

**BYLAWS**

**OF**

**WEST CLEVELAND MUSLIM ASSOCIATION**

**WCMA**

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*In the Name of Allah, Most Gracious, Most Compassionate*

## ARTICLE I

### PRINCIPAL OFFICE AND REGISTERED AGENT

#### **Section 1.01 WCMA and Principal Offices.**

The name of the corporation shall be West Cleveland Muslim Association (hereinafter referred to as "WCMA"), a non-profit religious corporation incorporated under the laws of the State of Ohio, and its temporary principal offices shall be located at the WCMA temporary location 31023 Center Ridge Road, Westlake, Ohio 44145 in the State of Ohio.

#### **Section 1.02 Other Offices.**

WCMA may have such other office or offices, at such suitable place or places within the State of Ohio as may be designated from time to time by the Board members of WCMA.

#### **Section 1.03 Registered Agent.**

WCMA shall have and continuously maintain a registered office in the State of Ohio (which may be identical with the principal offices) and the Board members of WCMA shall appoint and continuously maintain in service a registered agent in the State of Ohio, who shall be an individual resident of the State of Ohio or a corporation registered in Ohio, whether for profit or non-profit.

## ARTICLE II

### PURPOSES

WCMA was formed to represent the needs of a large, diverse, and growing Muslim population in the Northern Ohio area. Though comprised of a number of cultures, ethnicities, and nationalities, the community shares a common belief rooted in the Islamic faith which recognizes the oneness of God (Allah), a belief in the Prophets (peace be upon them) sent to help guide humanity, including the Prophet Muhammad (peace be upon him) who is the last prophet, as well as the teachings described in the faith's holy book and recorded observations, the Qur'an and Sunnah, respectively. As an American organization founded in the spirit of representation, WCMA seeks to serve the needs of its constituents while supporting and positively contributing to the experience and character of the United States. Specifically, the organization will seek to achieve the following goals:

- a. To promote positive and meaningful relationships among Muslim communities and other communities of faith and society at large;
- b. To undertake and engage in any and all other religious, charitable, educational and cultural activities;
- c. To promote community life in an Islamic manner that will endeavor to integrate the best of American tradition, and the variety of ethnic traditions that our immigrant

communities have brought;

- a. To nurture a comfortable and spiritually uplifting environment where Muslims from all ethnic and socio-economic backgrounds can experience Islam; and
- e. To arrange and hold all Islamic activities.

The foregoing enumeration of the purposes of WCMA is made in furtherance, and not in limitation, of the powers conferred upon WCMA by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of WCMA, other than as provided below. WCMA is formed upon the articles, conditions and provisions relative to nonprofit corporations, which are contained in the general laws of the State of Ohio. WCMA is intended to be a "mosque" under the guidelines of the Internal Revenue Service ("IRS") and shall be operated exclusively for religious, educational and charitable purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. No part of the net earnings or assets of WCMA shall inure to the benefit of, or be distributable to the Board Members, Officers, other private individuals, or organizations organized and operating for profit (except that WCMA shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

No substantial part of the activities of WCMA shall be the undertaking of propaganda or otherwise attempting to influence legislation, and WCMA shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. WCMA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, WCMA shall not carry on any activities that the following types of organizations are not permitted to carry on: (a) organizations exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such Code, and/or (b) organizations, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

## **ARTICLE III**

### **GENERAL STRUCTURE AND MEMBERSHIP**

#### **Section 3.01 General Structure.**

WCMA shall be governed by Board members(referred to herein as "The Board" or "Board"), which shall have general authority to supervise, manage and control WCMA in order to further the purposes of WCMA as set forth in Article II. WCMA shall be managed on a day-to-day basis through an Executive Committee comprised of certain officers, departments and committees, and such other individuals pursuant to Articles V and VI.

#### **Section 3.02 Membership.**

WCMA shall be a religious organization with a formal membership that has voting rights.

