

Shia Muslim Council of Southern California Bylaws

ARTICLE I: PREAMBLE

1. SHIA MUSLIM COUNCIL of SOUTHERN CALIFORNIA shall be an independent umbrella organization existing to serve and guide its members to foster unity and promote religious, educational and social advancement of the Shia Communities based in Southern California.
2. It shall seek to achieve this unity of purpose:
 - (a) By coordinating requisite policies and functions;
 - (b) By promoting communication and facilitating exchange of ideas and experiences;
 - (c) By acting as a catalyst to help practice, introduce and facilitate the emergence and integration of Shia Islam in the local community;
 - (d) By channeling resources in support of individual and joint member initiatives;
 - (e) By liaising with Muslim and non-Muslim organizations primarily within North America;

ARTICLE II: NAME OF THE ORGANIZATION

1. A not for profit organization, Shia Muslim Council of Southern California is hereby established, and shall hereafter be referred to as SMC.

ARTICLE III: PRINCIPAL OFFICES

1. ~~The~~ principal office for the transaction of the business of this corporation will be located at facility (or virtual office/contact) specified by the Executive Council as deemed appropriate, but within Southern California region.

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ARTICLE IV: AIMS AND OBJECTIVES

1. To teach, promote and safeguard the Islamic traditions, with special consideration to the Shia faith.
2. To coordinate, facilitate and initiate activities that promote, unify and advance the social, economic, educational and religious interests of the constituent members.
3. To defend human rights pertaining to the followers of the Shia faith and other groups who may be oppressed unjustly.
4. To collaborate with other like-minded organizations to further the aims and objectives of the SMC.

Article V: MEMBERSHIP

1. Shia based organizations established in Southern California may apply for membership.
2. For purpose of this clause membership shall be defined as those organizations established as religious, non-profit organizations, as recognized by the applicable local law and registered with the local governmental bodies. Furthermore, a majority (greater than 51%) of the organization's board membership must be following the faith (Jafari-School-of-Thought).
3. Such organizations, as defined in Article V(2) may apply for membership to the Secretary of SMC. The applicant shall provide the Secretary with the following documents:
 - (a) A copy of the member's by-laws (to confirm religious and following of the faith);
 - (b) Appropriate legal registration and charter documents;

- (c) Roster of ~~Board of Directors~~Governing Board (ie Board of Directors, Board of Trustees, etc.) and elected/appointed officers.
4. The Secretary shall present the application at the next Executive Council meeting to accept or deny the application. Executive Council shall decide on a simple majority representative's present. The Executive Council may in its absolute discretion accept or reject any such application.
 5. An organization whose membership application is accepted shall become a member effective at the conclusion of the Executive Council meeting and upon receipt of the membership fee.

Qualifications and Member Organization Representatives

6. Membership of SMC shall be a privilege. Membership is open to all Shia organizations, Masajid Islamic Centers, and community organizations in Southern California as long as they meet all the membership's requirement/qualification. Those organizations that do not meet the requirements but have the intent to do so in the future, may be granted Aspiring Membership as defined in Membership Types section.
7. The Southern California area includes San Diego County, Orange County, Los Angeles County, Riverside County, San Bernardino County, Ventura County, ~~and Santa Barbara County,~~ Imperial County, San Luis Obispo County, Kern County, Tulare County, Kings County, and Fresno County.
8. These organizations must be in good standing in their communities and at the same time endorse the general policies of the SMC.
9. They must be California State registered non-profit organizations that have bylaws in place. The organization must also have an active governing Board of Directors board as required by the laws of the State of California.
- ~~10. All member organizations in SMC shall be required to have their Board of Directors or equivalent bodies execute an organization minute reflecting acceptance of SMC bylaws.~~
- ~~11.~~10. Acceptance of membership shall constitute the member's agreement ~~in writing~~ to strictly to abide by and support the mission, policies, bylaws, rules and regulations of the SMC
- ~~12.~~11. Masajid, Islamic Centers and other Muslim Organizations must adhere to the teachings of Jafaria-School-of-Thought.
- ~~13.~~12. Each member organization shall be represented by an authorized person assigned by its current Board of Directors governing board, preferably one of its officers (i.e. President, Vice-President, Secretary or an ex-officio).
- ~~14.~~13. The persons representing the organizations must not have any convictions of a felony or of criminal offense involving moral turpitude. In addition, the organization's representative(s) must have clean record with the Internal Revenue Service and other legal entities of represented counties, the State of California and the United States government.
- ~~15.~~14. Each member organization shall have the right to designate an official alternate who shall have the authority to represent the organization in the absence of the officially named representative. However, the alternate representative cannot vote unless they have been designated by their organization using the practices in place at that member organization has to name a representative. a formal written proxy signed by the official representative is submitted to the Secretary before the meeting and approved by the Executive Council.
- ~~16.~~15. The term of the official and alternate representatives of the member organization shall be determined by the member organization, but it shall not be less than one year.

