

## **BY-LAWS**

### **Sacramento Area League of Associated Muslims (SALAM)**

**Sacramento, CA 95841**

**This document of the SALAM By-Laws has been reviewed and signed and is the current official version effective March 16, 2025.**

  
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**Secretary, Board of Trustees**

*March 16, 2025*  
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**Date**

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## DEFINITIONS

**SALAM:** Sacramento Area League of Associated Muslims

**BOARD:** Board of Trustees

**TRUSTEES:** Elected and Selected members of the Board

**EX-OFFICIO MEMBERS OF THE BOARD:** Refers to those persons whose membership is by virtue of an office they hold. These positions are Parliamentarian, the immediate ex-Chairperson of the Board for one year, and the Treasurer, if appointed by the board. They have the right to debate the issues presented, but not to make motions or vote.

## Article 1 NAME

The name of this organization shall be the Sacramento Area League of Associated Muslims, known as SALAM, a California non-profit, tax-exempt 501(c) (3) religious corporation.

## Article 2 OFFICE

### *Section 2.01*

#### **Principal Office**

The principal office for the transaction of the business of this corporation is located at 4545 College Oak Drive, Sacramento, County of Sacramento, and State of California.

### *Section 2.02*

#### **Other Offices**

The corporation may also have offices at such other places where it is qualified to do business, as its business may require and as the Board may from time to time designate.

## Article 3

### PURPOSE, MISSION AND PRINCIPLES

#### *Section 3.01*

##### **Purpose**

SALAM is an independent organization. Its purpose is to promote Islamic teachings, understanding, and unity among all Muslims in the greater Sacramento area. SALAM prides itself in being a diverse organization and shall strive to maintain it.

##### **Mission**

SALAM's mission is to practice and promote Islam by providing religious, educational, and recreational facilities and services for members of the public. The emergence of an American-Muslim identity is its prime goal.

#### *Section 3.02*

##### **Principles**

SALAM's policies are based on the following principles:

1. SALAM considers Islam as the Universal Mercy of Almighty God, as not only a religion but also a *Deen*, a way of life.
2. SALAM considers the Holy Qur'an and the Sahih Hadith of the Prophet Muhammad (PBUH) as the only true and reliable sources of the *Deen*.
3. SALAM's activities and membership are open to Muslims of all colors, languages, sects, and nationalities. Ethnic diversity is encouraged and cherished.
4. SALAM follows the Sunni Schools in the conduct of its activities but does not enforce or favor any Madhab and considers it a matter of personal preference.
5. SALAM follows the Islamic principles of Shura, communication and transparency in its operations.
6. SALAM encourages and strives to develop a system of succession and continuation by promoting new leadership in the positions of responsibility in its management by focusing on greater community participation rather than personalities.
7. SALAM is committed to quality performance and to the state of the art in the ways and means of projecting and promoting Islam.
8. SALAM follows the Islamic principles of empowering women and providing them with equal opportunities and responsibilities with men. The role of women in policymaking and governance is encouraged.
9. SALAM encourages and promotes the Islamic qualities of modesty, decency, and moral integrity but does not force segregation of the sexes.
10. SALAM promotes and supports activities to enlighten, empower and teach the next generation of Muslims to be leaders, excelling in all areas of life, while developing and strengthening their Islamic faith and Muslim identity.
11. SALAM uses English as the language of communication, teaching and conducting activities.
12. SALAM is an organization of Muslims living in the greater Sacramento area in the state of California in the United States of America. As such, it condemns and strongly rejects activities that are harmful to the country.

13. SALAM strongly condemns and rejects violence against civilians as a mean of political or religious expression, and aims to promote interfaith understanding, harmony, and peace in the American society.
14. SALAM is a religious organization by its Charter (Article of Incorporation); but Muslims are encouraged to individually participate in American public life to represent the interests of Muslims in America.
15. SALAM does not participate in, encourage involvement in, or provide support to the politics of other countries.

## Article 4

### ORGANIZATION

#### *Section 4.01*

The General Membership elects the Board to run the affairs of SALAM on its behalf.

#### *Section 4.02*

The Board elects its Chairperson, Vice-chairperson, Secretary, and Treasurer from its elected trustees (Article 7). If no trustee is qualified to perform the duties of Treasurer, the Treasurer shall be appointed by the Board from the active membership of the corporation and will assume the status of an Ex-Officio member of the Board as stated in “Definition.”

