

# MCC Bylaws

(Revised 08-05-2019)

<b>ARTICLE I - NAME &amp; LOCATION</b>	3
<b>ARTICLE II - PURPOSES</b>	3
<b>ARTICLE III - MISSION</b>	3
<b>ARTICLE IV - MEMBERSHIP</b>	3
SECTION 4.1 - POWERS OF THE MEMBER	3
SECTION 4.2 - DISSOLUTION OF THE MCC BOD	4
<b>ARTICLE V – GOVERNANCE</b>	4
SECTION 5.1 - MCC BOARD OF DIRECTORS	4
Section 5.1.1 - Powers	4
Section 5.1.2 - Number, Composition, Election & Term of Board Members	5
Section 5.1.3 - Meetings of the BOD	5
Section 5.1.4 - Quorum	5
Section 5.1.5 - Vacancies	6
Section 5.1.6 - Duties of Board Members	6
SECTION 5.2 - OFFICERS OF THE BOD	7
Section 5.2.1 - Officers	7
Section 5.2.2 - Election of Officers	7
Section 5.2.3 - Subordinate Officers	7
Section 5.2.4 - Removal of BOD Members	7
Section 5.2.5 - Resignation of Officers	8
Section 5.2.6 - Vacancies in Offices	8
SECTION 5.3 - DUTIES OF OFFICERS	8
Section 5.3.1 - President	8
Section 5.3.2 - Vice-President	8
Section 5.3.3 - Secretary	8
Section 5.3.4 - Treasurer	9
SECTION 5.4 - Miscellaneous	10
Section 5.4.7 - Policies, Rules & Regulations	10
Section 5.4.8 - MCC Endorsements	10
Section 5.4.9 - Rules of Order	10
<b>ARTICLE VI - COMMITTEES</b>	11
SECTION 6.1 - STANDING COMMITTEES	11
SECTION 6.2 - STANDING COMMITTEES DUTIES	11

MCC Bylaws  
(Revised 08-05-2019)

SECTION 6.3 - REPORTS OF COMMITTEES	11
<b>ARTICLE VII - BUDGET &amp; FISCAL YEAR</b>	11
<b>ARTICLE VIII - INDEMNIFICATION &amp; IMMUNITY</b>	12
SECTION 8.1 - AUTHORITY TO INDEMNIFY	12
SECTION 8.2 - INDEMNIFICATION PLAN	13
SECTION 8.3 - INSURANCE	13
SECTION 8.4 - IMMUNITY	13
<b>ARTICLE IX - AMENDMENTS TO BYLAWS</b>	13
<b>ARTICLE X - MISCELLANEOUS</b>	14
SECTION 10.1 - COMPENSATION	14
SECTION 10.2 - CONFIDENTIALITY	14
SECTION 10.3 - TELECOMMUNICATIONS	14
SECTION 10.4 - CONFLICT OF INTEREST	14
SECTION 10.5 - DISPOSITIONS OF ASSETS	15

## **ARTICLE I - NAME & LOCATION**

The name of the Corporation shall be the Muslim Community Center of Capital District, Inc., hereinafter referred to as the "MCC". The principal place of business of the MCC shall be located at 21 Lansing Road North, Schenectady, New York, 12304.

## **ARTICLE II - PURPOSES**

The purpose of the MCC shall be to create and foster an individual and communal environment within which Islamic philosophies, thoughts, beliefs and values enrich the lives and engender the well being of the Muslim community and the greater community within which it is located. The MCC shall be guided by the principles and values of Islam and democracy. It shall strive to stimulate and encourage an individual and shared sense of responsibility and commitment to those principles and values.

## **ARTICLE III - MISSION**

The mission of the MCC is to enhance the quality of life by providing comprehensive programs based on Islamic values, traditions, heritage, and culture. The MCC aims to promote unity through these social, recreational, athletic, educational, and cultural programs. We also strive to meet individual and communal needs in a way that promotes Islamic values, and in turn nurtures, strengthens, enriches, and unites the Muslim community and our community as a whole.

