

***In the Name of Allah, the Compassionate, the Merciful.
Praise be to Allah, Lord of the Universe, and Master of
the Day of Judgment***

Constitution and By-Laws
of
American Muslim Diversity Association
Michigan, United States of America

Revision 02

Revised, approved and amended by the members at AGM on
June 18, 2023

Amendment adopted on
July 10, 2023

CONSTITUTION OF

AMERICAN MUSLIM DIVERSITY ASSOCIATION, MICHIGAN

PREAMBLE:

True believers in Islam obey the law constituted in the Holy Quran, which is a full and final book of faith revealed to the mankind. The book contains the Islamic laws, rules and regulations for the Muslims which shall be used as the source of the following constitution and by-laws.

MISSION STATEMENT:

To establish a comprehensive organization promoting Islamic values and reflecting excellence in serving the needs of the community.

NAME AND AFFILIATION:

We, the Muslims of North and North-east suburbs of Detroit, Michigan and its vicinity, have adopted the present Constitution and do, hereby; establish an organization for the enhancement and understanding of Islamic Culture, to be known as American Muslim Diversity Association. The organization will be an independent, ecclesiastical, non-profit, Muslim organization. The objective of the organization is to develop, support and promote a Muslim way of life and to ensure the emergence of an American Muslim identity. The organization affirms the principles of the social order established by the Prophet Muhammad (S) that promotes the establishment of a thriving and vibrant community free of ethnic, racial, cultural or national divisions. The vision is based on the teachings of the Quran: "You are the most exemplary community brought forth for humankind. You enjoin what is right and forbid what is wrong and you believe in Allah" and on the teachings of the Prophet(S): "The best among the people are those who benefit the people".

GUIDING PRINCIPLE:

- Follow the Holy Quran , Sunnah and the principles of Islam
- Regard the life, dignity and property of every human as a sacred trust
- Respect Man's and Woman's right over each other
- No human has superiority over other – except by piety and good action
- Every Muslim is a brother or sister to every Muslim
- The Muslim constitute one Fellowship

ARTICLE I

AIMS AND PURPOSES

SECTION 1

The aims and objectives of the Organization are to serve the best interest of Islam and Muslims of this locality. Towards this end, the Organization shall:

1. Serve Allah, the Compassionate, the Merciful, Lord of the Universe and Master of the Day of Judgment
2. Be an institute that is non-judgmental and non-elitist
3. Be an institute with transparency and democracy
4. Welcome people of diverse ethnic Muslim background
5. Have open communication between representatives and members
6. Act as Islamic cultural ties of various ethnic group in reflection of American way of life
 - a) Represent all ethnic group
 - b) Take advantage of ethnic diversity in Islam
7. Promote inter and intra faith dialogue
 - a) Respond to social issues as they relate to Islam
 - b) Present Islam to people of other faith
 - c) Build relationships (common ground) with organizations representing other religious beliefs
 - d) Build sound relationship with other Muslim community
 - e) Nurture essentials for existence of a thriving Muslim community
8. Help in development of Muslim youth
 - a) Relate Islamic teachings to everyday life in America
 - b) Equip them with knowledge to address issues they face in daily life
 - c) Train them to present Islam in a positive way
 - d) Help our youth to grow as leaders of tomorrow
9. Enlighten leadership in management
10. Self-sustaining organization
11. Take advantage of technological advancements to spread Islamic teachings
12. Value difference in opinion as strength of the community
13. Conduct social, cultural, religious and other activities in the best traditions of Islam and in accordance with the Sunni School of Thought
14. Arrange and hold Congregational Prayers and Islamic Religious Festivals at appropriate times

SECTION 2

The Organization shall be a non-profit, non-political organization, and the fundamental purpose of the Organization shall be to encourage and to enable Muslims with the basic knowledge and competence in Islam to contribute individually and collectively toward meeting human needs in conformity with Islamic Doctrines and Belief. It shall also be the purpose of the Organization to avoid any wrong practices in Islam and to create a feeling of fellowship.

ARTICLE II

ORGANIZATIONAL STRUCTURE

SECTION 1

Representation

1. This Organization shall have three levels of representation
 1. Level 1
 - a) Standing Committee
 2. Level 2
 - a) Board of Representatives
 - b) Board of Trustee
 3. Level 3
 - a) Advisory Board
2. The Officers shall receive no compensation for their services and shall derive no monetary benefits from the income of the Organization. Officers shall be reimbursed for out-of-pocket expenses incurred for conducting the business for the Organization.
3. All Officers must be practicing Muslims in accordance with the Sunni School of Thought.

SECTION 2

Representation Term Limit

1. Any elected member of the representative body can serve a maximum of two (2) consecutive terms as defined below. Only exception is Standing Committee members.
2. 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.

SECTION 3

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 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 of "BY LAWS AND POLICIES"), 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.

1. Structure:

Standing committee shall have a Lead and a minimum of one member. Lead and member/s shall be elected by the regular members.

2. Term:

Standing committee will have a length of service of two (2) years.

3. Member Requirements:

Standing committee members shall fulfill the following requirements:

- a) They shall be regular member of this organization, in good standing for at least eight (8) consecutive months prior to the election.
- b) They shall be bona fide citizens or permanent residents of the United States and residents of the State of Michigan.
- c) They shall volunteer at least eight (8) hours every month for supporting vision and mission of this organization.

4. Description:

Detail of "Standing Committees" is provided in Article III of the by-laws. The standing committees shall be organized to directly execute the vision and mission of this organization.

5. Number of Standing Committee:

Depending on the necessity to execute the vision and mission of this organization the number of standing committee can be increased or decreased by Board of Representatives with agreement from Board of Trustee.

6. Lead member:

Lead member of a standing committee shall be a rotational position. Notwithstanding the other responsibilities that have been given to the lead member of a standing committee in this constitution, main responsibility of the lead member will be to conduct meeting and execute projects and tasks as required. Each member should at least serve once as lead during their term of service.

SECTION 4

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.

1. Structure:

This board will have nine (9) elected members to represent the general members in decision making process.

2. Term:

Board of Representatives will have a length of service of three (3) years.