#### *Section 4.03*

The governing of SALAM Organization includes:

1. The Board of Trustees with its basic duty to establish policies is responsible for the operation of the organization as a whole and ensuring financial stability. The board is responsible for hiring an Executive Director who implements the organization’s strategy furthering its mission while ensuring the day-to-day operations are running smoothly and provide oversight over the Executive Director and the organization.
2. The **Executive Director** (ED) is responsible for managing:
  - a. *The Administrative Staff* consisting of an Office and Facility Manager and various committees to help the executive staff in handling SALAM’s day-to-day operations. Together, they are responsible for managing the daily administrative affairs of SALAM. The ED is the authority in management decisions.
  - b. *The Religious and Social Director*. His basic duty is to manage the religious, social, and youth affairs of SALAM.
  - c. *The Outreach and Learning Director*: The basic duty of the Outreach and Learning Director is to carry out the functions of the Center for Higher Islamic Learning.
3. The Administrative, Religious, and Learning Staff may establish implementation teams to help them carry out their duties.



## Article 5

### MEMBERSHIP

#### *Section 5.01*

##### **Qualifications**

Membership of SALAM shall be a privilege and open to all legal United States resident Muslims who are 18 years or older, have not been convicted of a felony or of a criminal offense involving moral turpitude within the past 7 years from the date of filing a membership application. Proposed members must endorse the general principles of SALAM. Acceptance of membership entails certain rights and responsibilities as outlined in this Article and shall constitute the member's agreement to strictly abide by and support the purpose, mission, principles, by-laws, and the Articles of Incorporation of SALAM.

#### *Section 5.02*

##### **Procedure**

The following steps must be taken for a person to become a member of SALAM in SALAM:

1. Submitting a completed membership application form to the Membership Committee.
2. Recommendation by two active members.
3. Favorable recommendation by the membership committee.
4. Approval by the Board.
5. Payment of annual membership donation or completion of volunteer service in accordance with SALAM membership policy.

#### *Section 5.03*

##### **Types of Membership**

##### ***Life Time Membership***

Life Time Membership status can be awarded, per current SALAM membership policy, to members who have generously supported SALAM by offering services or financial contributions.

##### ***Honorary Membership***

Honorary membership is recognition of the services of individuals who have contributed generously to the welfare of Islam, or persons who have performed an outstanding service to the progress of SALAM. Such an individual, who may or may not be a Muslim, shall be recommended by an Active Member for approval by the Board. Honorary Members may serve on committees but are not eligible to vote. Honorary Members are not required to fulfill annual membership requirements.

## ***Regular Membership***

### ***Associate Status***

Those Muslims who have passed the above process (5.02) become *Associate* Members for a period of one year. During this period Associate Members are encouraged to serve on committees, attend Board Meetings, but are not eligible to vote or hold an office for a minimum of one year.

### ***Active Status***

Those Associate members, who have fulfilled their membership obligations and have served for one year, are eligible to become *Active* members. An Active Member shall have a vote in the General Membership meetings and any special elections and can run or serve for office as described in Section 10.02 Election/Nomination or Selection Committee. Periodic review of the Active Membership list shall be made by the membership committee to determine the voting membership. Active Members must renew their membership annually in accordance with SALAM membership policy. Lifetime membership is exempted from the periodic review but contact information should be updated annually.

### ***Inactive Status***

Any member, who does not renew his/her membership or has moved out of the area, defined by SALAM membership policy, shall have his/her membership privileges suspended. Membership privileges shall be reinstated upon submission of the membership reactivation form and review and approval by Membership Committee. Inactive members are not eligible to receive membership benefits or to vote unless Membership was renewed in accordance with the SALAM membership policy used to establish the voting roster.

## ***Section 5.04***

### **Withdrawal**

Any member may withdraw his/her membership in SALAM by delivering to the Secretary in person or by mail (addressed to the Secretary at SALAM's principal office) a written request to withdraw. The withdrawal becomes effective on receipt of the request by the Secretary.

## ***Section 5.05***

### **Termination**

Any member who has been convicted of a felony or of a criminal offense involving moral turpitude shall be subject to admonishment, censure, suspension, or expulsion from SALAM by Board action, which is final.

## ***Section 5.06***

### **Censure**

Actions by any member or trustee that are deemed contrary to the general guidance of Islam or of the purpose, mission, principles, by-laws and the Articles of Incorporation, and the welfare of SALAM will be a cause for suspension of one or more of the member's or the trustee's privileges. A two-thirds (2/3) majority vote of the Trustees is necessary for such action. The member or the trustee shall be notified in writing, and he/she will have the right to appeal such a

decision to the Board. If the Board upholds its decision, the member or the trustee may appeal the decision and ask for a vote by the general membership in a meeting called on the petition of twenty-five percent of the current voting members as set out in Article 6. Member or trustee shall be reinstated if majority of the members present at the membership meeting overturns the BOT decision.

## Article 6

### GENERAL MEMBERSHIP MEETINGS

#### *Section 6.01*

##### **Annual General Membership Meetings**

Annual meetings of members for the election of the vacancies on the Board, adoption of the budget, review of SALAM's performance in the preceding year, and the transaction of other business shall be held on the third Sunday of March of each year. The time and place shall be fixed by the Board. If a majority of the voting members present at any such meeting or the Board so directs, a further meeting shall be held within 60 days.

