

# AMDA Constitution Amendment Proposals for General Body Meeting

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AMDA Board of Representatives

June 18, 2023

# Why Amendments are Required

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- AMDA was established in 2007 and the constitution that was written hasn't change since the establishment of AMDA.
- As we are a larger organization , many of the contexts during the early days of AMDA has changed and the constitution needed to be amended to incorporate the learnings.
- The changes proposed are intended to streamline the governance of AMDA.
- AMDA board of representatives worked on a proposal and presented the proposal to the joint board meeting on May 20, 2023. The agreed upon changes will be presented today.

**Article II, Section 1, page 4,**

**Structure of the Representative Board**

- *Why this needs to change?* It will eliminate a layer of leadership and reduce the risk of conflict between the branches . As per Islam and AMDA's guiding principle, no one is superior to others except for piety.

**Following changes were recommended**

**Representation**

Current Section:

This Organization shall have three levels of representation

Level 1

Standing Committee

Level 2

Board of Representatives

Level 3

Advisory Board

Board of Trustee

Proposed Section:

The organization shall have three levels of representation.

**Level 1**

**Standing Committee**

**Level 2**

**Board of Representatives**

**Board of Trustee**

**Level 3**

**Advisory Board**

**Article II, Section 2, page 4,  
Representation Term Limit: Does not apply to Standing  
Committee Members and change the term limits for BOR and  
BOT.**

- *Why this needs to change?* Issue was raised as the term limit in standing committees was hampering few personnel to effectively serve AMDA. It will allow standing committee members to be moving on to the BOR/BOT and serve AMDA efficiently with the experience gained as SC member

**Following changes were recommended**

**Current Section**

**Representation Term Limit**

1. Any elected member of the representative body can serve a maximum of two (2) consecutive terms.
2. Any elected member of the representative body, here on referred as officers of this organization, shall become eligible to run again for governance body after a one (1) term hiatus. Time span of the hiatus shall be determined by the time span of one service term of immediate past held position.

**Proposed Changes**

**Representation Term Limit**

Any elected member of the representative body can serve a maximum of two (2) consecutive terms. If a member serves two terms, consecutively or not, will take a hiatus of consecutive two years. After two consecutive years of hiatus, the frame of reference for term limit will start again. If a member takes a one-year hiatus after serving one term and joins the board next year, his/her first term will be counted for term limit and will have to take a two-year hiatus after the end of the second term. If a member takes a two-year hiatus after his/her first term, it will be considered that he/she fulfilled her term limit condition. When he/she joins the Board again afterwards, the term limit will be reset to two time, consecutive or not. If a member serves two consecutive terms, then he/she must go for two consecutive years of hiatus before joining the Board again. For standing committee members, term served on standing committees will not be counted for serving in the BOR and BOT positions.

- ❑ **Article II, Section 2, page 4, Representation Term Limit: Does not apply to Standing Committee Members and change the term limits for BOR and BOT.**
- *Why this needs to change?* Issue was raised as the term limit in standing committees was hampering few personnel to effectively serve AMDA. It will allow standing committee members to be moving on to the BOR/BOT and serve AMDA efficiently with the experience gained as SC member

- ❑ **Following changes were recommended**
- **Article II, Section 3, page 4,**  
Current Section
- Standing Committee**
- Standing committee is the first level of elected officials of the organization. This committee shall be responsible for executing organizational mission and vision. This committee can suggest continuous improvement to Advisory Board or Board of Trustee. There shall be several standing committees with specific responsibility.
- Proposed Section
- Standing committee is the first level of elected officials of the organization. This committee shall be responsible for executing organizational mission and vision as trainees to serve as future leaders in AMDA board. This committee can suggest continuous improvement to Advisory Board, Board of Trustee or Board of Representatives. The maximum number of Standing committee member positions per committee is 2 (refer to article III, section 1) , except for Ethnicity committee, where it will be determined by the number of members per country of origin. Their task will be assigned by Board of Representative and Board of Trustees

**❑ Board of Representative Specific duties Section 4**

• Why this needs to change?

The task list will reduce ambiguity among different boards about their responsibilities. Key responsibilities will avoid confusion while running day to day activities.

Section 4

Current Section :

The board of representative shall be responsible for the establishment of procedures (tactics) for the Association and for promoting the purpose of the American Muslim Diversity Association.

**❑ Following changes were recommended**

Board of Representatives Board of Representatives is the second level of elected officials of the organization. The board of representative shall be responsible for the establishment of procedures (tactics) for the Association and for promoting the purpose of the American Muslim Diversity Association. This board can suggest continuous improvement to Advisory Board or Board of Trustee.

Section 4.6

Current Section:

Specific duty: At least three members have to be selected by the board of representatives who would serve as signatories of bank checks for the entire length of their service as member of the board of representatives.