#### **Section 3.03 Membership Qualifications.**

To be a Member of the Organization (a "Member"), an individual must:

- a) be a practicing Muslim;
- b) be eighteen (18) years of age or older;
- c) agree with the purpose of WCMA as outlined in Article II of these Bylaws;
- d) have been accepted as a Member in accordance with the approved rules of the organization;
- e) reside within sixty (60) miles of the WCMA center;
- f) be current in payment of dues; and
- g) be otherwise in good standing with the organization, such good standing to be determined in the sole discretion of the Elections Commission of WCMA as created in these Bylaws, and as further described below.
- h) "Reside" for the purposes of this Section shall mean that the person has a physical home address where he/she has lived at least 181 days at that address, within the last 360 day calendar year.

#### **Section 3.04 Membership Dues.**

Membership dues shall be 125 USD monthly (1500 USD annually) for the family. This amount may be increased on an annual basis, and any such increase must be memorialized via Resolution passed by the Board. Individual membership shall be 100

USD monthly (1200USD yearly). If a youth 18-25 of age wants to be an active member he will pay 50 USD monthly (600 USD yearly). Non-voting member fees are 25 USD monthly (300 USD yearly).

**Section 3.05 Rights and Privileges.**

A Member is in good standing if he or she meets the criteria set forth in the Membership Qualifications Section of these Bylaws, as determined by the Elections Commission. All Members shall receive certain benefits to be determined annually by the Board and the Executive Committee. Members in good standing may attend and participate in General Assembly meetings.

**Section 3.06 General Assembly Meetings.**

General Assembly meetings are formal meetings that are open to all Members, and that shall be held at least annually. All Members shall be provided at least thirty (30) days advance notice of a General Assembly meeting, and such notice shall contain an agenda of items to be considered during the General Assembly meeting.

**Section 3.07 Voting Members.**

Any family who, within one calendar year prior to the year in which a Membership Elected Board members election occurs, has paid their membership fee a cumulative amount of one thousand five hundred dollars (1,500 USD) to WCMA shall be given voting privileges (1 vote). If a husband and wife wants to vote both should have paid a membership fee of two individuals which is 2400 USD a year (1200 USD each husband and wife). If a Youth 18-25 of age wants to vote, he/she need to be an active member and within one calendar year prior to the year in which a Membership Elected Board members election occurs, has paid their membership fee a cumulative amount 600 USD yearly or more to WCMA shall be given voting privileges (1 vote). Individual members who paid their membership dues of 1200 USD a year shall be given 1 vote.

**Section 3.08 Voting Petitions.**

Members who are unable to donate the requisite amount to become Voting Members may petition the Elections Commission to obtain a vote for a Membership Elected Board member election. The petition, to be reviewed and decided upon by the Elections Commission, shall be based solely upon outstanding contribution made to the WCMA. The Elections Commission shall grant and provide voting rights to no more than ten (10) petitioning Members per election, and the petitions granted shall not exceed more than five percent (5%) of the total number of Voting Members eligible to vote in any given election.

**Section 3.09 Voting Matters.**

Voting Members shall be eligible to vote on any matter, including elections for Board

member positions. Each Voting Member shall be entitled to one (1) vote. The following matters shall be submitted to the Voting Members to vote upon, and for any decision of the Voting Members to be valid, at least forty percent (40%) of the Voting Members must participate in the vote. Action by the Voting Members shall be ratified based upon a majority vote of that forty percent (40%):

- a) Membership Elected Board member elections;
- b) WCMA expenditures greater than one hundred thousand dollars (\$100,000) other than loan repayment;
- c) Sale or conveyance of WCMA assets greater than one hundred thousand dollars (\$100,000);
- d) Taking any loan in an amount greater than one hundred thousand dollars (\$100,000); and
- e) Any other matter wherein the Board votes to seek direction from the General Assembly.
- f) Every effort must be made in order to obtain the necessary forty percent (40%) required to make valid a vote by the Voting Members. In the event that the required forty percent (40%) cannot be obtained after at least two (2) attempts, the Board may unanimously agree that the decision will be removed from the Voting Members and be decided upon by the Board in order to ensure that the necessary and regular business of WCMA continues without interruption.