#### *Section 6.02*

##### **Special Meetings**

Special meetings of general membership may be called at any time by a petition to the Secretary, by the Chairperson of the Board, or by the majority of the Board, or on the written petition of 25% of the current voting membership. Such a meeting shall be held within 60 days of the filing.

#### *Section 6.03*

##### **Notice of Meetings**

Notice of each meeting of members giving the place and time of the meeting and the specific business to be considered, shall be sent to each voting Member under direction of the Secretary at least five (5) days prior to the meeting.

#### *Section 6.04*

##### **Voting**

Voting on board of trustee candidates and other predetermined items shall be by secret ballot, with eligibility of votes established by reference to the voting membership list. For a ballot to be valid, each voting member shall vote for the number of open positions available. Failure to vote for each open position will invalidate the ballot. Voting on motions raised at the meeting shall be done by a show of hands; motions will be considered passed by simple majority of voters present. A majority vote of those members present and voting at a meeting at which a quorum, as hereinafter defined, is present shall be required for official action, unless otherwise specified in these by-laws or by law. One submitted ballot is allowed per eligible voting member.

Proxy voting, defined as a member delegating their vote to family member if they are unable to make the general membership meeting, is allowed with a maximum of 1 proxy vote per attending member. Members may delegate their vote to their husband, wife, adult child, mother, or father so long as such persons are already voting members of SALAM. Proxy votes count towards attaining a quorum and the designated voter may vote on all matters during membership meeting.

Each ballot or return secrecy envelope shall have the date, the name, and verifiable signature of the active member to be valid. After verification of voter eligibility, the ballot shall be removed from the secrecy envelope, or the identifying information shall be removed from the ballot prior to being counted ensure voter secrecy.

*Section 6.05*

**Quorum**

A quorum shall consist of twenty-five percent (25%) of the voting membership list.

*Section 6.06*

**Conduct of Meetings**

1. Membership meeting shall be presided over by the Chairperson of the Board. In the absence of the Chairperson, the Vice Chairperson will preside over such meetings.
2. The order of business for annual meetings shall be as follows in the order approved by the Board and in accordance with Robert's Rules of Order:
  - (i) Reading of the minutes of the previous meeting;
  - (ii) Reports of the Chairperson, Executive Director and Treasurer;
  - (iii) Reports of standing committees;
  - (iv) Reports of functional and ad-hoc committees, if any;
  - (v) Consideration and adoption of the new budget;
  - (vi) Old business;
  - (vii) New business;
  - (viii) Election Committee's report;
  - (ix) Introduction of Selected Trustees
  - (x) Election of Trustee;
  - (xi) Adjournment.

## Article 7

### TRUSTEES

#### *Section 7.01*

##### **Number of Trustees**

SALAM shall have nine (9) trustees. Trustees shall serve without compensation and collectively they shall be known as the Board of Trustees or the Board. To broaden participation on the Board, spouses, siblings, or children may not serve concurrently on the Board. The SALAM Board of Trustees follows a hybrid model with elected and selected trustees.

#### *Section 7.02*

##### **Qualification and Election**

To be eligible for the nomination on the Board of Trustee, the nominee shall meet the following requirements:

1. Be a U.S. citizen or permanent legal resident.
2. Has not been convicted of a felony or of a criminal offense involving moral turpitude within the last 7 years from the date of filing the nomination.
3. Endorses the general principles of SALAM.
4. Agrees to strictly abide by, and support the purpose, mission, principles, by-laws, and the Articles of Incorporation of SALAM.
5. For elected trustee, be a current active member of SALAM for two years.
6. Agree to be a member of a committee during his/her tenure and to take part in fundraising activities to meet SALAM financial obligations.
7. Shall meet the minimum age of a candidate for the Board of Trustees, which is 21 years old. The age requirement must be met as of the date of the election.
8. Trustees shall not hold any full-time compensated position at SALAM during their term in office. When a trustee assumes a part-time or consulting position, it must not conflict with his/her decision-making role as trustee.

No Trustee shall serve for more than two consecutive terms.

One trustee shall be elected by voting members present at annual meetings or special meetings called for such voting at which a quorum is present. The candidate receiving the highest number of votes is elected.

Two other Trustees shall be selected by the Board of Trustees and Selection Committee from the active members who will bring to the Board their diversity, expertise, and reputation in the community. Selected candidates will be approved by the board with a minimum of 2/3 vote.

Both elected and selected trustees shall serve for staggered three (3) year terms and shall take office after being sworn in, at the first Board meeting to be held no more than thirty (30) days following their election and serve until their successors are elected and installed.

#### *Section 7.03*

**Powers**

The Board, on behalf of the General Membership, shall have three functions: direction, fundraising, and oversight. The Executive Director shall be delegated with the responsibility of managing the day-to-day operations of SALAM, together with the Executive Staff (the Directors and Office Manager). The Executive Director shall at all times be responsible and accountable to the Board for managing SALAM.