## **ARTICLE IV - MEMBERSHIP**

The sole Member of the Corporation will be the Islamic Center of the Capital District - ICCD (the Member). The MCC shall be an integral part of the Islamic Center of the Capital District. Any action taken by the Member will be in the form of a Resolution duly adopted by the governing body and certified by its Secretary.

### **SECTION 4.1 - POWERS OF THE MEMBER**

With respect to the MCC, the Member shall have the following powers:

- A. Approval of the By-Laws of the MCC and any future amendments.
- B. Approval of any decisions pertaining to permanent employment excluding temporary, hourly employment.
- C. Approval of the budget of the MCC on an annual basis.

MCC Bylaws  
(Revised 08-05-2019)

- D. Approval of decisions affecting the physical status of the MCC building and property.
- E. Execution of contracts that have not already been pre-approved, such as the standard rental agreement.
- F. Approval of MCC Policy on speakers at the MCC.
- G. Approval of MCC Policy on fund raising activities by the MCC or fund raising events at the MCC.
- H. All powers of a Member pursuant to the Not-for-Profit Corporation Law.

## **SECTION 4.2 - DISSOLUTION OF THE MCC BOD**

The Member shall exercise its power to dissolve the MCC BOD through an affirmative vote by two-thirds of the members of the ICCD Board of Trustees (BOT).

# **ARTICLE V – GOVERNANCE**

The MCC shall be governed by these By-Laws and shall be supportive of the Purposes of the Islamic Center of the Capital District (ICCD), a Religious Corporation organized under the laws of New York State, as stated in the ICCD's constitution and shall follow religious observances as practiced by the ICCD.

## **SECTION 5.1 - MCC BOARD OF DIRECTORS**

### **Section 5.1.1 - Powers**

- A. The affairs of MCC shall be managed by the Board of Directors (BOD). The BOD's primary objective is to take all possible steps to implement the purpose and policies of the MCC.
- B. They shall perform or cause to be performed all matters and functions of MCC, either directly or through committees, sub-committees, deputation and/or delegations.
- C. The BOD shall supervise financial, administrative and all other affairs of the MCC.
- D. The BOD shall be responsible for developing, maintaining and implementation of all MCC policies and procedures.

### Section 5.1.2 - Number, Composition, Election & Term of Board Members

- A. The candidates for the BOD should be persons of good standing in the community, active in the community, possess skills that are deemed beneficial to the MCC and supportive of the ICCD and MCC missions, visions, and objectives.
- B. The BOD consists of 9 persons: 7 voting members, 2 ICCD BOT non-voting representatives.
- C. Any BOD Officers nominee must be a voting member of the ICCD for a minimum of 1 year. Officers must not have held any office positions in any other Masjids of the Capital Region for at least 1 year.
- D. Boards of Directors are elected for before the end of November for a tenure starting on January 1 and ending on December 31. The officers will be elected for the following terms: The president, and treasurer will be elected for a term of 3 years, while the secretary, vice president and general board member will be elected for a 2 year term.
- E. Election for new directors:
  - a. New BOD Members will be nominated by the current voting MCC BOD and sent for final approval to the ICCD BOT.
  - b. There shall be two ICCD BOT representatives on the BOD that will be appointed by the ICCD BOT.

### Section 5.1.3 - Meetings of the BOD

Regular meetings, which may be pre-planned for the entire year, do not require a notice. Notice of the time and place of other meetings shall be sent to each member by mail at least five days or telephone or email at least twenty-four hours before the meeting.

### Section 5.1.4 - Quorum

The presence of a minimum of 5 out of the 7 members of the authorized number of voting Board members shall constitute a quorum for the transaction of business. ICCD BOT is responsible to make sure at least 1 of the ICCD BOT appointed representatives are present at all MCC BOD meetings. The quorum should include the President or the Vice President, or a current member of BOD designated by the President. Each voting member shall have one vote. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum.