**❑ Following changes were recommended**

At least three members must be selected by the board of representatives who would serve as signatories of bank checks for the entire length of their service as member of the board of representatives. Key responsibilities for board of representative are listed below:

1. Organize daily and Jumma prayers
2. Maintain liaison with Imam(s)
3. AMDA Academy Operations
4. Organize Tarawih, Iftar, Eid, and family night events
5. Organize Fund-raising events
6. Facility maintenance
7. Maintain Web-site, email, and text messaging System with admin right
8. Financial management including bank accounts jointly with BOT
9. Membership
10. Preparing budget for AMDA
11. Organize and conduct Annual General Meeting and Special General meetings as needed

Board of representative can seek help from Board of trustee and standing committee members as and when needed.

❑ **Board of Trustees Specific duties Section 5**

• Why this needs to change?

The task list will reduce ambiguity among different boards about their responsibilities. Key responsibilities will avoid confusion while running day to day activities.

Section 5

Board of Trustee is the third level of elected officials of this organization. This board shall formulate policy and strategy to support mission and vision of American Muslim Diversity Association.

**Following changes were recommended**

Board of Trustee is the second level of elected officials of this organization. This board shall formulate policy and strategy to support mission and vision of American Muslim Diversity Association. This board can suggest continuous improvement to Advisory Board or Board of Representatives.

Section 5.1: Structure: This board will have ~~five (5)~~ 8(Eight) elected members to represent the general members in decision making process. To ensure representative governance this board will also have reserved positions.

Section 5.2: Board of Trustees will have a length of service of ~~five (5)~~ 4 years.

Section 5.4: Reserved representation: There shall be reserved positions to represent Women, Youth and Ethnic groups. These shall be elected positions. The number of this type of representation is detailed in the bylaws section

**Added a new section 5.6:**

Following are the key roles and responsibilities for board of trustee:

1. Hiring imams and other employees
2. Hiring vendors jointly with Bord of Representatives for maintenance of the facility
3. Organize interfaith events
4. Approve AMDA annual budget jointly with BOR. Both branches must agree on the budget.
5. Joint Financial management with BOR
6. Organize interfaith, Seerah, diversity events in the Masjid
7. Organize special religious programs (lectures, etc.)
8. Masjid Facility improvement planning such as Masjid Expansion
9. Execution of item 8 jointly with BOR
10. Maintain the 501c(3) status including filing taxes
11. City, County, state and other governmental affairs.
12. Set guidelines on design and content of the Web site

Board of Trustees can seek help from Board of Representaivbes and standing committee members as and when needed.

**Board of Representative and Board of Trustee Chairman Term Limits:**

- Why this needs to change?
  - This will help the board chairperson to implement strategic steps to improve the decision makings with a longer term

**Following changes were recommended**

- Article II, Section 4, Page 6

Chairperson:

- Chairperson of the board of representative shall be a rotational position. Main responsibility of the chairperson will only be to conduct board meeting and be the voice of the board of representative to the membership. Each member should at least serve once as Chairperson for ~~89 days~~ **four months** during their term of service.

- Article II, Section 5, Page 7

Chairperson:

- Chairperson of the board of trustee shall be a rotational position. Main responsibility of the chairperson will only be to conduct board meeting and be the voice of the board of trustee to the board of representatives and the membership. Each member should at least serve once as Chairperson for ~~101 days~~ **four months** during their term of service.



**Board of Advisor Selection Process**

- Why this needs to change?
  - Currently the selection process for Board of Advisors are not defined.

Article II, Section 6, page 9

The Representative Board shall nominate and select the advisory board members and shall make formal invitation ( New section added 6.11)

**Dissolution of Representative Body**

- Why this needs to change?
  - Providing the dissolution authority to the general membership

Current Section:

SECTION 7: Dissolution of Representative Body  
Dissolution of any Representative board can be done either by the regular members or by the Board of Trustee. Except otherwise mentioned, a majority vote (50% +1, rounded up for fractional numbers) of the Regular Members on record shall be required for dissolution of any board or committee, in a special meeting of the Regular Members to be called for that purpose. Following will apply to different boards:

**Following changes were recommended**

Dissolution of Representative Body  
Dissolution of any Representative board can be done by the regular members. A majority vote (50% +1, rounded up for fractional numbers) of the Regular Members on record shall be required for dissolution of any board or committee, in a special meeting of the Regular Members to be called for that purpose. Following will apply to different boards:

Section 7.1:

The Board of Trustee may be dissolved by vote of two-thirds (2/3) of the Regular Members on record. This shall be done in a special meeting of the Regular Members to be called for that purpose

Section 7.2:

The Board of Representative may be dissolved by vote of two-thirds (2/3) of the Regular Members on record. This shall be done in a special meeting of the Regular Members to be called for that purpose

Section 7.3:

The Standing committee may be dissolved by vote of two-thirds (2/3) of the Regular Members on record. This shall be done in a special meeting of the Regular Members to be called for that purpose

**VACANCIES IN REPRESENTATIVE POSITIONS**

Why this needs to change?