3. Member requirements:

Board of Representative members shall fulfill the following requirements:

- a) They shall be regular member of this organization, in good standing for at least twelve (12) consecutive months prior to the election.
- b) They shall be bona fide citizens or permanent residents of the United States and residents of the State of Michigan.
- c) They shall volunteer a minimum of eight (8) hours every month for supporting vision and mission of this organization.
- d) The Board of Representative shall meet at least once every month.

4. Responsibilities related to standing committee:

Members of this board shall be responsible for one or more of the Standing Committee/s. They shall work as communication link between the Standing Committees and Board of Trustees.

5. 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 four months during their term of service.

6. 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.

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 Website, 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 & 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.

SECTION 5

Board of Trustee

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.

1. Structure:

This board will have eight (8) elected members to represent the general members in decision making process. To ensure representative governance this board will also have reserved positions. In addition to the 8 regular elected members there will be one reserve position for women representation.

2. Term:

Board of Trustees will have a length of service of four (4) years.

3. Member requirements:

Board of Trustee members shall fulfill the following requirements:

- a) They shall be regular member of this organization, in good standing for at least twelve (12) consecutive months prior to the election.
- b) They shall be bona fide citizens or permanent residents of the United States and residents of the State of Michigan.
- c) They shall volunteer at least eight (8) hours every month for supporting vision and mission of this organization.
- d) They shall meet at least once every four (4) months or as needed to review the affairs of the Organization.

4. Reserved representation:

There shall be one reserved position to represent Women. This shall be elected position. The number of this type of representation is detailed in the by-laws section.

5. 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 four months during their term of service.

6. Key roles and responsibilities:

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 Website.

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

SECTION 6

Board of Advisors

Board of Advisor is the third level of officials of the organization. This board shall guide the organization by providing interpretation of the constitution based on the Holy Quran, Sunnah and principles of Islam.

1. Task:

This board shall also perform the following tasks for the organization:

1. Advice on adherence to the mission and vision of the organization
2. Advice on issues pertaining to Islam
3. Advice on policy decisions for the organization
4. Organize election commission
5. Be the judicial branch of this organization
6. They shall meet at least once every six (6) months or as needed to review the affairs of the Organization.

2. Members:

Members of this board will consist of the following groups:

1. Immediate past representatives and trustees
 - a. This shall be a changing group
 - b. Membership shall be optional for immediate past representative
2. Members cannot serve in other boards or committees while in Advisory Board
3. Renowned Muslim scholars
4. Imam of the organization
5. Community organizer

3. Terms:

Since Board of Advisors is comprised of different group representation the length of service will be as following.

1. All members in Board of Advisors immediate past Representative and Trustee category will serve for 3 years in one term
2. Length of service for Imam shall be his contractual duration of service
3. Members in Community Organizer category will serve for 5 years in one term

4. Term Limit:

Term limits for Board of Advisor members shall only apply to members other than Muslim Scholars and Imam. No term limit shall apply on members under Muslim Scholar category and Imam.

5. Chairperson:

Chairperson of the board of advisors will be a rotational position. Main responsibility of the chairperson will only be to conduct board meeting and be single voice of the board to all other board, committees and membership. Each meeting should have different chairperson elected prior to by the members prior to start of the meeting. This chairperson will perform the responsibilities until the next meeting.

6. Renowned Muslim Scholars:

Renowned Muslim scholars shall be invited to be the members of this board according to the Advisory Board Member Invitation policy as described in this constitution. A member under this category does not have to be resident of the State of Michigan but should be Citizen of the United States of America. There should be at least three members in this category.

7. Community Organizer:

Community organizer shall be invited to be the members of this board according to the Advisory Board Member Invitation policy as described in this constitution. A member under this category has to reside in the community served by the establishment or center.

8. Involvement Procedure:

Advice from the board of advisors has to be requested formally. This can be done either by two third majorities of either of the boards or by two third majorities of standing committee as a group or majority (50% + 1, rounded up for fractional numbers) of the regular members of the organizations. Board of Advisors should only entertain the issues for which all effort was made for resolution and a stale mate has occurred on the decision making process. No issue should go to the court of law of the land unless it has been placed in Board of Advisors for decision and a stale mate has occurred on decision making process.

9. Advice Procedure:

Advice from Board of Advisors should accompany reasoning and explanation on the decision made. This decision shall be in writing and it shall be made available to all the members of this organization.

10. Binding:

Decision by the Board of Advisors shall be binding on the boards, standing committee and members as a whole.

11. Selection of Board of Advisors:

The Representative Board shall nominate and select the advisory board members and shall make formal invitation.

SECTION 7

Dissolution of Representative Body

Dissolution of any Representative board can be done by the regular members. A majority vote (two - thirds, 2/3) 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:

1. Board of Trustee:

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.

2. Board of Representative:

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. A Regular Membership meeting shall be called as promptly as possible for the purpose of electing a new Board of Representative.

3. Standing Committee:

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.

4. Dissolution effectiveness:

Dissolution shall be effective immediately after the result of any vote is announced.

SECTION 8

Membership

Regular Member: Any Muslim aged **17** years and more, who believes that there is no one who is to be worshipped except Allah and that Mohammad Bin Abdullah (May peace be upon him) is His last and final Prophet and Messenger, upon approval of Board of Representative can become a member of this organization. A regular member has to be resident of Macomb, Oakland, St. Clair or Wayne Counties in Michigan, United States of America.

Non-Resident Member: Any Muslim who meets the requirements as described above in Regular Member classification but residing outside of Macomb, Oakland, St. Clair or Wayne Counties in Michigan.

Honorary Member: Persons who by judgment and discretion of the Board of Representatives or Board of Trustees have rendered an outstanding contribution to the purposes of the Organization can be conferred associate membership.

SECTION 9

1. Family Membership

Family Membership shall consist of two Regular memberships that include Husband and Wife of the family.

2. Individual Membership

Individual Membership shall only be granted to individuals with a Regular member qualification.

3. Associate Membership

Associate Membership can only be granted to individuals with a Non-resident member qualification.

ARTICLE III

VACANCIES IN REPRESENTATIVE POSITIONS

SECTION 1

Vacancies in board positions

If vacancies occur in any board, 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.

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 cannot be a bank check signatory.