The following steps must be taken for a qualified organization to meet the requirements for membership in the SMC:

- (a) Completing a Membership Application. The application should be accompanied with a written resolution or statement from their Board of Directors governing board or equivalent body stating the desire or willingness of joining the SMC (such as an email expression),
- (b) A copy of the non-profit status, license and tax identification number,
- (c) Names of the members of the board of directors governing board and organization chart of the applying organization.

- (d) Names of two contact persons from the applying organization board of directors.
~~(e) The applicant shall agree and sign the binding arbitration agreement as stated on the membership application.~~
~~(f)(e)~~ After membership approval, the applicant is expected to pay prorated membership dues.

Types of Membership

Aspiring Member

1. Applicants that do not meet the qualifications of becoming a member as described in Section V(16) above may become an Aspiring Members until they can complete or meet the requirements, until such time they achieve the requirements, such as become a 501(c)3 tax exempt organization. During this period, the Aspiring Member may serve on committees, but are not eligible to vote or hold an office position and are not required to pay membership subscription.

Candidate Member

- ~~1-2.~~ Applicants that complete the process described in Section V(16) above become *Candidate Members* for a period of one year. During this period the *Candidate Member* may serve on committees, but are not eligible to vote or hold an office position.

Active Member

- ~~2-3.~~ Candidate Members, who have held that status for one year and have fulfilled their membership obligations, are eligible to be *Active Members* by action of the Executive Council. An *Active Member* shall have a vote in the General Membership meetings. Periodic review of the active membership list shall be made by the Executive Council in order to determine the voting membership.

Inactive Member

- ~~3-4.~~ Any member organization that does not pay their assessed SMC membership dues within ~~three-twelve~~ months of the due date shall have its voting privilege suspended. Any member organization that fails to pay its dues for a period of one year from the date of said due date will cease to continue to be a member at the discretion of the Executive Council. Voting privilege may be reinstated upon paying the dues in arrears as determined by the Executive Council based on the financial condition of the member organization, in full as assessed by the treasurer.

Withdrawal

- ~~4-5.~~ Any member organization may withdraw its membership from the SMC by delivering to the Secretary ~~by personal delivery, certified mail, facsimile along with first class us mail or by other electronic means or by courier at the address of the SMC principal office,~~ a written request to withdraw from the organization. Every effort will be made by the Executive Council to be able to understand the reason (s) for such a withdrawal request. The withdrawal shall become effective upon receipt of the request by the Secretary of the SMC. The written withdrawal request should be in the form of an official Board Resolution by the Board of Directors governing body of the member organization that is asking for withdrawal. The Executive Council Chairman and Secretary of [this or that] organization should sign the resolution.

Termination

~~5-6.~~ An organization's membership in the SMC may be ~~automatically~~-terminated by the Executive Council if membership dues and/or other assessments, or any part thereof, remain unpaid without proper justification after the expiration of the time of payment thereof prescribed pursuant to or by these bylaws. This ~~automatic~~-termination is final. However, such terminated member organization may apply for new membership.

- (a) Any member organization, and/or its representative, that is proven to participate directly or indirectly in harming the Muslims, and to undermining the mission, the goals, and the objectives of the SMC as judged by three-fourth (¾) -majority vote of the Executive Council.
- (b) Any member organization, and/or its representative, who has been convicted of any felony offense involving moral irregularity.
- (c) Organizations or their representatives that have made intentional efforts to discredit, tarnish and/or defame other organizations, Islam, Muslim leaders, or SMC itself.

