

**BYLAWS**  
**of**  
**Muslim Community Center, Inc.**

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated, Section 48-51-101, et seq...

**SECTION ONE**  
**OFFICES AND REGISTERED AGENT**

Section 1.01. Registered Office. The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. Principal Office. The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. Other Offices. The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. Registered Agent. The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

**SECTION TWO**  
**BOARD OF DIRECTORS**

Section 2.01. General Powers and Qualifications. All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 2.02. Pleasant View School. The Corporation shall be the principal owner and manager of Pleasant View School (PVS).

Section 2.03. Number of Directors. The Board of Directors shall be comprised of seven (7) members. Two (2) members shall be elected from the current list of Pleasant View School Parents' body. The remaining five (5) members shall be elected from the list of Donors and Volunteers of the Pleasant View School.

Section 2.04. Election and Tenure. Each Parent member shall be elected to serve for a term of one (1) year and may be re-elected to serve for up to three (3) consecutive terms. Each Donor/Volunteer member shall be elected for a term of three (3) years and may be re-elected to serve for up to two (2) consecutive terms. A waiting period of at least one (1) year would be required for a Board member who has completed the consecutive terms to be re-nominated for an open position, provided he/she meets the eligibility requirements

for re-nomination. Eligibility requirements for the respective category must be fulfilled in order for a member to be re-elected for subsequent terms. Each newly elected member's term in office shall begin on October 1<sup>st</sup> following the general elections, unless it is a replacement due to resignation, dismissal, or departure of an existing Board member. The general elections for the Board of Directors shall be held each year on the 2<sup>nd</sup> Saturday in September.

Section 2.05. Current Board of Directors. Existing Board of Directors (prior to 2005 Elections) are grandfathered into the amended Bylaws. The five (5) existing Board members shall retire over the next three (3) years in a staggered fashion in order to facilitate continued stability and a smoother transition into the new form of governance of the organization. All existing Board of Directors (prior to 2005 Elections) shall vacate the Board by retiring no later than September 30, 2008. Retiring Board of Directors shall have the option to serve again under the new rules of nomination and election specified in Section 4.07 & 4.08.

Section 2.06. Functions of the Board of Directors.

- a) Long-term strategic planning
- b) Formulations of Policies
- c) Human Resource Administration (including employee contract management)
- d) Management of the physical facilities and premises of the School
- e) Management of the finances of the Corporation
- f) Fund Raising for capital projects and financial stability
- g) Working in close consultation with the Principal in matters that will have a direct or indirect impact on the day-to-day operation of the full-time School
- h) Promotion of Islamic education and the full-time School to the Community

Section 2.07. Regular Meeting. Regular meetings of the Board of Directors shall be held at least once a month as scheduled by the President of the Board.

Section 2.08. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any three (3) of the Directors.

Section 2.09. Notice of Meetings. Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:

- a) The Board Secretary shall notify all Board members of the date, time, place, and agenda of all regularly scheduled meetings.
- b) Special meetings of the Board of Directors must be preceded by at least two (2) days' written notice to each Director of the date, time and place, but not the purpose of such special meeting.
- c) Notwithstanding (a) and (b) just above, any action by the Board of Directors to remove a Director or to approve a matter that would require approval by the Board of Directors shall be preceded by at least (7) days written notice to each Director unless such notice is waived pursuant to Section 9.04 below.
- d) Regular meetings and special meetings shall be held at the School premises, unless otherwise consented to by the Board members.

Section 2.10. Quorum and Voting. A quorum of the Board of Directors consists of four (4) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of at least four (4) of the Directors present is the act of the Board of Directors, except as otherwise stated in these Bylaws.

Section 2.11. Action Without Meeting. Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the majority of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consents shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 2.12. Indemnification. With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 2.13. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

### **SECTION THREE OFFICERS**

Section 3.01. Required Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. All officers must be natural persons and shall be at least eighteen (18) years of age.

Section 3.02. Election of Officers. Each year following the general election in September, the Board shall elect the President of the Corporation by a majority vote of all newly elected, as well as, existing Directors whose terms do not expire, as specified in Section 4.08. The President shall appoint other officers, as specified in Section 4.10.

Section 3.03. Term of Office. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with grounds for such dismissal as specified in Section 3.05.

Section 3.04. Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

- a) President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer or officers of the Corporation.
- b) Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.
- c) Secretary. The Secretary shall attend all meetings of the Board of Directors of the Corporation and shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.
- d) Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 3.05. Removal. The Board of Directors may remove any member for violating the Board of Directors' Code of Conduct (Section 5.01) after due process. Infractions may result in reprimand up to removal from the Board, taking into consideration the seriousness of the offenses and the deliberate disregard of the Code of Conduct, with the unanimous consent of the remaining Board of Directors.