#### **ARTICLE IV**

#### **BOARD MEMBERS**

##### **Section 4.01 Power of Board Members.**

The duties and powers of the Board members of WCMA (hereinafter referred to as "Board")

shall be the following:

- a) To manage, supervise and control the business, property and affairs of WCMA in order to further the purposes set forth in Article II, and to set forth the vision and long term planning of WCMA/WCMA center;
- b) To elect from among the attendees and supporters of WCMA, members of the board and officers to carry out the purposes of WCMA as set forth in Article II and other determinations of the Board members;
- c) To approve or disapprove any financial transactions relating to WCMA's real estate and other assets. No sale, assignment, transfer, or any other action involving the disposition of WCMA's real estate can be authorized without a vote from the Board members;



- d) To hire and fire or otherwise replace employees and independent contractors of WCMA, and to appoint agents of WCMA;
- e) To determine the policies of WCMA and execute its purposes, to appoint and remunerate agents and employees (including the power to delegate some of this authority to others);
- f) To review, amend or approve the annual budget proposed by the WCMA Board and committees;
- g) To approve financial transactions and disbursement of WCMA funds subject to Voting Member approval for transactions greater than one hundred thousand dollars (\$100,000) (including borrowing, lending and investing for and on behalf of WCMA);
- h) To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation of WCMA or these Bylaws (in their present form or as they may be amended) or to any applicable law;
- i) To provide guidance for the execution and development of long-range plans for WCMA; and
- j) To adopt rules and regulations for the WCMA center in accordance with Islamic principles.

**Section 4.02 Number of Board Members.**

The number of WCMA board members shall be eleven (11).

**Section 4.03 Board Members Qualifications.**

To be eligible for election as a Board member, a person must:

- a) be a practicing Muslim;
- b) be at least eighteen (18) years of age;
- c) reside within sixty (60) miles of the WCMA center;
- d) be a citizen or legal permanent resident of the United States of America;
- e) have demonstrated commitment to the WCMA center through volunteerism or through monetary contribution; and
- f) be a Member of WCMA for at least two (2) years.

- g) "Reside" for the purposes of this Section shall mean that the person has a physical home address where he/she has lived at least 181 days at that address, within the last 360 day calendar year.

#### **Section 4.04 Board Composition.**

The Board composition is based on the percentage of the active members. No ethnicity will be more than 60% of the board. There will be at least one women and one youth. The board members should have a minimum qualification of a college degree.

If unable to meet such composition, the composition may only be altered minimally by a unanimous (100%) vote of the then current Board, said vote including those Board members leaving the Board in that particular election cycle. However, the Board shall at all times endeavor to adhere to the composition set forth herein, and shall not deviate from this composition unless circumstances render deviation absolutely necessary.

It is further recommended, although not mandatory, that the Board and its Members include the following professionals on the Board:

- a) an individual who has attained certification as a public accountant;
- b) an individual who is a professional engineer and is certified in Ohio to work as a professional engineer;
- c) an individual who is a licensed attorney in the State of Ohio

#### **Section 4.05 Categories and Election/Appointment of Board members.**

The Board shall consist of the eleven elected members.

- a. President and Vice President (they alternate each two years, each from different ethnicity)
- b. Treasurer and Secretary (they alternate each two years, each from different ethnicity)
- c. The president should be at least 30 years of age and above.
- d. Women and youth can be in the officer position.
- e. Staggering board change. See extension A

#### **Section 4.06 Term of Board members.**

All the Board officers shall serve a four (4) year term. A board member may not serve on the Board again for at least two (2) years after the expiration of his or her term, and a board member may not serve on the Board in his or her lifetime for more than twelve (12) years in

total (what should be the equivalent of three (3) full terms).