SECTION 2

Vacancies in standing committee positions

If vacancies occur in any standing committee position, it will only be filled as follows. The member of Board of Representative, who is responsible for that standing committee, in board meeting shall request members of the Board of Representative for volunteer from the members of the Board of Representative, to act as the replacement standing committee member. If such replacement is not found then the member of the Board of Representative, who is responsible for that standing committee, shall act as replacement member of the standing committee.

SECTION 3

Qualification of person for replacement positions

Only a member previously elected by the regular members for any position can be a replacement member of any board or standing committee.

A member, who currently does not hold any elected position of this organization, but, held elected position of this organization in the past, shall be eligible for replacement positions.

ARTICLE IV

FINANCE AND BUDGET

SECTION 1

Finance of this organization shall be based on membership fees, unconditional donations from well-wishers and other income from this organization's investment.

SECTION 2

Budget has to be declared for upcoming fiscal year before a fiscal year ends. Fiscal year for this organization shall be January 1 to December 31.

SECTION 3

Budget shall have two categories as follows:

1. Operational Budget: This portion of the budget shall include the following
 - a. Expense for operation and maintenance of property owned by this organization.
 - b. Honorarium (salary) of Imam and other personal employed by this organization.
2. Developmental & Activity Budget: This portion of budget will include the following
 - a. Expense related to developmental, or expansion of property owned by this organization.
 - b. Expense related to activity intended for the members of this organization.

SECTION 4

1. Operational budget will be equal responsibility of both the gender groups.
2. Developmental and Activity budget shall have provision for allocation of budget depending on the proportion of membership of each gender-based group to support activities related to that specific group. The allocated portion of this budget can be redirected for other activities that supports this organizations mission and vision, provided majority (50%+1, rounded up for fractional numbers) of the voting members from that group voted for such redirection.

SECTION 5

Only gender-based groups that are recognized by this organization are male and female.

SECTION 6

Each gender-based group shall be equally responsible for supporting the activity and development of this organization.

ARTICLE V

ORGANIZATION, PURPOSE OF OPERATION AND DISSOLUTION

SECTION 1

This organization shall be organized and operated exclusively for purposes of advancement of religion, charity, educational, scientific, literary, fostering amateur sports competition and the prevention of cruelty to human or animals as well as the making of distribution to organizations that qualify as tax exempt organizations under section 501 (c),(3) of the Internal Revenue Service of 1954 or the corresponding provision of any future Internal Revenue Law of the United States of America.

SECTION 2

As set forth under section 501(c),(3) of the Internal Revenue Code (IRC), no part of this organization's net earnings will inure to the benefit of any private shareholder or individual. This organization will not be organized or operated for the benefit of private interests of the shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. However, this organization shall pay reasonable compensation for services rendered and make payments and distributions to support or enhance the purpose of this organization.

SECTION 3

This organization shall not attempt to influence legislation as a substantial part of its activities, and it shall not participate in any campaign activity for or against candidates for public office.

SECTION 4

Charitable work of this organization will include advancement of religion; interfaith dialogue; relief of the poor, the distressed, or the underprivileged; lessening neighborhood tensions; eliminating prejudice and discrimination; advancement of education or science; lessening the burdens of government; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

SECTION 5

This organization shall not carry out any activity not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c),(3) or the corresponding section of any future federal tax code or by an organization whose contributions are deductible under section IRC 170(c),(2) or the corresponding section of any future tax code.

SECTION 6

On dissolution of this organization, all assets, after defraying all outstanding debts and liabilities, shall be donated with the approval of Executive Committee, to registered non-profit Muslim organization or Muslim institution which are qualified as tax exempt under IRC 501(c),(3) or the corresponding section of any future federal tax code.

ARTICLE VI

INDEMNITY OF VOLUNTEERS

SECTION 1

This organization shall indemnify its present and future officers, employees and agents and such other persons as it shall have the power to indemnify, and in the manner and to the extent permitted under, and subject to the limitations of, the Michigan Nonprofit Corporation Act.

SECTION 2

This organization hereby will assume all liability of any volunteer member of board of representatives to any person other than the organization, its shareholders, or its members, for all acts or omissions of such volunteer representatives.

SECTION 3

Without limiting the generality of the foregoing, no volunteer member of board of representatives of the organization shall be personally liable to the corporation (or to its members, if any) for monetary damages for a breach of the representatives fiduciary duty, except for,

1. A breach of the representatives duty of loyalty to the corporation or its members (if any),
2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law,
3. A violation of section 551(1) of the Michigan Nonprofit Corporation Act,
4. An act or omission from which volunteer member of board of representatives derived an improper personal benefit,
5. An act or omission occurring that is grossly negligent.

SECTION 4

This organization hereby assumes the liability for all acts or omissions of a volunteer member of board of representatives, volunteer officer, or other volunteer occurring on or after the effective date of the provision granting limited liability if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority
2. the volunteer was acting in good faith
3. the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct
4. the volunteer's conduct was not an intentional tort
5. The volunteer's conduct was not a tort rising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Act of 1956 being section 500.3135 of the Michigan Compiled Laws.

The foregoing provisions are in addition to and not in lieu of or in substitution for, any indemnification or similar provisions in the organization's By-laws. No amendments to or repeal of the provisions contained in this Sixth Article shall apply to or have any effect upon the liability or alleged liability of any representative of the organization for or with respect to any acts or omissions of such representative occurring prior to such amendment or repeal.

ARTICLE VII

ELECTION COMMISSION, ELECTION AND VOTING RIGHTS

SECTION 1

Election Commission:

1. Election shall be organized by Election Commission.
2. Board of Advisors shall solicit feedback from general member to select one Election Commissioner and four (4) members for convening election commission.
3. Election commission shall be announced by 3rd Sunday of February of each year.
4. Members of Election Commission will elect a chairperson to preside over meetings and be spokesperson for the commission.
5. Election shall be certified by the Election Commissioner.
6. Election commission shall be disbanded after election has been certified and new office has taken "Oath of Office."
7. Election commission shall publish voter list and schedule at least sixty (60) days before election.
8. Election Commissioner and members of the election commission shall not be eligible to get nomination on the specific year they are serving in the election commission.

SECTION 2

Election Day:

1. Election of the organization shall be held each year in the month of June.

SECTION 3

Eligibility for voting:

1. Members, who have paid their dues and resided in at least one of the counties of Macomb, Oakland, St. Clair or Wayne of the State of Michigan for at least a period of six (6) months prior to voting date, shall be eligible for voting.
2. Non-Resident members and Associate members shall not have voting power.