1. Direction: The board shall direct the affairs of SALAM by establishing policies for implementation by the Executive Director and his/her staff
2. Fundraising: The Board shall be responsible for fundraising activities to meet SALAM financial obligations.
3. Oversight: The board shall appoint an independent person, to perform the function of oversight over all SALAM resources through a well-defined internal control system.
  - a. The Board appoints the Executive Director and may oversee the appointment of all director-level employees of SALAM and may include a recommendation for the compensation of said employees in the annual budget. Other employments and evaluations are done by the Executive Director.
  - b. The Board and the Executive Director shall not expend an amount greater than ten percent (10%) in excess of the total budget most recently approved by the members except in emergencies where people or SALAM property is at risk. If the Board rectifies the over expenditure within the budget year, no further action is needed. If for any reason the Board and Executive Director exceeds the budget by 10%, members must be notified by mail within 90 days of the over expended amount and how the over expenditure is being rectified.
  - c. The Board establishes a grievance procedure which allows staff to go to the Board as a last step, after staff review and action have already occurred.
  - d. The Board may appoint representatives from among its members to its affiliated bodies.
  - e. The Board may remove a standing or functional committee chair by a majority vote of the Board members.
  - f. The Board maintains and enforce a Conflict-of-Interest Policy.

**Resignation:**

1. Any trustee who wishes to resign from the Board shall do so in a written letter or e-mail that states the reasons for the resignation from the Board. This letter or e-mail shall be dated and signed by the trustee. This letter shall be mailed, hand-delivered, or e-mailed to the Secretary of the Board.
2. If a trustee declared verbally in Board meeting, where a quorum is present, that he or she desires to resign from the Board, the trustee shall be asked by the Secretary to provide a written letter of resignation before the next Board meeting. If the trustee does not provide the letter, the effect of this verbal resignation shall be similar to a written letter of resignation.

3. The Board shall accept the trustee's resignation at the first meeting that follows its receipt by the Secretary and a vacancy is created on the Board.
4. Trustees who submit their resignation, but wish to withdraw their resignation, shall do so in a written letter or e-mail that is dated, signed, and delivered to the Secretary before the start of the next Board meeting. If the request for withdrawing the resignation arrives after the Board has accepted the resignation, the resignation of that trustee becomes final, and a vacancy is created on the Board.

#### *Section 7.04*

##### **Executive Committee**

An Executive Committee shall consist of the Chairperson, Vice-chairperson, Secretary, Treasurer, and Executive Director. The duty of the Executive Committee is to work on behalf of the Board, to expedite, coordinate, and facilitate the performance of the executive staff duties and keep the Board informed. The main function of the committee is to act on behalf of board on urgent matters between board meetings. The full board will be informed of Executive Committee actions and will ratify or modify actions.

#### *Section 7.05*

##### **Vacancies**

When vacancies arise on the Board of Trustees, the Board shall take the following actions according to the number of vacancies:

1. If there are one or two vacancies on the Board, the Board has the option to keep these positions vacant or to fill one or both vacancies by a) if vacancy is of an elected individual, selecting the person(s), who received the highest votes at the last general election but were not elected, or b) if a vacancy is of a selected individual, selecting a SALAM member to serve as described in section 7.02. The new selected trustee shall serve the remaining term of the departing trustee.
2. If there are three (3) or more vacancies on the Board, then the chairperson of the Board will, if all elected positions, call for a general membership election within ninety days to fill the vacancies or, if all selected positions, select individuals to fill selected positions. These new trustees shall serve the remaining term of the departing trustees.

#### *Section 7.06*

##### **Regular Meetings:**

The Board shall hold regular meetings at least quarterly at such time and place as may, from time to time, be designated by resolution of the Board, and meetings shall be open to the membership. The date and time of each meeting shall be made public as soon as the Board is informed. Unless exceptional circumstances warrant, such meetings should normally be held at SALAM.

1. A quorum shall consist of majority of voting Trustees.
2. Any change in the agenda during the Regular Meeting requires a 2/3-majority vote.
3. Meeting minutes shall be made available in the SALAM office and emailed to SALAM



members for those with e-mail addresses within 5 days of Board approval.

#### **Executive Session:**

1. The Board may hold Executive Session at its discretion. An Executive Session is a meeting where only trustees, officers, Executive Director (unless excused by the board), and ex-officio members of the Board (as defined in Section 7.03 number 6) can attend. An Executive Session, if held, shall be for discussion only.
2. An Executive Session may be placed on the agenda of the regular meeting by the officer who prepares the agenda if there is a specific need for holding such a session.
3. To call for an Executive Session during a regular meeting, a motion needs to be made stating the reason for holding such a session. After the motion is discussed, a 2/3-majority vote is required to adopt this motion.
4. Discussion held in the Executive Session shall remain confidential. Any action that the Board wishes to take shall be done through a motion when the Board returns to the regular meeting.