Censure

~~6-7.~~ Actions by any member organization and/or its representatives in SMC and directors that are deemed contrary to the general interests of Islam and/or of the mission, policies and welfare of the SMC will be a cause for suspension of one or more of the member organization's privileges.

~~7-8.~~ A two-third (2/3)-majority vote of the Executive Council is necessary for such a -decision. The member organization shall be notified in writing. The organization in question shall have the right to appeal such decisions to the Executive Council. If the Executive Council upholds its original decision, the member organization may appeal the decision and ask for a vote by the general membership in a meeting called on the petition of at least 20% of the member organizations that are voting members as defined in article VI. If a two-third (2/3)-majority of the active membership present (and voting in a meeting where a quorum is present) approves, then the terminated member organization shall be reinstated.

Organization Representative Replacement

~~8-9.~~ The Executive Council, upon finding a representative of a member organization publicly and persistently violating Islamic laws-, shall have the right to ask the member organization's ~~Board of Directors governing board~~, in writing, to take appropriate action toward their representative and ask the ~~Board of Directors governing board~~ of the ~~member~~ organization to designate a replacement. This procedure requires a three-fourth (¾) majority vote by the Executive Council.

ARTICLE VI: MEMBERSHIP DUES

1. Each constituent member shall pay an annual membership dues in advance for the ensuing calendar year. Membership dues shall become due by January thirty-first (31) annually. All membership dues shall be paid to the Treasurer.
2. The membership shall be determined by a simple majority of the General Active Membership who are present at meeting, where the said item has been placed on the agenda.
3. Any member who fails to remit their membership, including all outstanding arrears, by the due date shall forfeit their voting privileges for the ensuing year.
4. A member who has resigned shall have their voting privileges restored after re-application and acceptance of their membership, and when all membership fee, arrears and membership fee that would have otherwise been due from the date of resignation are paid in full.
- ~~5.~~ For verification purposes a constituent member, upon request by the Secretary, shall provide the Executive Council with its most recent list of membership.

~~5-6.~~ Member organizations that are unable to pay the membership fee, may petition the Executive Council for a waiver based on its financial circumstances. The Executive Council will review and vote on this matter on a case by case basis at its discretion and advised the Treasurer and Secretary in writing of such decisions.

ARTICLE VII: POWERS OF SMC

1. SMC shall act through the instrumentality of the General Body and Management Team made up of the Board of Trustees and the Executive Council.
2. The General Body shall establish a Secretariat at a place of its determination.
3. SMC shall have the power at its General Body to make rules and regulations by a simple majority, unless expressly stated otherwise in this constitution. These rules and regulations shall be binding upon ~~constituent~~ member organizations, provided that such actions are not contrary to the aims and objectives stated in Article 4 and contrary to the Shia sharia.
4. The General Body shall have the power to amend the constitution by a majority of at least two-thirds (2/3) of the organization representatives present and representing at least one-third (1/3) of the number of ~~constituent~~ member organizations. However, the constitution may only be amended or replaced upon a motion by the Board of Trustees Executive Council or a written request from a member to the Secretary at least ninety days prior to a General Body and that this matter is expressly placed on the agenda. No amendment, repeal or replacement of the constitution shall be entertained under any other item of agenda.
5. The General Body shall have the power to confirm, reverse, alter and defer decisions of the Executive Council and any committees or sub-committees, as well as its own previous decisions.
6. The General Body shall have the power with a two-third (2/3) majority of the organization representatives present to reprimand, suspend or dismiss a member, after granting a hearing to such a member, for a cause deemed detrimental to the aims and objectives stated in Article 3. The hearing will be held at the General Body by a representative of the member under due consideration and will avail the member an opportunity to defend the cause for such action, if it so chooses.
7. The General Body and/or the Executive Council shall have the power to appoint ad hoc Advisory committees to study and recommend policies and actions that will advance the aims and objectives of SMC.