SECTION 4

Voting:

1. Voting shall be by secret ballot, with eligibility of votes established by reference to the regular membership list.
2. A majority vote of those members voting in person or by absentee ballot, defined hereafter, shall be required for any official action placed on ballot for decision.
3. Absentee ballots are allowed only if requested at least fifteen (15) days ahead by the regular members in writing and filed with the Election Commission of this organization.
4. Absentee ballots will be issued by Election Commission prior to election date.
5. Cumulative voting is not allowed. Each active member may cast one vote on each matter submitted for vote.
6. Vote casting can only be done in person unless an absentee ballot is requested ahead of time.

SECTION 5

Nomination for candidacy:

Any member can be of nominated for candidacy provided that person is endorsed by a minimum of three (3) members. Such nomination must be presented in writing to the Election Commission no later than fifteen (15) days prior to the election.

SECTION 6

Presence of candidate:

1. Candidate shall participate in event intended to present candidates to the members.
2. The nominated members shall be present on the day of the election.
3. Candidate can be excused by the Election commission provided the candidate has requested for such excuse in writing with a valid reason at least fifteen (15) days prior to event intended to present candidate.
4. Excused candidate has to provide a representative for presenting the excused candidates introduction to the members of this organization.
5. If the candidate is not present in any of the events described in Article VII, Section 6.1 and Section 6.2 of this constitution, or does not provide representation as described in Article VII, Section 6.4 of this constitution, their nomination shall be rejected.

ARTICLE VIII

IMAM

SECTION 1

Spiritual and Community Leader:

Imam of the organization is recognized as the spiritual leader of the community. It is also recognized that Imam has major impact on the community.

SECTION 2

Public officer:

Imam of this organization is a public officer and recruitment of Imam must be accomplished according to the policy of this organization.

Imam recruitment procedures, service continuation and separation, maximum length of term for contractual service is described in the policy section of this constitution.

SECTION 3

Leading Jamah:

It is recognized by this organization that according to the teachings of Prophet Mohammad (SA) a male can only lead a mixed gender congregation. It is also recognized that, if at any time there is a female only congregation a female can lead that congregation and it shall be according to the Sunnah and Hanafi school of thought.

SECTION 4

Language spoken:

The Imam must be fluent in English and the language to be used by the Imam in main congregation will be English or Arabic with English translation.

ARTICLE IX

SCHOOL OF THOUGHTS

SECTION 1

This organization recognizes that following a school of thought is individual choice and to respect that, this organization will not prefer any school of thought over other. It is also widely recognized by the Muslim scholars that one should always follow a specific school of thought and do not take religious decision based on different school of thought. To honor this scholarly interpretation, this organization shall utilize Hanafi school of thought as reference in decision making process.

ARTICLE X

OFFICIAL LANGUAGE, MAJOR CONGRAGATION

SECTION 1

Official language:

Official language of this organization shall be English.

SECTION 2

Major congregation:

More than one “Major” congregation of same category can be held if need arises. This organization recognizes Jumma, Lailatul Qadar and Eid congregations as “Major” congregations.

SECTION 3

Khutba in major congregations:

Khutba in “Major” congregations can only be in English or Arabic or other languages if accompanied by English translation.

SECTION 4

Khutba in other languages:

Khutba or religious speeches in other languages shall not be a preferred method but can also be held. In this situation language to be used has to be specified ahead of time so there is no confusion among the members. Also, complete English translation of the khutba to be delivered should be made available before the Khutba starts.

ARTICLE XI

EXEMPLARY FELLOWSHIP

American Muslim Diversity Association strives for exemplary fellowship. It recognizes that exemplary fellowship stands for unity and cooperation with other Islamic centers and institutions that support mission and ideology of this organization.

SECTION 1

Unity:

This organization recognizes that unity

1. Does not mean sameness
2. Does not mean consolidation of physical centers
3. Does not mean total agreement on ideology or policy

SECTION 2

Expression of Unity:

This organization recognizes that unity is best expressed through

1. Cooperation
2. Trust
3. Willingness to find common grounds among the different organizations serving the community

SECTION 3

Community needs:

This organization also recognizes that there are many different needs in the community

1. Each viable center may serve a particular set of needs
2. Each center may stand for a particular ideology and set of principles

ARTICLE XII

OPINION AND INFORMATION

SECTION 1

Individual opinion:

American Muslim Diversity Association respects and values individual opinion. This organization recognizes that unless there is coercion free environment, members will not express their opinion. To foster expression of individual opinion, the representative boards shall make every effort to maintain a coercion free environment.

SECTION 2

Dissenting opinion:

This organization recognizes that dissenting opinion on issues in organizational meetings are sign of community richness and not a point of division or fraction. This organization recognizes that dissenting opinion needs to be heard, analyzed and taken into consideration during decision making process. It is also recognized that once decision has been made on any issue, the organization will work as one team.

SECTION 3

Decision making vote information:

This organization recognizes that members are entitled to their opinion. This organization expects that most of the decision making in the Boards and Standing Committee will not be unanimous one and majority will be heard in such process. This organization will publish information regarding voting on issues in Board of Representative, Board of Advisors and Board of Trustee to all the members and shall not only be limited to the board members.

SECTION 4

Respect for others time:

To respect others time and effort this organization also recognizes that it is a waste of time and energy arguing over controversial issues that cause divisiveness.

This organization respects people's time and therefore all activities shall start and end them on time.

SECTION 5

Non-judgmental and Anti-Discrimination:

This organization's role is to remind people, not to coerce or dictate to them. This organization does not judge, classify, or discriminate against people. This organization will not question the faith or sincerity of any Muslim that believes and follows the teachings of the Qur'an and the Sunnah.

ARTICLE XIII

MEETINGS

SECTION 1

Annual Meeting:

Annual meetings of members shall be held on the first Friday of any month in the fourth quarter each year. The time and place shall be fixed by the Board of Representatives. If a majority of the active members present at any such annual meeting or the Board of Representative so directs, a further meeting shall be held on the second Saturday of September. The purpose of the annual meeting shall be for the adoption of the budget, review of this organization's performance in the preceding year, and the transaction of other business as may be properly called.