Section 3.06. Vacancies. Any vacancies occurring in the office of the President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in the other offices may be filled at the discretion of the Board of Directors. Refer to Section 4.11 for details.

Section 3.07. Delegation of Powers and Duties. In the case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 3.08. Indemnification. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

## SECTION FOUR ELECTIONS

Section 4.01. Voters. Eligible parents or legal guardians, donors, and volunteers, as well as, the teachers & staff of PVS (and their spouses) shall vote to elect new members of the MCC Board. Only husband and wife from the family of donors and volunteers shall be eligible to vote. Individual donor or volunteer must be 18 years or older to vote.

Section 4.02. Lifetime Voter. A financial supporter of PVS who has donated at least \$10,000 over the last 5 calendar years, or, a volunteer who has donated at least 1000 hours of his/her time over the last 5 calendar years in providing needed service to PVS. Lifetime voters do not have to re-establish their eligibility for voting purposes.

Section 4.03. Classification of Voters.

- a) Parents: Parents/Legal Guardians of current registered PVS students.
- b) Teachers & Staff: Teachers and Staff members currently employed by PVS and their spouses.
- c) Donors: Financial Supporters for PVS who have donated at least \$1000 over the last 5 calendar years (e.g. years 2000-2004 for the elections in 2005). Organizations' financial records shall be checked to establish eligibility.
- d) Volunteers: Provided voluntary service to PVS by donating at least 50 hours of their time per year. Proper documentation recording the type and the duration of voluntary services must be filed at the PVS office to establish eligibility.

Section 4.04. Voters' List.

The Secretary of the Board shall maintain, with the help of the Treasurer, an updated and accurate list of all eligible voters as well as those who are eligible to be nominated.

Section 4.05. Election Committee.

- a) Annual elections of the Board of Directors shall be held on the 2<sup>nd</sup> Saturday in September each year.

- b) The Board of Directors shall appoint an election committee consisting of three (3) members of PVS staff/teachers at least six (6) weeks before the annual elections. One of the committee members shall be appointed to serve as a chairperson. The School Principal shall serve as an advisor to the committee.
- c) The term of the election committee shall continue until a new committee is appointed for the next general election.
- d) In case of the resignation, or departure of a member of the election committee, the Board of Directors shall re-constitute the committee.
- e) In case the committee cannot reach a decision on an issue, the matter shall be referred to the Board of Directors whose decision shall be final.

Section 4.06. Functions of the Election Committee.

- a) It shall be the responsibility of the chairperson of the committee to see that all functions of the committee are properly carried out. The functions of the committee shall be to:
  - 1. receive nominations from the voters for the vacancies on the Board;
  - 2. obtain the consent of the nominees;
  - 3. confirm any withdrawals of nominees;
  - 4. post and make known a list of the nominees at least one week before the elections;
  - 5. prepare ballots, conduct elections, count votes, and announce the results.
- b) The Board's Secretary shall provide the committee an updated and accurate list of all eligible voters as well as those who are eligible to be nominated.

Section 4.07. Nominations.

- a) Only the voting members of MCC shall have the right to nominate
- b) Only the voters eligible for nomination may be nominated.
- c) No voting member shall nominate him/herself.
- d) A nomination shall be signed by the person nominating.
- e) The nominator shall acknowledge on the nomination form that the nominee's consent has been taken.
- f) A nomination without the consent of the nominee shall not be valid.
- g) A nominee must be a resident of Memphis metropolitan area at least since December 31<sup>st</sup> of the year before elections. This date is also used as the ending date for eligibility of voters in the Donors and Volunteers category.
- h) A nominee must not be:

1. An employee of MCC/PVS (all paid employees and their spouses are ineligible)
  2. An MCC board member who will continue his/her term into next year
  3. An MCC board member who will be completing his/her consecutive terms this year, as specified in Section 2.0.4
  4. The spouse of an MCC Board of Director
  5. A member of the Shura/Board/Association that governs a Masjid, Islamic Center or School in the Memphis metropolitan area
- i) A nominee shall have until the 4<sup>th</sup> Friday in August to withdraw his/her name.

Section 4.08. Election Process.

- a) A final list of the persons contesting for the election shall be posted at the School before the voting begins.
- b) Elections for all open positions shall be held concurrently.
- c) Voting shall be done by secret ballot. The election committee shall be responsible for making appropriate arrangements for casting votes.
- d) A voter shall cast one vote for each open position on the ballot paper.
- e) Voting by proxy, in absentia or by mail shall not be allowed.
- f) A majority vote shall be required for a candidate to be elected.
- g) In the event of a tie, as many as, three runoffs can be held after at least one (1) week notice to the voters for each runoff.
- h) In case of a dispute or challenge over the voting, the matter shall be decided by the election committee, and its decision shall be binding and final.