ARTICLE VIII: MEETINGS and MEETING NOTICES

1. Meetings of the entire membership of SMC shall be known as “General Body”.
2. The General Body shall meet ~~every quarter~~ twice a year or more frequently as deemed necessary by the Executive Council.
 - (a) The General Body shall be convened by the Executive Council.
 - (b) The Secretary shall notify members of the date and place at least ~~forty-five~~ thirty (4530) days before the General Body Meeting.
 - (c) Each member shall be entitled to add items to the agenda if submitted at least ~~thirty-fourteen~~ (3014) days prior to the date of the General Body Meeting.
 - (d) The Secretary shall notify the members of the agenda of the General Body Meeting at least ~~fifteen-seven~~ (+57) days prior to the date of the General Meeting.
3. At least ~~forty-five~~ thirty (4530) days prior to the convening of the General Body Meeting and at least ~~thirty-twenty~~ (3020) days prior to the convening of the Special General Body Meeting, the Secretary shall when so directed by the Executive Council send a written notice to each member of SMC. Such notice shall specify the date and place of the General Body Meeting and the agenda of the business set down by the Executive Council for the General Body.
4. Such notice shall be deemed to have been properly given hereunder upon posting of the notice by airmail, facsimile or electronic mail to each member at its last known address as notified to the

Secretariat by such member. It shall be the duty of each member to notify the Secretariat of any changes in its address and to ensure that the Secretariat has at all times the correct address of such member. No meeting of the General Body shall be rendered irregular by reason only of the non-receipt of such notice by any member where such notice has been duly given.

5. All other General Body Meetings shall be known as “Special General Body Meetings”.

(a) The Special General Body Meetings may be called by:

- i. The Executive Council upon passing a resolution by two-third (2/3) majority of the entire Executive Council stating the purpose of the Special General Body Meeting.
- ii. A petition, stating the purpose of the Special General Body Meeting, signed by at least one-third (1/3) of the number of constituent members with current standing (no outstanding membership dues) and submitted to the Secretary.

(b) The Secretary shall notify the members of the -purpose of the Special General Body meeting within thirty (30) days of receiving the petition or the Executive Council resolution. The Secretary shall notify members of the date and place of the meeting at least fifteen (15) days prior to the date of the Special General Body Meeting.

6. Robert’s Rules of Order shall be advisory in matters of procedures. General Body

7. The chairperson of all meetings (General Body, Executive Council, and Committees) shall have in deliberative matters a vote to break a tie.

8. All General Body and Executive Council meetings shall be open to ~~constituent member~~ organizations and their memberships. However, the right to vote at all and Executive Council meetings shall be restricted to eligible voting ~~constituent member~~ organizations.

ARTICLE IX: QUORUM

1. The quorum at all General Body shall be one-third (1/3) of the number of eligible ~~constituent member~~ organizations.

~~2.~~ 2. The quorum at all Executive Council meetings shall be fifty-one (51) percent of the Executive Council and a minimum of two (2) members from among the President, Vice-President, Secretary or Treasurer.

~~2-3.~~ 2-3. ~~The quorum at all Board of Trustees meetings shall be majority of number of Trustees.~~

~~3-4.~~ 3-4. At the commencement of a General Body meeting, the Secretary shall determine such a number and inform the General Body Meeting or the Executive Council if a quorum has been satisfied.

~~4-5.~~ 4-5. If a quorum is not satisfied, the membership present at such a meeting shall determine the place and date of the next meeting to transact the agenda no earlier than thirty (30) days of such date and inform the Secretary to notify the membership. At the subsequent meeting the quorum shall be deemed to be satisfied regardless of number present.

~~5-6.~~ 5-6. Voting shall be by ~~public secret~~ ballot through the show of hands or other contemporary methods (unless requested by a member organization to be secret), with eligibility of votes established by referring to the list of voting members maintained by the Secretary of ~~the corporation~~ SMC. A majority vote of those members present and voting at a meeting at which a quorum is present, shall be required for official action, unless otherwise specified in these bylaws or by California non-profit organizations’ corporate laws.

~~6-7.~~ 6-7. Written Proxies are allowed. All proxies must be in writing and approved by the ~~Board of~~ Directors governing board of the entity concerned.

~~7-8.~~ 7-8. Cumulative voting is not allowed.