- Simplifying the process of filling the vacancies for representative boards,

Article III, Section 1

- Vacancies in board positions If vacancies occur in any board, that vacancy shall be filled by member of changing group as described in Article-II Section 6.2.1, from Advisory Board and following shall apply;
  - 1. Vacancies shall be filled only until upcoming election
  - 2. Replacement member shall have the same standard rights and responsibilities as the previous member
  - 3. Replacement member can not be a bank check signatory

**Following changes were recommended**

The joint Board (BOT and BOR) will convene and fill the vacant position , by a majority vote. This is applicable for BOT,BOR and SC.

**Article XIII, Section 1, page 22**

• Why this needs to change?

- This will allow the board to provide updates to the general members with the years ~~activities~~ **activates activities** and plans for the following year. Also First Friday meetings will coincide with the monthly Friday night events.
- This will allow more flexibility for the election commission to schedule the election.

**Annual Meeting:**

- Annual meetings of members shall be held on the ~~third Sunday of June~~ **first Friday of any month in the fourth quarter each year.** The time and place shall be fixed by the Board of Representatives.

**Article VII, Section 2, Page 15,**

**Election Day:**

- Election of the organization shall be held each year ~~on the 3<sup>rd</sup> Sunday~~ **in the month of June.**

## Standing Committee Geographic Diversity (Ethnicity) Election Process

### • Why this needs to change?

- As we are eliminating reserved position for trustees for heritage, the Ethnicity standing committee will fill that role

### Article III, Section 10.f

#### Geographic Diversity (Ethnicity)

1. This committee shall consist of a minimum of two (2) members
2. This committee shall be responsible for nurturing the geographic diversity of this organization
3. Provide training for members on geographical diversity
4. Manage geographic diversity in every events of this organization

## Following changes were recommended

Ethnicity Affair Committee members shall be elected by the members who have identified their country of origin only and not the entire Regular Membership. The ethnicity committee will have a maximum of one member for those country of origin with 20 or more members. Similarly, the vote to elect shall be done by the members who declared their country of origin for their specific standing committee member.

Only members in each group categories are eligible to vote for their representatives.

1. This committee shall be responsible for nurturing the geographic diversity of this organization.
2. Provide training for members on geographical diversity.
3. Manage geographic diversity in every event of this organization

## Standing Committee Article III:

All Standing Committees shall ~~at a minimum present a quarterly~~ **report their activities in to the Board of Representative meetings as required, as well as present their report before the annual general meeting.** In the event that a standing committee cannot be formed due to lack of volunteering members, the functions of that committee shall be the responsibility of one of the officers of the Board of Representative.

For all the standing committees( Article III, Section 10, a-q), the following changes are proposed:

This committee shall consist of ~~a minimum of~~ no more than two (2) members. Only expiation is ethnicity committee.

**Reserved Position for Board of Trustees ( Article VI)**

• Why this needs to change?

- Ethnicity standing committee will fill that role. This section also calls for a youth representation in the Board of Trustees with a maximum age limit of 17 years. Experience shows that at 17 years of age, few youths will be matured enough and willing to serve in the Trustee Board.

Current Section:

SECTION 1

Reserved Positions in Board of Trustee This organization shall have reserved positions in Board of Trustees to ensure representative governance and policy making. These reserved positions will be filled as follows:

1. Regular Members shall elect members under these categories for Board of Trustees during election.
2. One member of board of Trustee shall be elected for representing Women members of the organization.
3. One member of board of Trustee shall be elected for representing Youth members of the organization.
4. One member of board of Trustee to represent ethnic group shall be elected for each 20 regular member of same ethnic group of this organization.
5. Only members in each group categories are eligible to vote for their representatives.
6. Youth group is defined as members who are between 17 and 21 years of age.
7. Special ballots shall be provided for voting to elect representatives in each of these categories.
8. Only members who have declared their Heritage/Country of Origin during membership application shall be allowed to vote for electing their representative with a special ballot.
9. Only members, who will voluntarily provide proof of their age group, shall be allowed to vote for electing Youth representative with a special ballot.

**Following changes were recommended**

1. Regular Members shall elect members under these categories for Board of Trustees during election.
2. One member of board of Trustee shall be elected for representing Women members of the organization. Only women members are eligible to run and vote for this position
3. Special ballots shall be provided for voting to elect representatives for this category