### Section 5.1.5 - Vacancies

- A. **Events causing vacancy.** A vacancy or vacancies on the BOD shall be deemed to exist upon the occurrence of any of the following
- a. The death resignation or incapacity of any Board member
  - b. The declaration by resolution of the Board of a vacancy of the office of a Board member who has been declared of unsound mind by a final order of court or convicted of a felony
  - c. Removal of a BOD Member.
  - d. The failure to elect the full complement of Board members required; or
  - e. A voting Board member who is absent from three (3) consecutive regularly scheduled meetings of the Board, without reasonable excuse, or a Board member who materially fails to perform the duties of the position, without reasonable excuse shall be subject to removal by a vote of 5 out of 7 of the MCC BOD Members.
  - f. BOT approval of recommendation for the replacement of a BOD Member appointed by the ICCD BOT.
- B. **Resignations.** Except as provided in this paragraph, any Board member may resign, and the resignation shall be effective upon giving written notice to the President of the BOD or the Vice-President or the Secretary unless the notice specifies a later time for the resignation to become effective.
- C. **Vacancies filled by Board Members.** In the event of a recommendation for the replacement of an ICCD BOT appointed Board Member, the ICCD BOT will appoint a replacement member. ICCD BOT is responsible to make sure at least 1 of the ICCD BOT appointed representatives are present at all MCC BOD meetings.

### Section 5.1.6 - Duties of Board Members

- A. Board members are expected to be dedicated to the work of the organization with the primary goal of implementing its purposes and policies.
- B. In addition to attending meetings, Board members lend their skills, expertise and talents to the organization through committees and special projects.
- C. It is expected that each Board member regularly attends Board meetings and serves on at least one committee.
- D. Board members are expected to educate themselves about the MCC's history, policies and purposes, current operations, fiduciary matters in order for casting an informed vote.
- E. Each member of the Board should provide support to the growth of the organization.

MCC Bylaws  
(Revised 08-05-2019)

- F. It is expected that Board members shall come to meetings prepared, having read the minutes of previous meetings and other pertinent materials, and would participate in the discussion of all matters before the Board.
- G. Board members always respect the confidentiality of Board discussions.
- H. A Board member should never seek to impose a personal agenda.
- I. Board members are expected to be careful against any conflict of interest, whether business related, or personal, in jeopardizing the effective functionality of the Board.
- J. All Board members must become familiar with, sign and abide by the MCC Code of Conduct and conflict of interest policy.

## SECTION 5.2 - OFFICERS OF THE BOD

### Section 5.2.1 - Officers

The officers of this Board shall be a President, Vice-President, Secretary and Treasurer. This Board may also have, at its discretion; legal counsel and such other officers as may be appointed in accordance with these By-laws.

### Section 5.2.2 - Election of Officers

The BOD at the first Board meeting shall elect the President, Vice-President, Secretary, and Treasurer of the Board. ICCD BOT representatives on the BOD may not be elected as officers..

### Section 5.2.3 - Subordinate Officers

The Board may appoint, and may authorize the President and Vice-President or another officer to appoint any other officers that the business of this Board may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the By-laws or determined from time to time by the Board.

### Section 5.2.4 - Removal of BOD Members

Any BOD Member or officer may be removed for good cause from office by a unanimous vote of the BOD (except the BOD Member being removed) at any regular meeting or special meeting. In the incident of BOD Member removal the majority vote of 5 out 7 will conclude the decision. Notice of the proposed removal of must be given to such individuals prior to the date of the meeting at which such removal is to be voted upon. Such notice to the individual must state the cause of the proposed removal for good cause. The individual has the right to appeal his case with the ICCD BOT.