#### *Section 7.07*

##### **Termination of Board Membership**

Any Trustee who fails to attend three (3) consecutive regular meetings of the Board without due cause acceptable to the Board and any Trustee who loses his membership in SALAM as outlined in section 5.05 and 5.06 shall cease to be a Trustee by Board action.

#### *Section 7.08*

##### **Dissolution of Board**

The Board may be dissolved by a vote or consent of two-thirds (2/3) of the Trustees effective upon the date of a membership meeting to be called within 60 days for the purpose of electing Trustees. Such meeting shall be called as promptly as appropriate. The Board may also be dissolved by a vote of two-thirds (2/3) of the voting membership on record, in a special meeting of the General Membership to be called for that purpose.

#### *Section 7.09*

##### **Action by Consent**

Action may be taken by the Trustees without a meeting if each Trustee entitled to vote, signs a written consent to the action and such consents are filed with the Secretary of SALAM. Any trustee who needs to make a motion via e-mail, should do so through the Chairperson, who will take a vote.

#### *Section 7.10*

##### **Virtual Meetings by Telephone, Electronic or Similar Communication Equipment**

Any meeting may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can hear one another. All such Trustees shall be deemed to be present in person at such a meeting. A written report of the meeting is to be filed with the secretary of the corporation.

In case of an urgent virtual or telephone meeting (as determined by the Chairperson), the notice of such meeting, and a call-in number, must be provided to the membership at least 48 hours prior to such meeting.

## Article 8

### OFFICERS

#### *Section 8.01*

##### **Number and Titles**

The officers of the corporation shall be the Chairperson of the Board, the Vice Chairperson of the Board, the Secretary of the Board, the Treasurer, the Parliamentarian, and such other officers as may be designated and appointed from time to time by the Board. Any officer may be removed by a 2/3-majority vote of the trustees, after a fair hearing has been conducted.

#### *Section 8.02*

##### **Qualification, Election and Term of Office**

The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by the Board from among its members at the first Board meeting after the annual membership meeting. All four officers' positions are for one year. Such officers shall serve until their successors are elected and installed. If no trustee is qualified to perform the duties of the Treasurer, the Treasurer shall be appointed by the Board from the active membership of the corporation and shall serve for a renewable one (1) year term. The Parliamentarian may be appointed by the Board and shall serve for a renewable term of one (1) year. Officers shall not receive compensation in any form for service from SALAM.

#### *Section 8.03*

##### **Chairperson**

The Chairperson shall:

1. Be a member of the Board.
2. Serve on the Executive Committee
3. Preside over all the meetings of the Board.
4. Call, preside at and be responsible for the agenda of Board meetings and General Membership meeting.
5. May serve as a member without vote on any committees except the Election/Nomination committee. May not serve as SALAM Executive Director, or Treasurer.
6. Pick a theme or key goal for his/her year in office that will be measured at the end of each year.
7. Enforce SALAM's Articles of Incorporation, by-laws and rules, policies, and regulations.
8. Prepare recruiting announcements to the membership soliciting candidate recommendations for Committee Chairs and Officers.
9. Recommend Board Committee Chairs for approval by the Board unless otherwise provided in these by laws.
10. May at the discretion of the Board, serve as spokesperson for SALAM.
11. Call special meetings of the General Membership on his/her own initiative, at the request of the majority of the Board or on the written request of 25% of the voting members.

#### *Section 8.04*

##### **Vice Chairperson**

The Vice Chairperson shall:

1. Be a member of the Board.
2. Serve on the Executive Committee.
3. Assume all the duties and authority of the Chairperson in his/her absence and assist the Chairperson in the discharge of his duties.
4. Fill the vacancy in the office of the Chairperson.

#### *Section 8.05*

##### **Secretary**

The Secretary shall:

1. Be a member of the Board.
2. Serve on the Executive Committee.
3. Keep or cause to be kept an accurate record of the transactions of all business meetings of the members of this corporation and of the Board.
4. Be responsible for keeping the records of attendance and be custodian of all the records and papers belonging to SALAM, posting notice, and ensuring that SALAM members are notified, of all meetings and affairs to be voted on.
5. Shall also perform such other duties as may be imposed by law, by the Articles of Incorporation, or by these by-laws, or as may be prescribed from time to time by the Board.