SECTION 2

Special Meetings:

Special meetings of members may be called at any time by the Board of Representative, or by the written petition of twenty five percent (25%) of regular members, filed with the Board of Representative of this organization, at least 30 days prior to the date of the meeting.

SECTION 3

Notices of Meetings:

Notice of Annual meeting including the location, time and the specific business to be considered, shall be posted on the official website and announced on Friday after the Jumma Prayer at least six (6) weeks prior to such meeting. The annual meetings and meetings where vote casting is expected shall be posted and announced at least six (6) weeks prior to such a meeting.

In the cases listed below, approval by the majority of the Members present at a duly constituted meeting is valid only if the notice specifies the general nature of the proposal, unless approval is by unanimous vote of all the members entitled to vote. These cases are as follows:

1. Removing an officer without cause.
2. Amending the Articles of Incorporation.
3. Adopting, amending or repealing the Constitution.
4. Adopting, amending or repealing the By-laws.
5. Disposing of corporate assets.
6. Adopting or amending a merger agreement; or
7. Electing to wind up and dissolve the corporation.

SECTION 4

Quorums:

A quorum shall consist of twenty- five percent (25%) of the active members, including properly presented written proxies. If the quorum is not met, another meeting shall be called by the Board of Representative and no quorum will be required.

SECTION 5

Orders of Business in Meetings:

Annual and special meetings shall be presided over by the Chairperson of the Board of Representatives, or in his absence, the Chairperson of the Board of Trustee. The Imam shall also be present for matters on as required basis in order to open and close the meeting as well as provide Islamic input on matters that might arise during the meeting. Any meetings related to election shall be presided over by the chairperson of the Election Commission.

The order of business for annual meetings shall be as follows:

1. Reports on the state of the organization by Board of Trustee
2. Reports on the state of the organization by Advisory Board
3. Reports of the Board of Representative
4. Reports of the Standing Committees
5. Reports of the ad-hoc committees if any
6. Consideration and adoption of new annual budget
7. Old business
8. New business
9. Open feedback from General Membership

SECTION 6

Orders of Business in Special Meetings:

The order of business for special meetings shall be according to the specific agenda approved by the Board of Representative and posted at least one week prior to the meeting.

SECTION 7

Actions by Unanimous Written Consent:

Any action required or permitted to be taken by the regular members may be taken without a meeting, if all active members consent in writing to the action. Any such written consent shall be filed with the minutes and shall have the same force and effect as a unanimous vote of the members.

SECTION 8

Adjournments:

Members' meeting may be adjourned from time to time by the vote of a majority of the members at the meeting, either in person or by proxy.

ARTICLE XIV

CONSTITUTION ADOPTION AND ENFORCEMENT

The Constitution shall be adopted and enforced, effective immediately after it has been acknowledged by the regular members of this organization. This acknowledgement should be accomplished in general meeting for members and a vote of confidence by the majority of the regular members who are present in the general meeting will suffice as acknowledgement.

ARTICLE XV

CONSTITUTION AMENDMENTS

SECTION 1

Amendments by Regular Members:

1. A written proposed amendment to the constitution or to its by-laws, signed by one-fourth (1/4th) of the voting members, shall be presented to the Board of Representatives.
2. The Board of Representatives shall examine the proposed amendment to ensure that it does not violate the guiding principle of this organization.
3. If they find the proposal to be in violation of the guiding principle, then the Board shall provide a written explanation to the general members as well as the amendment proposing members and will not proceed any further.
4. If the proposed amendment is not in violation of the guiding principle of this organization, the chairperson of the board shall then notify the regular members of the proposed amendment and the date of a discussion meeting for the amendment.
5. The chairperson of Board of Representatives shall arrange for a general session for discussion on the amendment proposed. Each of the interested Regular members shall have allotted time to express opinion on the amendment.
6. No proposal on amendments shall be placed on vote unless a general session for discussion is held on the proposed amendments.
7. At the end of discussion session, the chairperson of the Board of Representatives will announce a general meeting and invite regular members to vote on the amendment.
8. If at least twenty five percent (25%) of the voting members are present in the General Meeting specifically called for constitution amendment, an affirmative vote by three-fourth (3/4th) of the regular members present, with consideration of voting powers of all present shall be necessary for the adoption of all amendments.

SECTION 2

Amendments by Board of Representatives or Standing Committee:

1. A written proposed amendment to the constitution or to its by-laws, signed by majority (50%+1, rounded up for fractional numbers) of the Board of Representative members or Standing Committee Members as a group, shall be presented to the Board of Trustee.
2. The Board of Trustee shall examine the proposed amendment to ensure that it does not violate the guiding principle of this organization.
3. If they find the proposal to be in violation of the guiding principle, then the Board shall provide a written explanation to the general members as well as the amendment proposing members and will not proceed any further.
4. If the proposed amendment is not in violation of the guiding principle of this organization, the chairperson of the board shall then notify the regular members of the proposed amendment and the date of a discussion meeting for the amendment.

5. The chairperson of Board of Trustee shall arrange for a general session for discussion on the amendment proposed. Each of the interested Regular members shall have allotted time to express opinion on the amendment.
6. No proposal on amendments shall be placed on vote unless a general session for discussion is held on the proposed amendments.
7. If the amendment is related to constitution and not the policies or by-laws, at the end of discussion session, the chairperson of the Board of Trustee will announce a general meeting and invite regular members to vote on the amendment.
8. If at least twenty five percent (25%) of the voting members are present in the General Meeting specifically called for constitution amendment, an affirmative vote by three-fourth (3/4th) of the regular members present, with consideration of voting powers of all present shall be necessary for the adoption of all amendments.
9. If the amendment is related to by-laws or policies, it will be upon Board of Trustees to decide if the decision should be based on vote from regular members or it should be based on vote from Board of Representatives.
10. If it is decided that the decision on amendment will be based on votes from Board of Representatives, then the decision should be in writing, and it should accompany reasoning.
11. This reasoning of only including Board of Representatives in decision making vote should be made available to the regular membership.

SECTION 3

Publication of Amendments

All amendments after adoption must be part of the latest constitution and within thirty (30) days shall be made available to the members of this organization.