### Section 5.2.5 - Resignation of Officers

Any officer may resign at any time by giving written notice to the BOD. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

### Section 5.2.6 - Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these By-laws for regular appointments to that office.

## SECTION 5.3 - DUTIES OF OFFICERS

### Section 5.3.1 - President

The President of the Board shall preside at meetings of the Board and exercise and perform such other powers and duties from time to time assigned to the President by the Board or prescribed by these By-laws. In addition, the President shall appoint committee chairpersons, and coordinate the work of the officers and committees. The President will have the discretion to spend up to \$1,000.00 on MCC business without prior approval of the board. The President of the BOD, when invited and at a minimum of once every quarter, shall attend ICCD BOT meetings to provide updates, participate in discussions, and receive feedback on the MCC.

### Section 5.3.2 - Vice-President

In the absence of the President, the Vice President shall, in general, have the powers and perform the duties of the president

### Section 5.3.3 - Secretary

The Secretary shall attend to the following:

- A. Take accurate minutes at all meetings and distribute these minutes prior to the next meeting to the Board members for approval at the next meeting.
- B. Keep an online record of all approved minutes of all meetings and actions of Board members and committees, with the time and place of the holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
- C. Keep records of the names, email addresses, and telephone numbers of all Board members. A list of committees, the name of their members and the name



MCC Bylaws  
(Revised 08-05-2019)

of the chairperson will also be maintained along with email addresses and phone numbers.

- D. Maintain the By-Laws, policies and procedures and document approved changes to these.
- E. Have such other powers and duties as may be prescribed by the Board or by these By-laws.
- F. Give notice of meetings whenever notice is required.
- G. Respond to all incoming correspondence to the BOD in a timely manner in consultation with the President and the BOD as necessary.
- H. Coordinate with the Board members and prepare the agenda of the meeting. The meeting agenda shall be supplemented with the draft minutes of the previous meeting, prior approved minutes, and supporting documents such as the monthly financial statements and common reports, etc. The agenda and its attachments shall be distributed to Board members at least one (1) week prior to the next scheduled regular meeting.

#### Section 5.3.4 - Treasurer

The Treasurer shall attend to the following:

- A. **Books and Records of Account.**
  - a. The accounting records shall be kept in accordance with generally accepted accounting and auditing practices set up by American Institute of Certified Public Accountants (AICPA). The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the MCC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The accounting records shall be open for review by any Board member with prior written request approved by the Board.
- B. **Deposit and Disbursement of Money and Valuables.**
  - a. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the MCC with such depositories as may be designated by the Board; shall disburse or cause to be disbursed the funds of the MCC as may be ordered by the Board; shall render to the Board, whenever they request it, an account of all of the transactions of the Treasurer and of the financial condition of the MCC; and shall have such other powers and perform such other duties as may be prescribed by the Board or by these By-laws. The Treasurer is the principal authorized signature for all checks issued and expense

MCC Bylaws  
(Revised 08-05-2019)

recognized. The co-signer should be President or Vice-president. In their absence, another BOD Member may co-sign the checks.

- C. The Treasurer shall oversee the MCC's revenue and expenditure reports and shall prepare the monthly operating revenue and expense report in compliance with the monthly budget. This report has to include the year-to-date annual budget.
- D. The Treasurer shall regularly review the financial management of the MCC and shall annually develop a draft-operating budget for the review of the Board for the forthcoming year. It is the duty of the Treasurer to prepare all filings required by the State of New York, the Internal Revenue Service, and other federal or state agencies.

## **SECTION 5.4 - Miscellaneous**

### **Section 5.4.7 - Policies, Rules & Regulations**

The MCC Director, with input from the BOD, the standing committees shall be responsible for the promulgation and adoption of policies, rules, and regulations regarding the use of MCC facilities and grounds. All policies shall be first considered by and then approved by the BOD. Upon approval, all adopted policies and regulations shall be placed in a separate binder, along with lists of committees, their duties and functions. This binder shall be separate from Minutes of BOD meetings kept by the Secretary and shall be kept by the MCC Director or its designee. All changes or modifications to policies, rules, and regulations shall be separately detailed in writing and added to the binder for the purpose of providing a current record for reference.