ARTICLE X: MEMBERS

1. The transactions of the General Body shall be deliberated and decided by members present at the General Body.

2. Each member shall be entitled to 1 (1) membership vote, regardless of size of the organization.

3. Only members with no outstanding membership dues shall be entitled to be represented by their organization representatives.

4. Members may select organization representative's from amongst their membership or participation base based on their own procedures.
5. Each member of the Executive Council ~~shall may~~ be considered an member organization representative, if the official representative is not present.
6. Retiring members of the immediate past Executive Council ~~shall may~~ be considered member organization representatives at a General Body where the term of the Executive Council has expired.

ARTICLE XI: ELECTIONS and ELIGIBLE CANDIDATES

1. Each member organization representative present at the General Body shall be entitled to one (1) vote.
2. All election votes in contested offices shall be by ~~secret-public~~ ballot, unless there is request by a member organization for a secret ballot. ~~unanimous consent of the organization representatives present.~~
 - (a) If there are more than two (2) candidates contesting an office, and if no candidate receives more than fifty (50) percent of the vote, the two (2) highest vote recipients shall contest the office again.
 - (b) In the event of a tie vote, the position shall again be contested until the tie is broken.
3. Candidates for office must be members or participants in current standing in one of the member organizations ~~members.~~
- ~~4.~~ The President, Vice-President, Secretary and Treasurer Positions shall not be held by a single organization member for more than two (2) of the four (4) positions. Furthermore, no member shall have more than three (3) representatives on the Executive Council in total.
- ~~5-4.~~ The candidate for President must be nominated by a member and the candidate must submit his or her nomination in writing to the Secretary at least forty-five (45) days before the date of the election. If at least one nomination is received forty-five (45) days before the date of the election, then all further nominations shall be closed.
- ~~6-5.~~ The Secretary shall notify the members of all nominations received at least thirty (30) days before the date of the election.
- ~~7-6.~~ If no nomination(s) are received by the prescribed dates, the Secretary shall so notify the members and the election of the President, along with other offices and trustees, shall be held at the General Body from amongst eligible candidates present.
- ~~8-7.~~ Eligible candidates for elective office must be present or participate virtually (ie by means of phone conference or video-conference) but need not be member organization's representative~~s~~ at the General Body.
- ~~9-8.~~ At a General Body where the Executive Council is elected, the election shall be the last item of agenda. Before an election is exercised, the member organization representatives shall elect amongst themselves an Election Chairperson. Upon election of the Election Chairperson, the Executive Council's and/or Board of Trustees term shall be deemed to have expired, including that of all committees appointed during such term. Upon election of the succeeding Executive Council and Board of Trustees the new officers and Trustees shall assume office and the position of the Election Chairperson shall be deemed expired for that General Body.
- ~~10-9.~~ The Election Chairperson shall:
 - (a) Be an member organizatio~~n~~'s representative;
 - (b) Neither be holding SMC office nor contesting any;
 - (c) Conduct the election in a fair and impartial manner; and
 - (d) Not cast any election ballot.

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ARTICLE XII: EXECUTIVE COUNCIL

1. SMC shall be managed by an Executive Council comprising of:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Three (3) elected Executive Councilors;
- (f) Five (5) Honorary Councilors

2. No more than Five (5) Honorary Executive Councilors may be nominated in recognition of the services of individuals who serve the community at large in different Islamic centers, entities and organizations. It may also be granted to those distinguished members of the community who have seriously and generously contributed to the welfare of Islam. These community members are persons (individuals or entities) who have performed an outstanding service to the progress of the theory of cooperation and among Shia communities and helped promote the mission of the SMC. Such an individual shall be recommended by at least two (2) member organizations that are active members of the SMC for approval by the Executive Council and then by the General Membership meeting. The recipient can become an honorary-member of the Executive Council if nominated and elected by the General Membership meeting. Approval requires two-third (2/3) -majority vote of the Executive Council and general membership.
3. Each Executive Council member shall hold office for a term of three (3) years.
4. No one shall serve more than two (2) full consecutive terms in the same office. A partial term to fill a vacancy shall not be deemed a full term.
5. An Executive Councilor shall be elected from amongst the members present at a General Body Meeting who is a member or participant of his/her organization.
6. The Executive Council shall execute the decisions of the General Body.
7. The Executive Council shall have the power to appoint such committees as may be necessary and to assign such duties and to organization representative to them such powers as may be deemed necessary.
8. The Executive Council shall have the power to discuss, formulate and recommend to the General Body such policies and/or actions as are likely to attain the aims and objectives of SMC.
9. The Executive Council shall meet at least once every quarter.
10. The Executive Council shall prepare a budget annually for approval by the General Body.
11. The Executive Council shall have the authority to incur reasonable expenses as approved in the budget.
12. Any member of Executive Council incurring expenses outside the budget shall have the same approved by a majority of the entire Executive Council before incurring the expense for the expense to be reimbursable.
- 12.13. The Executive Council shall provide copies of minutes of all Executive Council meetings to the Board of Trustees within 90 days of such meetings.