ARTICLE XVI

AMENDMENTS TO THE CONSTITUTION

Amendment 1:

Title: Amendment of AMDA Constitution 2023

Adopted on: July 10, 2023, based on AGM held on June 18, 2023.

Applies to Article Number, Section Number:

- Article II: Section 1, Section 2, Section 3, Section 4, Section 5, Section 6. Section 7
- Article III: Section 1
- Article VII: Section 2
- Article XIII: Section 1

Detail description: Refer to listed sections noted above.

Note: The tenure and positions of any members elected prior to the adoption of this amendment will not be affected.

BY LAWS AND POLICIES

ARTICLE I

TERM OF OFFICE

SECTION 1

One year of term of office will be from 1st of July of each and ending on 30th of June following year.

ARTICLE II

FINANCE

SECTION 1

Membership dues can be established and/or changed by the Board of Representatives prior to the beginning of a fiscal year. Membership fee shall be due on January 1 of each year.

SECTION 2

Any member whose dues are three months or more in arrears after the beginning of the fiscal year shall lose all membership privileges. Membership privileges will be fully restored by the approval of Board of Representative, one month, after the payment of delinquent dues.

SECTION 3

All funds collected for a specific cause will be used for that cause unless a 2/3 majority vote of the members of the Board of Representative authorizes its use for a different purpose within the goals and objectives of the Organization. However, the funds collected for the specific purpose of expanding and maintaining the Organization will be in the hands of the Board of Trustees and will not be used for any other purpose.

Funds allocated in budget for activities of gender-based group will only be utilized as defined in Article IV Section 3 of this constitution.

Funds collected for specific disaster relief cannot be redirected for any other purpose.

SECTION 4

Withdrawal of Funds:

1. The Board of Representative as a group will authorize in writing, three members of the Board of Representatives to sign withdrawal checks for day-to-day expenses.
2. Every check should bear a minimum of two signatures.

SECTION 5

Authorization of Expenditures:

1. Approved annual budget will be treated as authorization of expenditure.
2. Board of Representative will not write any checks that will cause deficit in any sector of the approved budget.
3. Any expenditure not mentioned in approved budget should be approved by the Board of Representative as a group. This approval has to be documented in meeting minutes.

ARTICLE III

STANDING COMMITTEES

SECTION 1:

Following will be the standing committees of this organization.

- a) Accounting
- b) Communication & Press Liaison
- c) Dawah
- d) Educational Activity (including leadership training)
- e) Finance
- f) Geographic Diversity (Ethnicity)
- g) Inter and Intra faith relation
- h) Local Government and City Liaison
- i) Maintenance and Facilities
- j) Membership & Election
- k) Neighborhood Outreach and Relations
- l) Property (Renovation & Expansion)
- m) Socials
- n) Sports Activity
- o) Women Affairs (including crisis management)
- p) Youth Affairs (including crisis management)
- q) Publication

SECTION 2:

Standing Committee's members shall demonstrate knowledge and experience in the matter pertaining to that specific committee. They must have demonstrated care in the welfare of this organization.

SECTION 3:

Members of Standing Committee, other than the Women Affair Committee members, shall be elected by the Regular Members and shall serve the term they are elected for as long as they are conforming to the rule and policies of this organization.

SECTION 4:

If needed a vote of confidence by the Regular Members may take place. Any committee member that receives 50% (rounded down for fractional numbers), or fewer votes shall be replaced. Any

member that receives 50%+1 (rounded down for fractional numbers), or more of the casted vote shall remain in the committee.

SECTION 5:

Women Affair Committee members shall be elected by the women members only and not the entire Regular Membership. Similarly, the vote of confidence shall be done by the women members only.

SECTION 6:

Persons from the same household may not hold office at the same time; this includes siblings, parents and children.

SECTION 7:

If a member of a standing committee resigns, vacancies will be filled as described in Article III of the constitution.

SECTION 8:

Except where stated otherwise, only regular members of this organization can serve on a standing committee.

SECTION 9:

All Standing Committees shall at a minimum present a quarterly report their activities to the Board of Representative meetings as required and present their report in the annual general meeting. If 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.

SECTION 10:

The composition and duties of the standing committees of The American Muslim Diversity Association shall be as follows

a) Accounting

This committee shall be responsible for keeping and maintaining adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

1. This committee shall consist of no more than two (2) members.
2. Responsible for managing expense book-keeping for activities of this organization.
3. Responsible for coordinating and arranging of annual audit of account by a Certified Public Accountant.
4. Responsible for publishing financial report every six (6) months, to the members of this organization.

b) Communication & Press Liaison

This organization recognizes that sometimes the best qualified member for Representative Boards may not be the best person for this standing committee and vice-versa. Therefore, this shall remain as a standing Committee. However, a member may be elected by Regular Members for both positions.

1. This committee shall consist of no more than two (2) members.
2. Shall be responsible for regular visits with politicians and other leaders in the community as well as leading speaking engagement requested by various groups and universities.
3. Shall be responsible for managing the official communications of this organization internally and externally as well as preparing press releases, statements and communiqués on behalf of this organization.
4. Shall attend a minimum of once-a-month Board of Representative meetings.

c) Dawah

1. This committee shall consist of no more than two (2) members in addition to the Imam.
2. Responsible for managing Dawah activities of this organization.
3. Responsible for coordinating conversion services and follow ups for new Muslims at this organization.

d) Educational Activity (including leadership training)

1. This committee shall consist of no more than two (2) members.
2. Responsible for managing and arranging following activities of this organization
 - i. Leadership training
 - ii. Educational Tours
2. Responsible for developing and managing educational programs for children and adults including weekend, full-time school, in accordance with this organizations ideology and policies and agreement with Board of Representative.
3. Responsible for organizing Arabic classes for children and adults.
4. Responsible for organizing teams for participating in educational competitive events like Future Problem Solving, Destination Imagination, Future City Planners, and Robotics Competitions.
5. Responsible for organizing career days in collaboration with Youth Activity committee for youths in this organization.
6. Responsible for organizing programs for advancement of education or science.

e) Finance

1. This committee shall consist of no more than two (2) members.
2. This committee shall be responsible for raising funds in support of the center's operational and expansion needs, subject to prior agreement with the Board of Representative, by whatever legal means available to a corporation of this nature and which are not in conflict with the purpose of this corporation as set forth in its Articles of Incorporation.
3. Assist the Accounting Standing Committee in preparing the annual operating budget, tracking and reporting of financial performance vs. the budget.
4. Publish financial reports, book-keeping and managing the financial assets, and overseeing all financial aspects of this organization.
5. Establish and manage various charitable trusts, endowments, or foundations on behalf of members of this organization.

f) Geographic Diversity (Ethnicity)

Ethnicity Affair Committee members shall be elected by the members who have identified their country of origin only and not by the entire Regular Membership. The ethnicity committee will have a maximum of one member for each country of origin having 20 or more members in good standing.