### **Section 5.4.8 - MCC Endorsements**

No MCC endorsement or approval of political, social, or controversial movements or campaigns shall be made by the MCC.

### **Section 5.4.9 - Rules of Order**

In all matters not specified by these Bylaws and all matters of procedure, Robert's Rules of Order, latest revised edition, shall govern the MCC meetings. All officers shall:

- A. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time;
- B. Deliver to their successors all official material no later than ten days following the appointment of their successors.

## **ARTICLE VI - COMMITTEES**

### **SECTION 6.1 - STANDING COMMITTEES**

Standing committees shall be determined from time to time by the BOD. At a minimum, the following standing committees will be formed: Operation, Maintenance, and Finance. The President of the BOD will appoint chairpersons of committees subject to the ratification of the BOD. The chairperson of each committee shall have the power to appoint persons to their committee (except as otherwise provided by these Bylaws). Other ad hoc committees may also be formed as needed. Notwithstanding the foregoing, the BOD, by resolution, may appoint committee members.

### **SECTION 6.2 - STANDING COMMITTEES DUTIES**

The BOD shall adopt and maintain separate written summaries of the duties and responsibilities for each Standing Committee. Each new committee chairperson shall receive a copy of said written summary at the time of commencement of said chairperson's duties. The Secretary of the BOD shall maintain a list of Standing Committee's responsibilities in a separate binder, which shall also include statements of policy adopted by the BOD from time to time.

### **SECTION 6.3 - REPORTS OF COMMITTEES**

The President shall call for reports from all committee chairpersons from time to time, to be presented at BOD meetings. All committee chairpersons shall, upon appointment, prepare and submit a written statement of proposed plan of operation for said committee for the current fiscal year. Copies of said statements from each committee shall be furnished to all BOD Members. Each committee shall be required to submit a written three-month progress report to be filed with the Secretary quarterly, with copies to be furnished to all BOD Members. Each committee chairperson shall submit a yearly summary report at the time for the annual budget request, with recommendations for said committee for the next fiscal year. It shall be the duty of the Vice President to remind committee chairpersons of these requirements.

## **ARTICLE VII - BUDGET & FISCAL YEAR**

An annual Budget shall be prepared under the auspices of the MCC BOD, and it shall be approved by the ICCD BOT each new fiscal year. The MCC BOD shall be primarily responsible for preparing an adequate Budget for the next fiscal year for MCC

operations. All recipients of MCC funds, including but not limited to the administration, employees, programs, building and grounds, etc., shall submit requests and the Finance Committee shall meet with such applications to prepare a draft Budget, and present said draft Budget to the ICCD BOT for review and discussion. The Finance Committee shall commence consideration and preparation of the new Budget no later than four months prior to expiration of the fiscal year. The BOD shall present its annual Budget for the new fiscal year to the ICCD BOT no later than October 31st of the prior year. The ICCD BOT shall approve the final Budget by December 15th.

## **ARTICLE VIII - INDEMNIFICATION & IMMUNITY**

### **SECTION 8.1 - AUTHORITY TO INDEMNIFY**

The Center shall indemnify, defend, and hold harmless all current and former Directors and Officers from and against any and all liabilities, costs, and expenses incurred by them in such capacities to the fullest extent permitted by law; provided, however, that the Director or Officer conducted himself in good faith and reasonably believed that his or her conduct was in the best interests of the Center (if acting in his or her official capacity), or that his or her conduct was at least not opposed to the best interests of the Center (in all other cases), or that he or she had no reasonable cause to believe his or her conduct was unlawful (in the case of a criminal proceeding). Such indemnification should also extend to protect Directors and Officers from lawsuits or claims made against him or her for conduct or decisions that may constitute ordinary negligence, but not for gross errors of judgment or intentional misconduct. The Center shall also indemnify a current or past Director or Officer who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer of the Center against all expenses actually incurred by the Director or Officer in connection with the proceeding, including expenses incurred when the Director or Officer had not been made a defendant or respondent to the proceeding. The Board of Directors may elect to indemnify, defend, hold harmless, and advance expenses to any employee or agent of the Center who is not a Director or Officer to the same extent as to a Director or Officer.

