall be transferred to the Islamic Society of North America which qualified as non-profit organization as described in 501(C) (3) of the code (or the corresponding provision of any future federal tax code) as BoT of the corporation may select to and designate. Any such asset not so disposed of shall be disposed by the district court of the county in which principle office of the organization that are organized and operated exclusively for such charitable or non-profit purposes as, in the judgment of the court, will best accomplished the primary purpose for which a co-corporation was organized.

ARTICLE 17: Affiliations

Section 1: VRIC shall maintain its affiliation with the following organizations:

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



Bylaws Ver 2.0

These Bylaws were amended by General Assembly at its General Assembly Meeting held on:

DECEMBER 1, 2020

Reviewed By:

A black ink signature of Sahar Ayad, consisting of several overlapping loops and a long horizontal stroke at the bottom.

Sahar Ayad

Secretary of BoT

Samer Syed - SAMER SYED

President of BoD

Approved By:

A black ink signature of Ashraf H El-Gharby, featuring a stylized 'A' and 'E' with a horizontal line underneath.

Ashraf H El-Gharby

Chairperson of BoT