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
- g) Inter and Intra faith relation
1. This committee shall consist of no more than two (2) members in addition to the Imam.
 2. Responsible for advancement of religion
 3. Responsible for establishing and managing cooperative relations with other Islamic organizations in the community, planning joint activities, supporting joint causes, and coordinating joint drives that are consistent with this organization's ideology and principles.
 4. Shall be responsible for establishing positive and cooperative relations with non-Islamic religious organizations in the community.
 5. Organize and manage inter-faith programs, consistent with this organization's ideology and principles.
 6. Responsible for coordinating prayer services as well as posting monthly prayer schedules.
 7. Responsible for coordinating marriage services for members.
 8. Responsible for coordinating mortuary and cemetery services for aggrieved families.
 9. Organizes Hajj and Umrah trips for members.
 10. Organizes Hajj briefing class.
 11. Provides religious counseling and guidance to the members.
 12. Responsible for religious programs and major congregation as defined in this constitution
 13. Zakat collection service and disbursements.
- h) Local Government and City Liaison
1. This committee shall consist of no more than two (2) members.
 2. Responsible for maintaining liaison with government officials
 3. Responsible for lessening the burdens of government
- i) Maintenance and Facilities
1. This committee shall consist of no more than two (2) members.
 2. Responsible for daily maintenance of buildings of this organization.
 3. Responsible for planning safety evacuation or take shelter plan.
 4. Responsible for conducting training for safety evacuation or take shelter plan at regular intervals.
 5. Responsible for maintaining hazard free and safe environment in and around building owned by this organization.
 6. Responsible for Heating, Ventilation and Air-conditioning system in buildings owned by this organization.
- j) Membership & Election
1. This committee shall consist of no more than two (2) members.
 2. Shall be responsible for calling on prospective members.
 3. This committee shall be responsible for maintaining the membership book.
 4. It shall also have the charge of processing applications of new members, making recommendations to the Board of Representative for approval of membership application.
 5. Shall send reminders and notifications as well as keeping an updated current member list.
 6. Responsible for "Welcome package" for the new members.
 7. Responsible for providing support to Election Commission prior to, during and after the election.

- k) Neighborhood Outreach and Relations
 - 1. This committee shall consist of no more than two (2) members.
 - 2. Responsible for relief of the poor, the distressed, or the underprivileged
 - 3. Responsible to work for lessening neighborhood tensions
 - 4. Responsible to work for eliminating prejudice and discrimination
 - 5. Responsible for organizing programs to combat community deterioration
 - 6. Responsible for organizing programs to combat juvenile delinquency

- l) Property (Renovation & Expansion)
 - 1. This committee shall consist of no more than two (2) members.
 - 2. Shall be responsible for remodeling, renovation or expansion project planning meetings with Board of Representative, Members and others to help identify alternative workable and economically feasible approaches to goals related to real estate property of this organization.
 - 3. Shall work as project management office for real estate projects.
 - 4. Shall be responsible for formulating alternative approaches for real estate projects, provide project suggestions and develop conceptual designs together with estimated costs for real estate projects, to assist in making proper decisions.
 - 5. Oversees preparation of basic construction drawings for this organization's property
 - 6. Identifies permits needed, prepares drawings and application materials and work with Local government building department staff to secure necessary permit approvals.
 - 7. Shall help to identify and select or recommend use of skilled construction workers for projects requiring outside resources.

- m) Socials
 - 1. This committee shall consist of no more than two (2) members.
 - 2. Responsible for managing family and social services for members.
 - 3. Responsible for promoting social activities related to Islamic festivities.
 - 4. Programs for defending human and civil rights secured by law of the United States of America.

- n) Sports Activity
 - 1. This committee shall consist of no more than two (2) members.
 - 2. Responsible for arranging annual sports event for this organization.
 - 3. Responsible for organizing sports camps for youths.
 - 4. Responsible for organizing competitive sporting events with other centers in and around this organizations service area.

- o) Women Affairs (including crisis management)
 - 1. This committee shall consist of no more than 2 members.
 - 2. Members can only be elected by women regular members.
 - 3. Shall be responsible for planning and organizing the activities for the welfare of the women members.
 - 4. Shall work with other committees to support women interest in this organization.
 - 5. Shall be responsible for proposing plan for women activity budget.
 - 6. Shall be responsible for establishing program for crisis management.
 - 7. Shall be responsible for coordinating with sports activity committee to establish programs for women members.
 - 8. Shall be responsible for coordinating with educational activity committee to establish leadership programs for women members.
 - 9. Shall be responsible for coordinating with property committee to establish facilities for women members.

- p) Youth Affairs (including crisis management)
 - 1. This committee shall consist of no more than 2 members.

2. Shall be responsible for creating an environment to nurture our youth's spiritual, social, and educational needs.
 3. Shall be responsible for planning and overseeing the various youth group activities and facilitating parents' involvement in these activities.
 4. Shall be responsible for planning youth conference
 5. Shall be responsible for coordinating with educational activity committee to establish leadership programs.
 6. Shall be responsible for establishing program for crisis management.
 7. Shall be responsible for establishing program for community service by the youths.
 8. Shall work with other committees to support youth interest in this organization.
- q) Publication
1. This committee shall consist of no more than two (2) members.
 2. Coordinates the publication and distribution of the monthly newsletter.
 3. Responsible for maintaining the library.
 4. Responsible for maintaining the website.
 5. Responsible for organizing the bulletin board and the Islamic magazines and newspapers.

ARTICLE VI

MISCELLANEOUS

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. 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.
2. Special ballots shall be provided for voting to elect women representation.