#### *Section 8.06*

##### **Treasurer**

The Treasurer shall:

1. Be a member of the board. If no trustee is qualified to perform the duties of treasurer, the treasurer shall be appointed by the Board from the active membership for a term of one (1) year, which may be renewed.
2. Serve on the Executive Committee.
3. Oversee all financial aspects of SALAM, including payroll, monthly reconciliation of bank statements and accounting records, and report as needed or required by the Board.
4. Receive and safely keep all moneys and other property of SALAM entrusted to his/her care and shall disburse the same under the direction of the Board. Ensure that all money and other properties of SALAM are accounted for.
5. Present financial statements and budget at the annual meeting of members and at such other times as may be requested by the Board. The annual statements shall be reviewed and certified as provided in Section 11.06 of these by-laws
6. Receive periodic reports from the treasurers of the entities of SALAM.

#### *Section 8.07*

##### **Parliamentarian**

The parliamentarian shall:

1. Be appointed by the Board of Trustees.

2. Be familiar with Robert's Rules of Order, shall be appointed by the Board, and serve at the discretion of the Board.
3. Be an ex-officio non-voting member of the Board and may not be a Trustee.
4. Review periodically the by-laws, rules and regulations of SALAM and propose revisions as necessary.
5. Advise the Chairperson and the Board on any noncompliance with these by-laws.
6. Advise the Board on action on matters not specifically covered by these by-laws and propose necessary additions to these by-laws.
7. Act as Parliamentarian of SALAM. In parliamentary matters, Robert's Rules of Order, newly revised edition, shall prevail.

## Article 9

### DIRECTORS

#### *Section 9.01*

##### **Executive Director**

The Executive Director shall be a Muslim and appointed by the Board. The Executive Director will serve as an at-will (defined herein as SALAM's right to terminate an employee at any time for any reason, except an illegal one, or for no reason without incurring legal liability. Likewise, an employee is free to leave a job at any time for any or no reason with no adverse legal consequences), exempt employee. The committee represents SALAM in all public events. Duties are set by the board.

#### *Section 9.02*

##### **Religious and Social Director**

A Religious and Social Director may be appointed by the Board. The Religious and Social Director must be a Muslim and will serve as an at-will exempt employee. Duties are set by the board. The Religious and Social Director reports directly to the Executive Director.

#### *Section 9.03*

##### **Outreach and Learning Director**

The Outreach and Learning Director may be appointed by the Board, shall be a Muslim and will lead the Center for Higher Islamic Learning, among other duties outlined by the Board. The Outreach and Learning Director will serve as an at-will exempt employee. The Outreach and Learning Director reports directly to the Executive Director.

## Article 10

### COMMITTEES

#### *Section 10.01*

##### **Standing Committees**

SALAM standing committees complement SALAM Board of Trustees and Directors and provide specialized expertise to fulfill SALAM's vision through its strategic goals. SALAM's standing committees may report to its membership, Board of Trustees, or Directors.

The committees are: Election/Nomination Committee, Fundraising Committee, Human Resources Committee, Investment and Endowment Committee, Library and Learning Resources Committee, Membership Committee, Religious Education and Social Services Committee, Selection Committee and Technology Committee.

1. All the Chairs of the standing committees shall serve for a one-year term.
2. All the committees shall work under the principles and policies of SALAM and are accountable to the Board.
3. All policies and recommendations from the committees shall be approved by the Board prior to their implementation.
4. The Chair of each Committee shall maintain an updated Policies and Procedure Manual to support efficiency, effectiveness, and continuity of SALAM activities and operations.
5. Committee chairs shall develop short and long term initiatives and activities in alignment with the current year general plan and goals approved by the Board.

#### *Section 10.02*

##### **Composition and Duties**

The composition and the duties of Standing Committees of SALAM are as follows:

##### ***Election/Nomination Committee***

The Election/Nomination committee shall consist of a Chair and two or more members who are active members of SALAM. The Chair of the Committee shall be an active member of SALAM, recommended by the Chairperson for approval by the Board. The Chair of the Committee and the other members shall be appointed by the board. All the members of the Committee should be active members of SALAM for at least one year, should have a good knowledge of the SALAM community and be respected by the community. The members of the Committee cannot be elected members of the Board of Trustees.

The Committee's duties are to perform the tasks needed to prepare for and conduct all SALAM elections in accordance with these by-laws and Robert's Rule of Order. Most elections for Board of Trustees and other items, such as the annual budget and changes in by-laws, requiring membership vote, will be held in conjunction with the Annual General Membership meeting.

The Committee shall also be responsible for any special elections that may be needed.

The Committee shall actively seek out and identify eligible candidates from SALAM membership and process candidate applications, in accordance with Board approved policy in order to establish a slate of candidates.

An initial slate of candidates shall be mailed to all the voting members of SALAM at least forty-five (45) days prior to the election.