Section 4.09. Election of the President of the Board.

Each year within 2 weeks after the Board has been re-constituted (following the general elections) the election of the president of the Board from among the seven (7) members shall be held.

The Election Committee shall:

- a) Call a meeting of the Board of Directors (including newly elected members and existing members whose terms are not expiring) at a mutually agreed upon date and time within 2 weeks after elections. This meeting shall be held without delay in order to provide adequate time for a smooth transition of the management. Under extenuating circumstances, the meeting may be

delayed beyond the 2 weeks after elections, but no later than the last week in September.

- b) Call the meeting to order and explain the process of nomination and election of the president of the MCC Board.
- c) Proceed with the nomination and election process as follows:
  1. Seek nominations for the president from the entire Board by secret ballot
  2. Announce the names of the nominees to the entire Board without declaring the number of nominations received by each nominee
  3. Ask each of the nominees if he/she would accept the nomination
  4. Conduct the election by secret ballot once the final list of nominees is settled, assuming more than 1 nominee is on the final list
  5. Count the votes from step (4) above
  6. Announce the results to the entire Board
- d) In case all nominees decline, step (c)3 above, repeat the nomination steps as many times as needed
- e) In case of a tie during election, step (c)5 above, repeat the election steps as many times as needed
- f) Adjourn the meeting
- g) Post the outcome of the election on the school bulletin board.

#### Section 4.10. Appointment of Other Officers.

After the President of the Board of Directors has been elected, the President shall appoint the officers, such as, the Vice-President, the Secretary, and the Treasurer from among the remaining six members of the Board preferably before the beginning of new terms of office in October.

#### Section 4.11. Filling a Vacancy on the Board.

- a) If a vacancy occurs due to the resignation, departure, removal, or death of a Board member, when at least the Board of Directors shall select a replacement from the list of the candidates who received most votes at the last general elections. The vacancy shall be filled from the appropriate category of candidates (i.e. parents or donor/volunteer). Substitutions shall not be allowed for the replacement from a different category of candidates. But if all candidates at the last general elections for the required category have been elected, or the person receiving most votes declines and the list has been exhausted, new nominations shall be called for the vacant position/s, and the

election shall be held within 4 weeks after the nominations have been received. The person/s elected shall serve for the remaining period of the term of the position.

- b) If however, a member/s of the MCC Board leaves when less than six (6) months are left in the term, the Board of Directors shall first select from the list of candidates who contested in the last general elections (per Section 4.11 (a) above). If however, the list has been exhausted, the Board of Directors shall select from among the current voters' list (those that are eligible to be nominated) a temporary replacement/s to serve until the next general elections with unanimous consent of all remaining Board members.
- c) When a vacancy of an officer of the Board occurs due to resignation, departure, removal or incapacity, the President shall select/appoint another person for the position after the vacancy has been filled according to the procedures explained in Section 4.11 (a) & (b) above. In case the position of the President is vacated, a new President shall be elected (per Section 4.09) after the vacancy has been filled (per Section 4.11 (a) & (b) above).
- d) For the purpose of filling a vacancy on the Board, the list of voters from the last general elections shall be used to conduct special elections.

## **SECTION FIVE CODE OF CONDUCT**

### **Section 5.01. Code of Conduct.**

All members of the Board shall:

- a) Observe the principles of Islamic Teachings as prescribed by the Qur'an and the authentic tradition (Sunnah) of the Prophet (pbuh).
- b) Present and promote a positive image of the organization and the School to the parents, employees, students, and the community at large.
- c) Support as well as solicit support for the organization financially and otherwise.
- d) Follow established policies and procedures when dealing with issues concerning administrative and organizational matters.
- e) Fulfill the duties and responsibilities entrusted as an officer or a member of the Board of Directors to the best of his/her ability.
- f) Respect and follow the established administrative chain of authority and avoid interfering in the day-to-day operation of the School.
- g) Respect the confidentiality of Board discussions.
- h) Avoid any conflict of interest, whether business related, or personal, that may jeopardize the effectiveness of the Board.
- i) Dedicate their time, skills, and talents as much as possible to the work of the organization and its vision for the future.

## **SECTION SIX SCHOOL PRINCIPAL**

### Section 6.0.1. The School Principal

- a) The Principal of Pleasant View School shall be appointed by an affirmative vote of 2/3 of the entire Board following an established selection process.
- b) The Principal of Pleasant View School shall be discharged from his/her position by an affirmative vote of 2/3 of the entire Board after due process.
- c) The Principal shall be empowered by the Board of Directors to act as the executive officer of daily operations in order to conduct the affairs and business of the School.
- d) The Principal shall fulfill all the duties and responsibilities assigned per job description and employment contract to the best of his/her abilities.
- e) The Principal shall be responsible for recommending changes in staff assignments and contract renewals/non-renewals based upon performance evaluations and supporting documentation to the Board. The Board shall in turn take appropriate action in view of those recommendations.
- f) The Principal shall provide regular status updates in person or in writing to the Board of Directors on the progress, issues, concerns and needs related to the day- to-day administration of the School. The Board shall in turn address any issues, concerns, and needs in support of the School and its administration in a timely manner.

