



In the Name of God Most Gracious, Most Merciful

المركز الإسلامي بمدينة لوييفيل  
The Muslim Community Center of Louisville

**Bylaws of the Organization  
2009**

**The Muslim Community Center of Louisville  
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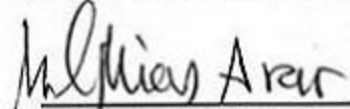
Bylaws of the Muslim Community Center of Louisville

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We hereby certify that the following Bylaws, consisting of 8 pages including the cover page, are the Bylaws adopted by the Board of Directors of Muslim Community Center of Louisville, Inc. (the "Corporation"), by vote of the Directors dated November 14, 2008.

  
Aly A. Farag, PhD President

  
Ghias Arar, MD Secretary

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Article 1  
Mission and Scope of Operation

The Muslim Community Center (henceforth, will be denoted by MCC) is a Kentucky religious, non-profit, cultural and educational institution that brings understanding about Islam and promotes peace and harmony in our society. The MCC organization is not based on ethnic, gender or racial construction.

Article 2  
Organization Structure

The MCC shall be constituted of an Assembly comprised of paying membership body, Board of Trustees and Managing Committees for the MCC units – all selected according to specific articles in these bylaws.

Article 3  
Membership of the MCC Organization

Membership of the MCC shall be open to all Muslims, who are legal residents of the US without any restrictions based on race, ethnicity or gender. All members shall adhere to the regulations set forth by the MCC organization and shall abide by the state of KY and US laws. Membership of the MCC organization shall be divided into two types: paying members and non-paying members. Non-paying members shall have no legislative or voting powers in the MCC organization. Other than the usage of the Masjid (Mosque), the MCC organization may charge fees for use of its facilities. Paying members who are also citizens or permanent residents of the US will form the Assembly of the MCC organization. It is the responsibility of all attendees of the MCC to be aware of its bylaws.

Article 4  
The Assembly of the MCC Organization

The Assembly of the MCC shall be formed from its paying members. An Assembly member is a Muslim who is active in the affairs of the MCC, abides by its bylaws and must be a US citizen or a permanent resident of the US. An Assembly member must pay the annual membership fees set by the MCC organization. The Board of the MCC, on special circumstances, may waive the annual fees for Muslims who perform extraordinary service for the MCC organization. Students above 18 years of age may pay reduced membership fees. Family membership includes the head of the household and all dependent children less than 18 years of age. Family membership entitles one vote for each paying adult up to two votes maximum.

- a) An Assembly member shall hold a minimum education of a high school diploma from the US or its equivalent abroad. The member shall be at least 18 years of age, shall have no criminal record and shall abide with the regulations set forth by the MCC organization.

- b) Membership to the Assembly shall be open to all Muslims in Greater Louisville irrespective of race, ethnicity or gender.
- c) A member of the Assembly shall serve the MCC organization for one year before having voting power. Membership shall be automatically lost if not renewed.
- d) The assembly shall nominate the Board of trustees. The Assembly, in its annual meeting, shall approve the plans and budget of the MCC projects as presented by the MCC Board.
- e) The Assembly shall maintain the right of removal of any of its members with cause. Membership of the Assembly shall be voided if a member commits any acts against the best interest of the MCC organization or commits criminal acts against the US or any of its laws and regulations.
- f) Except as specified in these bylaws, all actions by the Assembly shall be based on majority rule. The president of the Board of Trustees or his designate will break a tie vote by the Assembly.
- g) The Assembly and any of its members may not sue the Board of MCC organization in courts.
- h) Any and all disputes among the members of the Assembly, and/or the Board, or any of MCC Units shall be resolved by mediation. Three mediators shall be selected from the members of the Board and/or other prominent Muslim leaders in the community acceptable to the parties in dispute; each party in dispute has the right to chose one mediator and such mediators shall choose the third mediator. The decision reached by the mediators shall be final.

## Article 5

### The Board of Trustees of the MCC

The Board of Trustees (henceforth will be denoted by the Board) shall ensure the execution of the MCC's mission. The Board shall be constructed from the Assembly of the MCC and individuals with exemplary record of service to Islam, the Muslim community of Louisville, and the society. Board members shall be nominated by members of the Assembly and voted on by its members through a secret ballot. A Board member must be above 25 years of age. All Board members shall have equal voting powers and privileges. Except as specified in these bylaws, all decisions by the Board shall be based on majority rule. In case of a tie in voting, the president's vote shall break the tie. The Board shall hold scheduled regular meetings, which may be open to members of the Assembly. The Board shall be responsible for all communications related to the MCC organizations with state or federal agencies.