ARTICLE XIII: BOARD OF TRUSTEES

1. The Board of Trustees will be the fiduciary body responsible for upholding and protecting the organization's bylaws, aims and objectives, assets, and books and records. The Board of Trustees has oversight of the Executive Council to ensure compliance with the aforementioned, but is not engaged in the day to day management which it will delegate to the Executive Council
2. The Board of Trustees will be made up of five (5) person group. Trustees must meet the following qualifications
 - a. Is the age of 30 or older
 - b. A Shia Muslim following Figh-e-Jafaria
 - c. May not concurrently hold an Executive Council Member position (except for transitional period, per ARTICLE XXI: TRANSITIONAL CLAUSE)
 - d. Must have previously served on the Executive Council or been a honorary councilor or committee member and has demonstrated to the satisfaction of the Board of Trustees his or her ability to contribute to the benefit of SMC.
3. The Board of Trustees under special circumstances may make an exception to the requirements of Articles XII.2.b with the full consent of the Trustees.

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4. Each Board of Trustee member shall hold office for a term of six (6) years.
5. No Trustee shall serve more than three (3) full consecutive terms. A partial term to fill a vacancy shall not be deemed a full term, except for the initial group of Trustees.
6. Board of Trustees shall be elected from amongst the participants present (physically or virtually present) at a General Body Meeting.
7. The Board of Trustees shall have the following powers:
 - a. To make disbursements from funds and properties of the organization as our required to fulfill the aim and objectives of the organization, in consultation of Executive Council.
 - b. To remove any officers, agents, employee, members of the organization for not being consistent with the law of the land or being unfaithful to these Bylaws after being counseled and consulting with the Executive Council with majority Board of Trustees vote.
 - c. To borrow money and incur indebtedness for the purposes of furthering the aims and objectives of the organization
 - d. To make all decisions regarding dispute resolution between officers and/or members
 - e. To dissolve the Executive Committee when deemed necessary with majority Board of Trustees vote with consultation (but not necessarily requiring approval) of the General Body.
 - f. Be caretakers of the Bylaws and be responsible for revising the Bylaws with changes in accordance to Article XIX Amendments to Bylaws
 - g. To oversee the proper keeping of financial records and other financial matter pertaining to the organization

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ARTICLE XXXIV: FILLING ELECTIVE VACANCIES

1. A member of the Board of Trustees or Executive Council shall vacate his/her office if:
 - (a) He/She resigns;
 - (b) He/She is convicted of a felony or an indictable offence;
 - (c) He/She ceases to be Shia Ithna-Asheri; or
 - (d) He/She fails, without good and sufficient cause, to attend three consecutive meetings, fails to continue to attend meetings and displays a level of disinterest after being counseled.
2. If any Trustee office becomes vacant, it shall be by a nomination by any Board of Trustee member and approved by a majority of the Board of Trustees.
- ~~2-3.~~ If the office of the President becomes vacant the Vice-President shall fill it for the remainder of the term.
- ~~3-4.~~ Any other Executive Council office becoming vacant shall be filled by a nomination by any Executive Council member and approved by a majority of the Executive Council.
- ~~4-5.~~ The Executive Council shall consider to have been dissolved if:
 - (a) The President and Vice-President both resign effective concurrently;
 - (b) At least two-third (2/3) of the Executive Council resigns; or
 - (c) ~~A~~ Special General Body is convened, as per Article ~~8~~VIII(5)(a)(ii), expressly for the purpose of dissolving the Executive Council and a majority of the organization representatives present, and representing at least one-third (1/3) of the number of constituent members, at such a General Body vote on a resolution to that effect.
- ~~5-6.~~ If the Executive Council has dissolved as per Article ~~13~~XIV (~~54~~) the Secretary shall so notify the ~~constituent~~ member organizations and convene a Special General Body meeting for the purpose of electing a new Executive Council.
- ~~6-7.~~ If at a General Body or Special General Body meeting, an Executive Council cannot be formed, then the organization representative s present shall form a Caretaker Committee~~turn over the day to day management of SMC to the Board of Trustees to manage SMC~~ until the next General Body meeting as directed by the General Body.