**Section 4.07 Vacancies.**

A vacancy on the Board must be filled by the Board within sixty (60) days of the date whereby the vacancy occurred, pursuant to the Board composition requirements set forth in Section 4.04. A board member elected to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

**Section 4.08 Elections Commission.**

An Elections Commission shall be established by the Board. The Elections Commission shall be charged with determining Voting Member eligibility based upon the requirements set forth herein. The Elections Commission shall further determine if restrictions for candidacy must be placed on Elected Board Member elections due to the mandatory nature of the diversity that must be achieved under the Board composition requirements set forth in Section 4.04. The Elections Commission shall also be responsible for administering Elected Board Member elections, counting votes, and ensuring that procedures are established to ensure that the elections process is fair and equitable.

The Elections Commission shall consist of five (6) individuals, 3 from each group Arab and Non-Arab. The Elections commission will nominate among them a Chairperson for this commission. Furthermore, no member of the Board shall serve on the Elections Commission.

**Section 4.09 Officers of the Board.**

- a) As mentioned above in 4.05, the Board will elect among them a President, a Vice-President, a Secretary, and a Treasurer. In the event that an Officer cannot serve his/her full term, the Board shall elect a successor from the remainder of the Board members. The duties of each officer are described herein:
- b) *President.* The President shall manage and have general supervision, administration and direction over the Board. The President shall preside over Board meetings and shall have such further duties as may be assigned to him/her by the Board.
- c) *Vice-President.* The Vice-President shall act as the President in the in the absence of the President. The Vice-President shall have such further duties as may be assigned to him/her by the Board.
- d) *Secretary.* The Secretary shall keep the minutes of all proceedings of the Board and make a proper record of same, which shall be attested to by him/her. The Secretary shall also arrange for meetings of the Board, and shall have such further duties as may be assigned to him/her by the Board.

- e) *Treasurer*. The Treasurer shall have custody of those funds of WCMA which may come into his/her hands, and shall do with the same as may be ordered by the Board. When necessary or proper, he/she may endorse on behalf of WCMA, for collection, checks, notes and other obligations. He/she shall deposit the funds of WCMA to its credit in such hands and depositories as the Board may, from time to time, designate. The Treasurer shall also have such further duties as may be assigned to him/her by the Board.

**Section 4.10 Removal of Board Members.**

Any Board member may be removed from the office by seventy-five (75%) vote of the Board, with cause for: (i) violation of these Bylaws; (ii) violation of the Board's Code of Conduct; (iii) failing to attend three (3) consecutive meetings of the Board; or (iv) violating his/her duty of care or duty of loyalty, as those terms are defined under Ohio law. The Board member being considered for removal shall not have a vote in his/her removal.

Such removal may occur only if the Board member involved is first provided with adequate notice of the reasons for his/her removal in the form of a statement of such charges provided by the Board. The Board member subject to removal shall have the right to respond to these reasons for removal in a formal Board meeting prior to any vote on removal. Each member of the Board shall review any such response independently prior to voting on the removal of the Board member.

**Section 4.11 Resignations.**

Any Board member may resign at any time by giving written notice to the President of the Board, or in his/her absence, to the Vice President of the Board, in accordance with the Board's Code of Conduct. Such resignation shall take effect at the time specified therein, or, if no time is specified, immediately upon receipt of the resigning Board member's notice. If the resigning Board member wants to return, within thirty (30) days, the Board may vote him back by a vote of seventy-five percent (75%) approval by the Board.

**Section 4.12 Regular Meetings.**

A Regular Meeting of the Board shall be held at least every month, at such time, day and place as shall be designated by the Board. A board member who attends less than 50 % of the board meetings in a calendar is subjected to removal from the board. The board member will be warned before hand of delinquent attendance if it reaches less than 70 % of the meetings.