## **SECTION 8.2 - INDEMNIFICATION PLAN**

The Board of Directors shall adopt an Indemnification Plan in accordance with the authority granted it in section 7.01 above. The Plan shall set forth in detail the mechanics of how the indemnification rights of Directors and Officers shall be exercised.

## **SECTION 8.3 - INSURANCE**

The Board of Directors shall cause the Center to purchase and maintain Directors and Officers liability insurance with a limit of not less than three (3) million dollars on behalf of any person who is or was a Director or Officer of the Center, or is or was serving at the request of the Center as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Center would have the power to indemnify such person.

## **SECTION 8.4 - IMMUNITY**

All current and former Directors and Officers are immune from suit arising from the conduct of the affairs of the Center unless their individual conduct amounts to willful, wanton or gross negligence.

# **ARTICLE IX - AMENDMENTS TO BYLAWS**

These Bylaws may be amended and the amendments may be adopted after discussion during a regularly scheduled or special meeting of the MCC BOD. Any proposed amendments shall be distributed to the BOD Members at least two weeks in advance of such a meeting where amendments may be discussed. A minimum of 5 out of the 7 members of the authorized number of voting Board members shall constitute a quorum for discussion of the proposed amendments. A proposed amendment shall be approved upon receiving an affirmative vote from two-thirds of the voting BOD Members present during discussion. The approved amendments shall be presented by the MCC BOD to the ICCD BOT for final approval and incorporation into the Bylaws. Copies of all approved amendments to the Bylaws shall be provided to all members of the BOD.

# ARTICLE X - MISCELLANEOUS

## SECTION 10.1 - COMPENSATION

Directors shall not receive compensation for serving as a member of the Board of Directors.

## SECTION 10.2 - CONFIDENTIALITY

Members of the Board of Directors are expected to be ambassadors and advocates for the Center. Nevertheless, BOD Members are also expected to ensure that certain information disclosed or discussed at meetings of the Board of Directors is proprietary and confidential and should not be disclosed or discussed outside of such meetings. BOD Members should be expected to use good judgment in maintaining the confidentiality of information disclosed at such meetings.

## SECTION 10.3 - TELECOMMUNICATIONS

Any BOD Member may participate in, and be regarded as present at any meeting of the Board of Directors by means of conference call or any other means of communication by which all persons present at the meeting can hear and communicate with each other at the same time.

## SECTION 10.4 - CONFLICT OF INTEREST

An individual cannot serve on the Board of Directors if they or any direct relative of theirs is to get a substantial monetary benefit from the MCC. "Substantial monetary benefit" is defined as compensation that is 15% or more above the current minimum wage, or any other amount to be set by the BOD. A BOD Member shall not simultaneously hold positions on any other Boards of similar organizations in the Capital District of New York. Candidates may only run for one position at a time except as outlined in these bylaws. Before members of the Board of Directors may run or be nominated for other positions, they must first resign from their current position before accepting nominations for candidacy unless this is for a re-nomination of the same position or if their term is naturally ending at the end of the current term.

## **SECTION 10.5 - DISPOSITIONS OF ASSETS**

No part of the net revenue over/under expense of MCC, shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the MCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the MCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MCC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the MCC shall not carry on any other activities not permitted to be carried on (i) by a corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (ii) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code). Upon the dissolution of the MCC, the net assets shall be distributed to the ICCD.