7.8. If the Executive Council is dissolved mid-term, the succeeding Executive Council shall have a term that is a remainder of the previous Executive Council's tenure. In such, a case this abbreviated term shall not be considered a full term.

ARTICLE XIV: RESPONSIBILITIES OF EXECUTIVE COUNCIL

1. The President shall be the chairperson of all Executive Council meetings ~~and~~. In his/her absence the Vice-President shall assume the chair.
 - (a) The President shall coordinate the implementation of the decisions or directives resulting from the General Body;
 - (b) Serve as ex-officio member without vote of all committees except the nominating committee;
 - (c) Enforce the SMC bylaws, rules, policies and regulations under the supervision of the Board of Trustees;
 - (d) Appoint all committee chairpersons with the approval of the Executive Council unless otherwise, provided by these bylaws. Chairpersons of committees shall appoint committee members subject to the approval of the Executive Council;
 - (e) May, by the approval of the Executive Council, act as spokesperson of the Executive Council, and Call special meetings of the general membership on his/her own initiative, at the request of the Executive Council or in response to a written request signed by twenty percent (20%) of the voting members,;
 - (f) Be responsible for the functioning of the various organizations of the SMC and keep or cause to be kept careful supervision over all the work in the SMC.
2. The Vice-President shall be the liaison with all non-constituent organizations and.
 - (a) Be member of the Executive Council
 - (b) Assume all the duties and authority of the President in his/her absence,
 - (c) Assists the President in the discharge of his/her duties,
 - (d) Fill the vacancy in the office of the President.
3. The Secretary shall:
 - (a) Prepare the agenda and notification of all meetings in consultation with the President;
 - (b) Record and maintain minutes and an accurate record of the transactions of all business meetings of the members of this corporation and of the Executive Council;
 - (c) Be responsible for keeping the records of attendance;
 - (d) Maintain and update annually the membership records;
 - (e) Attend to and maintain correspondences including being the custodian of all records, documents and papers that belong to the SMC;
 - (f) Be responsible to post notices and notifying members by mail or electronic means, of all meetings and affairs to be voted on;
 - (g) Maintain a membership book of all members of the SMC, and shall record therein the fact and date of termination, if any, of the membership of any such member;
 - (h) Perform such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or as may be prescribed from time to time by the Executive Council.
4. The Treasurer shall
 - (a) Be responsible for all financial transactions of SMC and maintain full and proper financial records;
 - (b) Forthwith deposit all SMC monies with the bankers, as directed by the Executive Council;
 - (c) Collect membership dues from ~~constituent~~ member organizatios;

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- (d) Prepare an annual budget for the ensuing year for approval by the Executive Council and the General Body;
- (e) Present interim financial statements on a quarterly basis, and within forty-five (45) days of the closing of the quarter, to the Executive Council, and shall submit the same for inspection of the General Body as and when required;
- (f) Sign all checks and all other financial documents and shall present for counter signature to the President, or in his/her absence, the Vice-President;
- (g) Present at the General Body meeting accounting records comprising of an income and expense statement, balance sheet and supporting notes thereof for the year ending December 31 ;
- (h) Install and implement internal control and procedures of all financial records of SMC.