**Section 4.13 Special Meetings.**

Special Meetings of the Board may be called at the direction of the President or by one third (1/3) of the Board members then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

**Section 4.14 Notice.**

Notice of the time, day and place of Regular Meetings of the Board shall be delivered at least two (2) weeks prior thereto by notice sent by telephone, fax, messaging application or email to each Board member. Notice for Special Meetings shall be given at least two (2) days prior thereto by telephone, fax, messaging application or email. If notice is given by email, messaging application or fax, such notice shall be deemed to be delivered when such notice is delivered to the recipient.

With respect to any Special Meeting or any Regular Meeting in which a removal action of a Board member is on the agenda, the purpose or purposes for which such a meeting is called shall be stated clearly in the notice.

Board members may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **Section 4.15 Quorum.**

Sixty percent (60%) of the Board members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of Board members is present at a meeting, a majority of the Board members present may adjourn the meeting without further notice. The officers and the executive members to always meet together as one board meeting headed by the president.

#### **Section 4.16 Manner of Acting.**

The act of sixty percent (60%) of all Board members of the Board shall be the act of the Board. Each Board member shall have one vote. Board members must be physically present in order to count towards the quorum requirement. A Board member may participate in a meeting telephonically or electronically and shall count towards quorum only in the event that the Board member is either: i) out of state temporarily and cannot otherwise physically attend; or ii) if exigent circumstances exist that prohibit the Board member from physically partaking in the meeting. No decisions may be taken by the Board via electronic mail unless all of the officers of the Board agree that the matter is an emergency requiring action via electronic mail. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a sixty percent (60%) vote, in conformance with the quorum requirements. The Board may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

#### **Section 4.17 Compensation.**

Board members shall not receive compensation for their services as members of the Board, but the Board may authorize payment by WCMA for proven out of pocket expenses incurred by Board members for their services as Board members of WCMA.

## ARTICLE V

### DEPARTMENTS / COMMITTEES

#### **Section 5.01 Departments and Committees.**

The Board shall oversee certain Departments to handle day-to-day operations at the WCMA CENTER. Committees shall serve under Departments to assist Departments in these operations, and shall be established pursuant to the Board Standard Operating Procedures. Departments and Committees shall perform functions and activities only with the knowledge of the Board and it's executive members. Departments shall have a leadership of no less than three (3) individuals per Department.

#### **Section 5.02 Duties and Responsibilities of the Departments.**

The duties and responsibilities of each Department is as described in the Boards Standard Operating Procedures, however, the Board shall approve a charter describing the purposes of each Department. Each Department leader shall propose amendments or revisions to the Department charter form time to time, if necessary, for approval by the Board.

#### **Section 5.03 Board Members Participation in Departments/Committees.**

Executive members of the WCMA Board must participate in at least two (2) Department/Committees.

## ARTICLE VI

### AGENTS AND EMPLOYEES

#### **Section 6.01 Agents and Employees.**

Only the WCMA Board may hire and fire employees and independent contractors of WCMA, or appoint agents of WCMA. The employees or agents are required to abide by any policies or guidelines adopted by the Board, and shall follow the instructions of the Board for day-to-day operations. In no circumstances shall any paid employee or agent assume or exercise the power and authority vested in the Board. The Board may remove any agent or employee at any time with or without any cause, pursuant to the terms of any contract entered into between WCMA and the employee or agent.

#### **Section 6.02 Compensation of Agents and Employees.**

WCMA may pay compensation in reasonable amounts to the employees and agents for services rendered, in amounts to be fixed by the Board.

## ARTICLE VII

### ARBITRATION FOR DISPUTES

In the event that a dispute occurs within the organizational structure of WCMA as to decision-making within the institution, and that dispute occurs within a Committee, that dispute shall be referred for resolution to the Department that oversees the Committee. In the event that the dispute occurs within a Department, the dispute shall be referred for resolution

to the Board.