SECTION 2

Non-Profit Organization & State Registration Status Maintenance Responsibility:

The Organization shall be registered as a Non-Profit Religious Organization in the State of Michigan. It shall be the responsibility of the Board of Trustee to do all the necessary paperwork in order to keep the Non-profit status and State registration active.

SECTION 3

Meeting Attendance:

1. A member of any Board or Committee, who has failed to attend three meetings without being excused by the Chairperson prior to the meetings, shall be asked to give his explanation for the absences in writing.
2. If he fails to do so within two weeks or if his explanation is not satisfactory to the Board of Representative, the member shall lose the qualification for representing interest of regular members.
3. The Board of Representative will notify the representative members of their decision in writing.

4. A member elected to represent regular members' interest that loses qualification for reason specified in Section 2.2 of Article IV of this organization's by-laws can appeal to the Advisory Board for re-evaluation of his status within three weeks from the date on notice of decision as specified in Section 2.3 of Article IV of this organization's by-laws.
5. If the member elected for representation does not avail the avenue mention in Section 2.4 of Article IV of this organization's by-laws within the specified time, the position of the said representative will be considered empty, and it will be filled in as specified in the Article III of this organization's constitution.

SECTION 4

Interpretation of the constitution:

In case of ambiguity regarding the interpretation of any sections of the constitution or possible conflict between two sections, the interpretation of the Advisory Board to clarify such ambiguities or resolve the conflict shall be final and binding on the regular members.

SECTION 5

Authorization of Presentations:

Any talk, presentation or activity in the Organization shall be authorized by the Board of Representative or their designee.

SECTION 6

Respect for right of others:

Each member shall attempt to avoid discussion of controversial issues that may hurt the feelings of a member or group of members as well as exercise tolerance and respect the right of other members to their opinions.

SECTION 7

Meeting minutes

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

SECTION 8

Mailing List and Information Sharing:

1. This organization shall not sell or share member's information with any entity other than law enforcement authority with proper documentation.
2. This organization reserves the right to share information with law enforcement agencies of the United States of America if any illegal activity is suspected.
3. Members are specifically advised that if possible illegal activity is detected, all information related to such activity, may be provided to law enforcement authorities without prior notice to, or consent of, the members.

SECTION 9

Inspection of Records:

1. On request of an assessor, the Organization shall make available at its principal office or at a place mutually acceptable to the assessor and the corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessments, which it owns claims, possesses, or controls within the county.
2. The books of account shall at all reasonable times be open to inspection by any Officer of any Representative Body of this organization. Every Officer shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person, or by agent or attorney, and the right of inspection includes the right to make extracts.
3. The books of account and the minutes of meetings of the members, Representative Boards and Committees shall be open to inspection upon written request of any active member of this organization at any reasonable time, for a purpose reasonably related to the interest this organization. Such inspection may be made in person or by agent, or attorney, and the right of inspection includes the right to make extracts. Request for inspection other than at a members' meeting shall be made in writing to the Chairman of the Representative Boards of this organization.

ARTICLE VII
AMENDMENTS TO BY-LAWS

Amendment 1:

Title: Amendment of AMDA Constitution 2023

Adopted on: July 10, 2023, based on AGM held on June 18, 2023.

Applies to Article Number, Section Number:

- Article III: Section 9, Section 10
- Article VI: Section 1

Detail description: Refer to listed sections noted above.

Note: The tenure and positions of any members elected prior to the adoption of this amendment will not be affected.

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (American Muslim Diversity Association) interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the

determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Advisory Board Member Invitation Policy

Article I Purpose

The purpose of the Advisory Board Member Invitation policy is to protect this organization's (American Muslim Diversity Association) interest when it is contemplating to invite individual/s to be the member of Advisory Board. This policy is intended to supplement but not replace any article of this Constitution or its By-laws.

Article II Definitions

1. Renowned Muslim Scholar

A person who has shown scholarly knowledge by publishing religious publications related to Islam, leading Muslim congregation or help in providing acceptable interpretation of Islam will be classified as Renowned Muslim Scholar for this purpose.

2. Community Organizer

An individual who has proven capability of helping build community, volunteer in community activities, support community activity, sponsor community activity, organize community activity is defined as community organizer for this purpose.

Article III Procedures

1. Initiation of invitation

Any regular member with support from another regular member of this organization in writing can propose a community activist's name to the governing body as defined in this constitution to be considered for Advisory board.

2. Proposal write-up

Proposal should be in writing and following information should be provided. a) Name of the Proposed; b) Person proposing the name; c) Person supporting the proposal d) Information of the community activity involvement; e) Date of the proposal; f) Signature of the person proposing and g) Signature of the person supporting the proposal.

3. Method of Consideration

Proposal shall be discussed in one of the governing body meetings that is schedule to be held immediately after the date of receiving the proposal. A decision shall be made on the proposal and placed in vote for the governing body as a whole. Decision of placing the proposal for vote shall be made within one hundred twenty (120) days of receiving the proposal. If additional time is required, the governing body shall inform in writing the proposing member of such necessity. Entire process of decision making for placing in vote shall be completed within two hundred forty (240) days from the date of receiving the proposal.

4. Invitation

a. If the proposal placed in vote for invitation to serve as member in Advisory Board passes with a majority vote (50% + 1, rounded up for fractional number) of the governing body, an invitation letter shall be sent to the proposed person.

- I. Invitation letter shall be signed by the Imam of this organization and cosigned by the chairperson/s of Board of Trustees and Board of Representatives
- II. This invitation letter shall be sent within thirty (30) days of holding the vote
- III. Invitation letter shall include the roles and responsibility of such members
- IV. Invitation letter shall indicate that the individual shall inform of his or her decision in writing to the governing body within thirty (30) days from the date on the letter

b. If the proposal does not pass, then the governing body shall inform the proposing member of such decision.

5. Confidentiality

It shall be the responsibility of the governing body members and the proposal submitting members to maintain the confidentiality of the process and to safe guard the proposed individual's name until an invitation letter has been sent.

6. Acceptance of invitation

If the individual accepts the invitation sent by the governing body of this organization, he/she shall inform the governing body of such decision in writing.

Once the governing body receives the acceptance letter, following will be completed:

1. Regular members shall be informed regarding the new member of the Advisory Board
2. New member's name shall be included in the list of member's names of the Advisory Board