## **SECTION SEVEN COMMITTEES**

### Section 7.01. Functional Committees.

The Board of Directors shall appoint functional committees, as needed, to supplement the work of the organization with talent and resources from parents, donors, and volunteers of the organization.

### Section 7.02. Formation of the Committee.

- a) The term of each committee shall be one (1) year or until the committee is reconstituted by the Board.
- b) The chairperson for each committee shall be appointed by the President or the Board of Directors.
- c) The committee chairperson shall select at least 2 other members from the voters list to form the committee.
- d) Clear goals and objectives shall be provided by the Board to each of the committee chairperson
- e) The committee chairperson shall provide regular status reports of the progress and issues.

### Section 7.03. Possible Committees.

- a) Financial Aid Committee
- b) Fund-Raising Committee
- c) Facilities Maintenance Committee

In addition to the above committees, the Board may also appoint ad hoc committees as needed.

## **SECTION EIGHT RECORDS AND REPORTS**

Section 8.01. Corporate Records. The Corporation shall keep as permanent records minutes of all meeting of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records.

Section 8.02. Records at Principal Office. The Corporation shall keep at all times a copy of the following records at its principal office:

- a) Its Charter or Restated Charter and all amendments thereto.
- b) These Bylaws and all amendments thereto.
- c) A list of the names and business or home addresses of its current Directors and officers.
- d) The most recent annual report delivered to the Tennessee Secretary of State.

Section 8.03. Annual Financial Statements. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

## **SECTION NINE MISCELLANEOUS PROVISIONS**

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 9.02. No Seal. The Corporation shall have no seal.

Section 9.03. Notices. Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, by telephone, by mail or private carrier, or via electronic media such as email. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested and addressed to the respective address that appears for each such person the books of the Corporation.

Written notice shall be deemed to have been given at the earliest of the following:

- a) When received;
- b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- c) On the date of the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 9.04. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 9.05. Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 9.06. Deposits. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

## **SECTION TEN AMENDMENT OF BYLAWS**

Section 10.01. Reading of Amendments.

- a) All proposed amendments to the Bylaws shall have (2) readings at the special meetings of the parents, donors, volunteers, and staff members based on the most current list of voters.
- b) The quorum for these special meetings shall be 2/3 of the voters. In case the quorum is not met, provided that proper advance notification was given for the meeting, the meeting shall proceed as planned.
- c) At least 8 weeks advance notice of the date, time, and place of each of these meetings must be given to the voters. There shall be at least 2 weeks gap between the 1<sup>st</sup> and the 2<sup>nd</sup> reading.
- d) A copy of the proposed amendments shall be provided and/or posted on the School bulletin board and website for review by the voters at least 6 weeks prior to the first reading of these amendments. Any updates/changes to the proposed amendments, following each reading, shall also be posted and/or made available for voters' review.
- e) The purpose of each reading shall be to allow the Board of Directors to explain the proposed changes, answer any questions, and solicit feedback from the voters prior to finalizing and voting on the proposed amendments within the Board.

Section 10.02. Voting on the Proposed Amendments.

After review of the final version of the proposed amendments in the light of the feedback received from the voters during the two readings, the Board of Directors may adopt amendment to these Bylaws at any regular or special meeting of the Board of Directors where the quorum shall be the entire Board, provided that such meeting is preceded by at least two weeks' written notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose or one (1) of the purposes, of the meeting is to consider proposed amendments to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. An

affirmative vote of 2/3 of the Board of Directors then in office shall be necessary for the adoption of the amendments to these Bylaws.

Section 10.03. Amendments to the Charter.

Amendments to the Corporation's Charter shall follow the same process as stated in Sections 10.01 & 10.02 above, with the following exceptions:

- a) There shall be three (3) readings for any proposed changes to the Charter.
- b) The special meetings for each reading shall require a quorum of 2/3 of the voters without any exceptions.

*The original version of the Bylaws were adopted on the 4<sup>th</sup> day of November, 1995.*

*These Bylaws have been updated to incorporate all the amendments discussed and approved by the current Board of Directors through August 1, 2005.*

Adopted this 1<sup>st</sup> day of August, 2005.

ATTESTED:

Jamal H. Usmani, Secretary

BOARD OF DIRECTORS:

Munir H. Usmani  
Ali A. Wright  
Abdul Alim Khandekar  
Lirah Sabir  
Jamal H. Usmani