Candidates nominated for the Board of Trustees should meet the following criteria:

1. Each candidate for the Board of Trustees should meet the requirements for “Trustees” as described in the SALAM by-laws, including Section 7.02. Candidates must be active members at the date of the general membership meeting in order to be eligible to submit an application to run for the board.
2. Each candidate for the Board of Trustees must complete and file with the Committee a Candidate Nomination form by the specified deadline. The Candidate Nomination form will include nominee name, qualifications, motivation for running, and vision if elected as trustee. The nomination forms must be accompanied by one paragraph statements from three active SALAM members, chosen by the candidate, that describe why they recommend the candidate and what the candidate will add to the Board.
3. The Election/Nomination Committee will review and ensure all candidates are eligible. All eligible nominees will have his/her name placed on the slate of candidates for the Board of Trustees.
4. The election Committee shall determine the procedures to follow in the voting process including processes outlined in section 6.04. The final slate of candidates along with their respective statements and any other items to be voted on during the election shall be distributed to the active membership at least fifteen days prior to the annual meeting.

### ***Fundraising Committee***

The Fundraising Committee shall consist of a Chair to be recommended by the Chairperson of the Board for approval by the Board, and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The Committee is responsible for seeking and raising appropriate funds to sustain strategic goals and support the board in its fundraising duties. The Committee shall review and plan for raising funds, by whatever legal means available to a corporation of this nature and which are not in conflict with the purpose of this corporation as set forth in its Articles of Incorporation. The Committee shall report as needed or required by the Board.

### ***Human Resources Committee***

The Human Resources committee shall consist of a Chair to be recommended by the Executive Director for approval by the Board of Trustees and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The Committee is responsible for



filling vacant positions at SALAM and setting human resources policies according to applicable laws and best practices. The committee is responsible for filling all positions with the exception of the Executive Director position, responsibility of filling this position falls on the Board of Trustees. The Religious and Social Director and Outreach and Learning Director positions will be filled in consultation with the Board of Trustees.

#### ***Investment and Endowment Committee***

The investment and endowment committee shall consist of a Chair recommended by the Chairperson for approval by the Board and two or more members to be appointed by the Chair of the Committee from among the members of SALAM. The committee shall recommend policies to establish and manage investment assets, financial and non-financial, according to Islamic principles. The committee shall set annual goals for the endowment and rainy-day funds and consult with the Treasurer, the fundraising committee, and the facility management committee to maximize the usage of financial and non-financial assets.

#### ***Library and Learning Resources Committee***

The Library and Learning Resources Committee shall consist of a Chair to be recommended by the Outreach and Learning Director for approval by the Board and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The Committee recommends to the Board policies to help in SALAM library operations and services, in collection and curriculum development within SALAM educational programs, and the functions of the Center for Higher Islamic Learning. The Committee shall report as needed or required by to the Board.

#### ***Membership Committee:***

The Membership Committee shall consist of a minimum of two (2) members who are active members of SALAM and have demonstrable knowledge of the community, and a Committee Chair. The Chair of the Committee shall be an active member of SALAM, recommended by the Executive Director for approval by the Board. The Committee shall report as needed or required by the Board.

The Committee shall have the charge of maintaining the Membership Book of the Corporation with a copy of the applications kept at SALAM office. It shall also have the charge of processing applications of new members and calling on prospective members. Applications that meet the current membership criteria shall be submitted to the Board for approval. In the rare case of a question on suitability of a prospective member, the Committee shall deliberate to resolve the issue and if unresolved, refer the issue to the Board for resolution.

The Committee shall send a membership renewal letter to each member no later than the end of October each year. Members must complete membership renewal requirements in accordance with current Board approved policy by December 31<sup>st</sup> in order for the membership to be in effect for the calendar year January 1 to December 31.

The Committee shall encourage member participation in SALAM through events designed to inform members of SALAM services, activities, and volunteer opportunities.

The Committee shall be responsible for overseeing SALAM recognition programs including developing program and recognition criteria for Board approval and soliciting input for recognition nominations for Board consideration.

### ***Religious, Education and Social Services Committee***

The Religious, Education and Social Services Committee shall consist of a Chair to be recommended by the Religious and Social Director for approval by the Board, and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The Chair of this Committee must have demonstrable knowledge of the religious needs of the community. The Committee recommends new religious policies to the Board of Trustees. The execution of the board policies is the responsibility of the Religious and Social Director with the help of the Religious, Education and Services Committee in such areas as: Prayer Services, Friday Family Night, Youth Tarbiya activities, Ramadan, the Eid prayers, and celebrations, Zakah, and such other functions that may be added from time to time by the Board. The Committee shall review and facilitate creation of religious education programs for all ages, review the curriculum of the weekend school, and review education activities of youth groups such as Girl Scouts and Boy Scouts to ensure such programs are in accordance with the ideology of SALAM and its principles. The Committee shall report as needed or required by to the Board.

### ***Selection Committee***

The selection committee shall consist of a Chair from the board of trustees recommend by the Chairperson for approval by the Board and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The committee works directly with the board to identify and recommend potential trustees for the SALAM board of trustees who meet qualifications for selected trustees as outlined in section 7.02. Two candidates will be presented to the board by the beginning of February each year for approval by the board and to be presented at the annual general membership meeting in March. The committee shall help identify additional candidates for selection in the case of board vacancies of selected trustees.