- a) The Board shall have up to 11 members (Quorum is seven) and no less than seven (Quorum is five). The Board shall elect a president, vice president, a treasurer and a secretary. The Board shall reflect the fabric of the Muslim Community that uses the MCC facilities.
- b) The Term of the Board is five years. Board members may serve up to two consecutive terms.
- c) The Board shall prepare the annual budget and submit it to the Assembly during each fiscal year. The president of the Board shall preside on the meetings of the Board and determine the agenda. The president of the Board shall be the spokesperson of the MCC organization. The vice president shall replace the president during his absence. The treasurer of the Board shall be responsible for financial reports and accounting for all the units of the MCC organization. The secretary of the Board shall be responsible for records of the MCC organization.
- d) The Board shall have overriding powers over all units of the MCC organization. The Board shall have the sole responsibility of hiring and termination of appointments of all paid personnel at the MCC organization including the Imam, the Principal(s) and teachers of the school(s).
- e) The Board shall hold regular bi-monthly meetings and may hold emergency or special meetings if the need arises. The president of the board shall make the announcement of the meetings and shall send the agenda to the members of the Board and the Assembly. Board resolutions without a Quorum shall be void. No proxy shall be counted if no Quorum is physically present in the meeting.
- f) A Board member may resign during his/her term by informing the president of the Board in writing. The Board shall address the resignation in its nearest scheduled meeting.
- g) A Board member may not miss more than three consecutive regular meetings.

- h) A Board member may be removed with just cause in accordance to Article (Removal of Board and Assembly Members) of the Bylaws. The president of the Board shall initiate the removal proceedings after the approval of two-thirds of the Board members. If the president is the person to be removed with just cause, the vice-president shall initiate the removal proceedings after the approval of two-thirds of the Board members.
- i) An emergency Board meeting may be called by any member of the Board with support of two-thirds of the members. Emergency meetings shall be governed by same rules of regular meetings.
- j) The Board may not sue any member of the Muslim Community in civil courts without the knowledge of the Assembly and approval of two-thirds of the Board.
- k) No compensation shall be paid or received by member of the Board for his or her services on the Board.
- l) Prior to scheduled meetings, Board members may request to the president, in writing, adding new agenda items to the announced agenda. Such items must be addressed within two subsequent scheduled meetings.

## Article 6 The MCC Units

The MCC shall be formed of units, which are functionally autonomous and under the jurisdictions of the MCC Board and the Assembly. The MCC Board shall have overriding powers over all units. Each unit shall have its managing committee. The managing committees shall be appointed by the Board of the MCC to serve the mission of the MCC organization and shall reflect the fabric of the community of the MCC organization regardless of gender and ethnicity. The Assembly and the Board of the MCC shall approve the jurisdictions of all managing committees. Assembly approval shall be through majority voting of its members, which may be sought by a public meeting requested by the Board or a mail ballot.

## Article 7 The Managing Committees of the MCC Units

Each unit in the MCC organization shall have its policies and managing committee. The MCC Board may contain members from the units' committees. Managing committees may include a Masjid (Mosque) Committee, School Committee, and other Committees deemed necessary for the MCC organization. Unless otherwise stated in the Articles of the organization, the MCC Board of Trustees shall have binding and final powers over all units in the MCC organization.

## Article 8 The Masjid (Mosque) Committee

The Board of the MCC shall appoint a Masjid (Mosque) Committee from members and professionals who can serve the mission of the MCC organization. The committee shall be able to conduct religious, educational and cultural functions within the guidelines of common Islamic principles. It shall have no legislative powers.

- 600 a) The Masjid (Mosque) Committee shall be formed by five Muslims from the Assembly of the MCC. The 600  
601 committee shall select a chairman and a secretary. The chairman of the Masjid (Mosque) committee 601  
602 shall coordinate its activities and shall present monthly reports to the MCC Board. 602  
603 b) The committee shall manage the activities of the Masjid (Mosque). The MCC Board may grant limited 603  
604 executive privileges for the Masjid (Mosque) Committee to facilitate the day-to-day operation of the 604  
605 Masjid (Mosque). 605  
606 c) The term of the Masjid (Mosque) Committee shall be two years and may be renewed by the MCC 606  
607 Board. The Assembly must be notified by all the Board decisions vis-à-vis the Masjid (Mosque). 607  
608 d) The Imam of the Masjid (Mosque) shall be appointed by the MCC Board to lead the prayers at the 608  
609 Masjid (Mosque) and to serve the educational and counseling needs of the Muslim Community. The 609  
610 Imam shall hold no membership in any constituency at the MCC and shall have no voting privileges. 610  
611 The job specification and requirements of the Imam shall be determined by the Board of the MCC and 611  
612 approved by the Assembly. Upon approval of the Board of the MCC, the Imam may be assigned certain 612  
613 tasks on behalf of the MCC organizations. The Imam shall enjoy the respect and cooperation of the 613  
614 Board and the Assembly of the MCC organization. 614  
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## 615 Article 9 615 616 The School Committees 616 617