ARTICLE XVI: AUDITORS

1. The Auditor(s) shall be appointed at a General Body meeting and they:
 - (a) Shall not be members of the General Body;
 - (b) Shall have the power to inspect the accounts of SMC, as and when they deem necessary, and report to the Executive Council and the General Body;
 - (c) Shall be required only if voted on by General Body to perform an annual audit, by May 31 , and report to the Executive Council and the General Body.

ARTICLE XVII: STANDING COMMITTEES

1. The Standing Committees of the SMC are:
 - (a) Program Development Committee
 - (b) Finance Committee
 - (c) Religious and Rulings Committee
2. Additional committees can be formed by order of the Executive Council to conduct special activities a necessary.
3. Unless otherwise indicated, most Standing Committees shall consist of a Chairperson to be appointed by the President with the approval of the Executive Council. The chairperson of each committee shall appoint one or more members of the SMC or other resource persons to assist in achieving the goals of the committee.

ARTICLE XVIII: CORPORATE RECORDS, REPORTS AND SEAL

1. The corporate records, reports and seal shall be kept at the corporation's principle office or at such other places as the Executive Council may order.
2. The corporation shall keep a book of minutes of all meetings of the Executive Council and of all General Body Meetings. The book shall record in it:
 - (a) Time and place of the meeting,
 - (b) Whether the meeting was regular or special, and if special, how authorized,
 - (c) Copy of the meeting notice sent,
 - (d) Names of those present in meetings,
 - (e) The number of members present or represented at members' meeting, and
 - (f) The proceedings of the meeting.

3. The Executive Council may adopt, use, and at-will alter, a corporate seal. Such a seal, if adopted, shall be affixed to all corporate instruments. Failure to affix the seal shall not affect the validity of any such instrument.

ARTICLE XVIII: AMENDMENTS TO THE BYLAWS

1. These Bylaws may be altered, amended or repealed, in whole or in part by the affirmative vote of at least two-thirds (2/3) majority of members present at a Special General Meeting called for the purpose.
2. Nothing herein contained shall authorize any amendment, alteration or repeal of the provisions of this Constitution that are repugnant to or in violation of the principles and tenets of the Sharia of the Shia Faith.

ARTICLE XIX: DISSOLUTION

1. SMC may at any time be dissolved by consent of at least ninety (90) percent of the number of constituent members testified by their signatures to an instrument of dissolution provided that a resolution to this effect has been adopted at an Extraordinary General Body meeting called for such a purpose.
2. In the event of the dissolution of SMC, assets of SMC shall be handed over, on such terms and conditions, and to such other organization or organizations having similar aims and objectives as SMC, as determined by the majority of organization representatives present at the said General Body meeting.

ARTICLE XXI: CERTIFICATE OF ADOPTION TRANSITIONAL CLAUSE

1. Effective with the adoption of the Amended Bylaws, the following provisions shall be in effect through October 31, 2020 (the "Transitional Period") or the next election of Executive Council officers, whichever is earlier.
 - a. SMC will hold a one time, transitional election for the Board of Trustee positions at the next General Meeting before the scheduled Executive Council Elections.
 - b. The Candidates for Board of Trustees will be nominated in accordance with ARTICLE XI: ELECTIONS and ELIGIBLE CANDIDATES and be subject to the requirements of ARTICLE XIII: BOARD OF TRUSTEES
 - c. The first group of Board of Trustees shall be elected with staggered terms to allow for overlapping terms and alignment with the existing election cycle.
 - i. Trustee 1 – elected for a period of 6 years
 - ii. Trustee 2 – elected for a period of 6 years
 - iii. Trustee 3 – elected for a period of 9 years
 - iv. Trustee 4 – elected for a period of 9 years
 - v. Trustee 5 – elected for a period of 12 years
 - d. For the transitional period only, the current Executive Council Members (elected from 2017 to 2020) may concurrently hold a Board of Trustee position until the scheduled Executive Council elections, at which time their term as an Executive Council Member will terminate and they will only hold the position of Board of Trustee until the end of that term.

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ARTICLE XXII: CERTIFICATE OF ADOPTION

The undersigned Steering Committee of SMC does hereby certify that the above and forgoing ~~constitution~~ bylaws was duly adopted and amended by the members of SMC

On this date of _____ Signed:

By Members of the Bylaws Steering Committee