### ***Technology Committee***

The Technology Committee shall consist of a Chair to be recommended by the Executive Director for approval by the Board and one or more members to be appointed by the Chair of the Committee from among the members of SALAM. The committee is responsible for managing the technology infrastructure of SALAM (Network, Audio/Video) working closely with the Facility Management committee. The committee is responsible for managing technology usage within SALAM premises and for setting security and privacy policies. The committee is responsible for suggesting the usage of cloud-based or on-premises systems and for managing subscription and proposed systems. The Committee is responsible for collaborating with the Communication committee to update SALAM's website and social media footprint. The Committee shall report as needed or required by the Board.

### ***Functional Committees***

The Board may form additional Functional Committees as necessary to serve special needs of the community.

1. Such committees must abide by the policies of SALAM as stated in these by-laws, and by the Articles of Incorporation.
2. Such committees must have their own manuals, procedures and regulations approved by the Board.
3. No committees are allowed to be formed within SALAM, other than what is specified in these by-Laws.
4. The Board may dissolve any of these committees.

## Article 11

### CORPORATE RECORDS, REPORTS AND SEAL

#### *Section 11.01*

##### **Records**

The corporate records, reports, and seals shall be kept at the corporation's principal office, or at such other places as the Board may designate.

#### *Section 11.02*

##### **Minutes**

The Corporation shall keep a book of minutes of all meetings of Trustees and of all annual and business meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Board meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

#### *Section 11.03*

##### **Books of Accounts**

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

#### *Section 11.04*

##### **Inspection of Records by Trustees**

The books of account shall at all reasonable times be open to inspection by any Trustee. Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

#### *Section 11.05*

##### **Inspection of Records by Members**

The books of account and the minutes of meetings of the members, Trustees and Standing and Functional Committees, shall be open to inspection on the written demand of any voting member at any reasonable time, for a purpose reasonably related to the interest of the member and shall be exhibited at any time when required by the demand of ten percent (10%) of the voting members of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of Inspection other than at a members' meeting shall be made in writing to the Chairperson or Secretary of SALAM.

*Section 11.06*

**Annual Report and Financial Statement**

The Board may provide for the preparation and submission to the members of a written annual report. Such report, if required by the Board, shall summarize SALAM's activities for the preceding year and activities projected for the forthcoming year. The Board shall provide for preparation and submission to the members of annual financial statements, each of which shall consist of a balance sheet as of the close of business of the corporation's fiscal year, a statement of income and expenses, containing a summary of receipts and disbursements, be prepared in such manner and form as is required by generally accepted accounting principles and sound accounting practices, and be certified by the Chairperson, Secretary, and Treasurer. Annually, an independent CPA shall review the financial statements of SALAM.

In absence of an approved budget, the Board is authorized to operate with a temporary budget of 1/12 of the preceding year's budget for each month till the annual budget is approved.

*Section 11.07*

**Corporate Seal**

The Board may adopt, use, and, at will, alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

## Article 12

### FISCAL YEAR

#### *Section 12.01*

The fiscal year of SALAM shall be from July 1 to June 30.

## Article 13

### BY-LAWS

#### *Section 13.01*

##### **Effective Date**

These By-Laws shall become effective on February 8, 2004. Amendments to these By-laws shall become effective immediately on their adoption unless the members in adopting them provide that they are to become effective at a later date.

#### *Section 13.02*

##### **Amendment**

1. Amendments to these By-Laws may be proposed by the Board on its own motion; or by the petition of at least thirty (30) voting members presented to the Board at a Board meeting not less than thirty days before the membership meeting at which the proposed amendment is to be presented. The Board must submit the proposed amendment to the members at the next membership meeting at which a quorum is present, except if such meeting is a special meeting, the Board may defer presentation to the following annual meeting. The proposed amendment must, however, be voted on at the meeting at which it is presented.
2. Subject to the limitations contained in the Articles of Incorporation of this Corporation and to any provisions of law applicable to the amendment of By-Laws of non-profit Corporations, these by-laws, or any of them, may be altered, amended, or repealed and new by-laws adopted at any annual or special meeting of the members by a two-thirds (2/3) majority vote of the voting members present and voting provided the amendment is first proposed in the manner set forth in paragraph (1) hereof and provided the notice of the meeting referred to in said paragraph is mailed to the membership as provided in Section 6.03 of these By-Laws set forth the proposed amendment in full.

#### *Section 13.03*

##### **Certification and Inspection**

The original, or a copy, of the By-Laws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded, and kept in a book which shall be open to inspection by the members at all reasonable times during office hours. The Secretary shall file these by-laws once in effect to the State Department of Corporations and the Internal Revenue Service.