618 The Board of the MCC shall appoint the School Committee(s) from members and 618  
619 professionals who can serve the mission of the MCC organization. If the MCC contains 619  
620 more than one school, each school shall have its managing committee; hence, there may 620  
621 be an Elementary School Committee, Middle School Committee, etc. These committees 621  
622 shall ensure the proper management and functionalities of these units. 622  
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- 624 a) The School(s) committee(s) shall work with the Principal(s) and staff in order to ensure the proper 624  
625 execution of the school functions. The Committee(s) shall be formed of a minimum of five and up to 625  
626 seven members from the Muslim community of Greater Louisville and may also contain up to two 626  
627 non-Muslims among its members. 627  
628 b) The Board shall appoint all the school professional staff, including the principal and the teachers. 628  
629 The rules and regulations regarding the staff are in accordance to the **School Book** approved by 629  
630 the Board of MCC organization. 630  
631 c) The term of the School Committee shall be two years. Members of the Committee(s) may serve 631  
632 unlimited numbers of terms based on their dedication to the School and service of the Muslim 632  
633 community. The Board of the MCC shall approve the renewal of committee membership. 633  
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## 634 Article 10 634 635 Financial and Tax Reports 635 636

637 Each unit shall prepare its annual financial and tax report and deliver it to the treasurer of the 637  
638 MCC no later than January 31<sup>st</sup> of each year. The treasurer of the MCC in coordination with 638  
639 the Board shall prepare the overall annual financial statement as well as tax report on behalf 639  
640 of the MCC. The president of the Board and treasurer shall notify the Assembly of annual 640  
641 financial report of the MCC organization. 641  
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## 642 Article 11 642 643 Removal of Board and Assembly Members 643 644

The Assembly shall have the power to remove a member of the Board or the Assembly with just cause. Such an action shall be determined after a hearing by the Assembly and must be approved by of two-thirds of its members.

## Article 12

### Modifications of the Bylaws

The MCC bylaws may be modified or amended by the Board by two-thirds majority of its members. Proposed amendments must be announced to the Assembly by the president of the Board at least two-months ahead of scheduled Board meetings dedicated to this matter. Announcements must be made in writing through such visible media as official MCC bulletin board, website, MCC magazine and regular MCC community gatherings. An amendment shall become effective after approval by the Assembly. Assembly voting on the proposed modifications may be sought by a public meeting, requested by the Board, or through a mail ballot.

## Article 13

### Change of Status of the MCC Organization

All changes to the status of the MCC organization shall be approved by three quarters of the members of the Board and Assembly. All such changes including selling the property or dissolving the MCC organization shall require public hearings by the MCC Board and the Assembly in legally held meetings announced and advertised by the president of the Board at least three months in advance. The president of Board shall inform the managing committees of the Masjid (Mosque) and the Schools and other MCC units in writing of the plans to alter the status of the MCC organization.

## Article 14

### Ownership

The Islamic School of Louisville, Inc is the sole owner of properties of the units under the auspices of the MCC organization. The Islamic School of Louisville is a Kentucky, non-profit educational institution.

## Article 15

### Fiscal Year

The MCC Organization shall have a calendar year.

## Article 16

### The First Board of the MCC Organization

The **first Board** shall be constructed from 11 members of the founders of the MCC. The **first Board** shall oversee the construction of Phase One of the MCC Project (The Masjid and Elementary School), the membership and other organizational structure at the MCC,

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construction of the Assembly, and shall be the legal representative of the MCC organization until a new board is selected.

- a) The Assembly in the first election shall replace one-half of the members of the Board. The **first Board** shall determine the criterion for the members to be replaced.
- b) Members of the **first Board** shall be eligible for membership of the new Board of Trustees if nominated by the Assembly.
- c) Upon completion of Phase One, and incorporating the MCC organization at the state and federal levels, the **first Board**, in consultation with the founders of the Islamic School of Louisville, Inc, may consider the merge of the Islamic School of Louisville, Inc, and the Muslim Community Center of Louisville, Inc, as one legal entity under the MCC organization.
- d) The **first Board** may also consider maintaining separate Tax IDs for the School and the MCC if deemed adequate and beneficial for the health of the MCC organization.
- e) In all cases, the MCC will be the umbrella organization and will function and govern as described in these bylaws upon achieving legal incorporation and securing tax-exempt status.
- f) The following members shall constitute the **first Board**.
  - 1. Aly A. Farag, PhD, (President)
  - 2. Ammar Almasalkhi, MD, (Vice President and Treasurer)
  - 3. Ghias Arar, MD, (Secretary)
  - 4. Siraj Siddiqi, MD, (Member)
  - 5. Naima Abuazza (Member)
  - 6. Janene Shakir (Member)
  - 7. Kheder Kutmah, MD, (Member)
  - 8. Muad Maya, MD, (Member)
  - 9. Asim Piracha, MD, (Member)
  - 10. Mohamed Hasnain, MD, (Member)
  - 11. Muhammad Masroor, MD, (Member)