In the event of a dispute relating to religious matters among any of the Board members, members of the departments/committees, employees, or agents of WCMA, such dispute shall be referred to the Fiqh Council of North America for resolution.

In the event that a dispute occurs not related to religious matters that cannot be resolved by reference to these Bylaws, such persons involved in the dispute shall appoint a mutually agreeable arbitrator to arbitrate the matter among the parties. In the event the parties are not able to agree on an arbitrator, each party shall designate one (1) independent third party and these third-party individuals shall agree upon an arbitrator. Such arbitrator's determination shall be final and binding upon the parties and may be enforced by any court having jurisdiction thereof. The cost of the arbitrator shall be paid equally by the parties involved in the arbitration, or by WCMA, as may be determined by the Board members.

## **ARTICLE VIII MISCELLANEOUS**

### **Section 8.01 Fiscal Year.**

The fiscal year of WCMA shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year.

### **Section 8.02 Checks, Notes and Contracts.**

The Board members shall authorize, from time to time, appropriate Board members, committee members, or WCMA Members to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments in accordance with WCMA's Financial Policies and Procedures.

### **Section 8.03 Books and Records.**

All the books and records of WCMA shall be kept at its principal offices in the State of Ohio or at any other place in the State of Ohio as may be designated by the Board, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board, and (3) an updated record of the names and addresses of the Membership of WCMA.

### **Section 8.04 Audit.**

The Board, on an annual basis, shall commission the performance of a financial audit to audit the financial books and records of WCMA and its institutions.

### **Section 8.05 Indemnification and Insurance.**

Unless otherwise prohibited by law, WCMA may indemnify any Board member, officer, Committee member or other agent or any former Board member, officer, committee member

or other agent may, by resolution of the Board against any and all expenses and liabilities actually and necessarily incurred by him/her, or imposed upon him/ her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Board member, officer, Committee member or other agent of WCMA; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to WCMA for damages arising out of his or her own gross negligence, misconduct, breach of duty of care or duty of loyalty, in the performance of a duty to WCMA.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Board member, officer, committee member or other agent. The Board shall determine whether to advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any Board member, officer, committee member or other agent; provided, however, that such Board member, officer, committee member or other agent shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification for the reasons stated in the first paragraph of this Section.

The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which such Board member, officer, committee member or other agent may be entitled under any statute, agreement, vote of the Board or otherwise, and shall not restrict the power of WCMA to make any indemnification permitted by law.

The Board members may authorize the purchase of insurance on behalf of any Board member, officer, committee member or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Board member, officer, committee member or other agent or out of acts taken in such capacity, whether or not WCMA would have the power to indemnify the person against that liability under law.

#### **Section 8.06 Background Checks and Affidavits to be Executed**

All members of the Board and all members of the committee shall agree to undergo a criminal background check and shall agree to execute an Affidavit attesting that he/she has not partaken in any criminal activity, including any terrorist activity.

#### **Section 8.07 Loans.**

No loans shall be made by WCMA to its Board members, officers, committee members, employees or agents.



**Section 8.08 Use of Terms.**

As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

**Section 8.09 Severability.**

If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

**Section 8.10 Dissolution.**

In the event WCMA becomes insolvent or dissolves, the assets of WCMA shall be transferred to the North American Islamic Trust or NAIT.

**Section 8.11 Amendment of Bylaws.**

These Bylaws may be amended, from time to time and in as many respects as may be permitted by law, by a unanimous (100%) vote of the entire Board members.

\* \* \* \* \*

## **Extension A**

1. The board will add 5 more board members to the current 6 board members.
2. These positions start in May 1<sup>st</sup> 2018 and stay for 4 years.
3. The senior 6 board members will serve for 2 more years from May 1<sup>st</sup> 2018 till April 30, 2020. Then will have to step down with no re-election till 2 years after departure. Then there will be election for 6 new board members.
4. This is will start a staggering board change every two years. Example May 2018 (5) new members join and in 2020 (6) new board members will be elected and so on.