

Note: The Trustees Bylaws will be incorporated into Article 10 of the SBIA Bylaws. This is a redlined version of changes with the original numbering of sections.

Sections are re-numbered for consistency in Article 10

# South Bay Islamic Association

## Board of Trustees Bylaws

As Amended December ~~xx~~, 2021

### SECTION I. Number and Qualifications:

I-1. The authorized number of the members of the Board of Trustees shall be five. Each member must have the following qualifications:

1.1 Has been a Voting Member of the Association for a period of at least three consecutive years as of the date of nomination.

1.2 Has been actively involved in the affairs of the Association. Active involvement is defined as:

1.2.1 He/she has served as a director of the Association for at least a complete term of the Board of Directors, or as a trustee of the Association or

1.2.2 He/she must have been a financial contributor to the Association in the accumulated sum of \$5,000 or more in the past 5 years prior to the election.

1.3 Must be a financial supporter of the Association. Financial support is defined as:

1.3.1 He/she must contribute the required annual minimum eligibility amount for Trustees as resolved by the Board of Directors in first two months of the the membership period immediately preceding the election. This contribution is independent of the membership category.

1.3.2 The Board of Directors may suspend financial eligibility requirements should an emergency such as the one described in Article 6 Section 13(A) of the SBIA Bylaws occur.

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Deleted: contribute the recommended annual minimum amount as announced in Ramadan each year

Commented [AK1]: The word 'SBIA' is deleted when integrated into the common Bylaws

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I-2. A currently serving Trustee must contribute at least the required minimum annual eligibility amount for Trustees as resolved by the Board of Directors each year in order to continue as a Trustee of the Association. The minimum contribution amount is independent of the membership level of the member (General or Senior).

I-3. No two immediate family members (siblings, spouses, parents/children) can be on the Board of Directors and/or Board of Trustees concurrently.

I-4. All members of the Board of Trustees must sign the arbitration agreement (\$ Attachment A: Arbitration Clause for the Directors And Trustees) and acknowledge the conflict-of-interest policy annually (\$ Article 14: Conflict of Interest Policy).

## SECTION II. Election and Term of Office:

II-1. Elections shall be held in conjunction with the annual elections of the Board of Directors.

II- 2. The term of office for a Trustee of the Association shall be five years.

II-3. Nominations shall be conducted as provided for by "Special Committee, Nomination" in Section 2 of Article 8 of the Bylaws of the Association

II-4. The members of the Board of Trustees shall not be nominated from the current members of the Board of Directors or Board of Trustees. Former Directors and Trustees may become eligible to serve on the Board of Trustees if at least one year has passed since leaving their respective Board. A former Director or Trustee is eligible for nomination to the Board of Trustees during the "gap year" to serve in the following year, provided all other requirements are met. One shall not hold membership in both Boards at the same time.

II-5. Elections shall be held every year.

- 5.1 The position(s) of Trustees whose term has expired will be open for election. Trustees shall be elected from eligible candidates

**Deleted:** If a member of the Board of Trustees ceases to be a Voting Member of the SBIA, or ceases to maintain the requirements in section 1.3, he/she shall also cease to be a member of the Board of Trustees. This determination will be made by the Treasurer of the Association at the end of the annual membership period subject to approval by the Board of Directors.

**Deleted:** In the initial election of the Board of Trustees, the members shall be selected for a term of one to five years. The five elected members shall decide by mutual consultation among themselves who shall fill the various terms. In case of disagreement, the terms will be decided on the basis of number of votes each obtained. The larger number of votes for the longer term. ¶

2.1 One member shall be elected for a term of five years. ¶

2.2 One member for a term of four years and the remaining three members for terms of three, two and one year each. ¶

2.3 The subsequent elections of the members of the Board of Trustees shall be conducted yearly, whereby one new member shall be elected each year for a term of five years to replace the member whose term has expired. ¶

**Deleted:** 2.4 An individual may not serve more than two terms as Trustee of the Association, consecutive or otherwise.

**Deleted:** bylaws of SBIA.

**Deleted:** The members of the Board of Trustees shall not be elected from the current members of the Board of Directors. One shall not hold membership in both Boards at the same time.

whose nominations have been received and accepted by the Election Committee.

- 5.2 The Voting Procedure is to be determined by the Election Committee as prescribed in Article 5, Section 1(J) of the Bylaws of the Association

~~II-6~~ Newly-elected Trustees shall start their term of office in the month of January following the elections.

~~II-7.~~ The members of the Board of Trustees shall appoint from among themselves a Chairperson, Vice-Chairperson, and Secretary.

Deleted: The election ballot may also be conducted by mail. [J](#)

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~~7.1~~ The Chairperson shall preside at all meetings. In the absence of the Chairperson, the Vice Chairperson shall conduct the meeting.

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~~7.2~~ The Secretary shall keep the records including a book of minutes of all meetings of the Board of Trustees.

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### Section III. Removal of a Member of the Board of Trustees:

III-1. A member of the Board of Trustees may be removed from office by the affirmative vote of two-thirds of the voting members of the SBIA General Body.

1.1 The balloting for removal may be done only at the time of the Annual Elections.

### Section IV. Vacancies in the Board of Trustees:

IV-1. Vacancies in the Board of Trustees shall exist on the death, resignation, removal or dismissal for failing to meet the qualifications of membership in Article 3, or under Sections 1 and 3 of this Article, of any Trustee.

IV-2. The Board of Trustees may declare the office of a Trustee vacant under these conditions:

2.1 He/she is declared to be of unsound mind by an order of the court, or convicted of a felony.

2.2 He/she does not accept the office within 60 days after notice of the candidate's election, either in writing or by attending a meeting of the

Board of Trustees.

2.3 A Trustee fails to attend three consecutive regular meetings, conducted every two months, without verbal or written permission from the chairperson.

IV-3. Vacancies due to any of the above reasons shall be filled by a qualified person nominated by the remaining trustees, however;

3.1 At least three votes in favor are required.

3.2 The nominated trustees' name shall be submitted to the SBIA Board of Directors for confirmation.

3.3 In case of rejection, another name may be submitted for confirmation.

IV-4. No more than two vacancies may be filled in any given year. In the event of more than two vacancies, a special election to fill the vacancies shall be held within 60 days.

IV-5 Persons so appointed to fill vacancies on the Board of Trustees shall hold office for the remainder of the term of the vacancy.

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Deleted: the next election when, along with the regular one seat, all the seats so filled or left vacant shall be filled by election. ¶

## Section V. Meetings of the Board of Trustees:

V-1 The Board of Trustees shall meet every two months on the date and day agreed upon by the Trustees.

V-2 The location of the meetings shall be within the County of Santa Clara as designated from time to time by the Board of Trustees. If no meeting place is designated, then the meetings shall be held at the main office of the South Bay Islamic Association. Trustees may participate in meetings and vote in person, by phone or electronically.

V-3 Special meetings may be called by the Chairperson or any two members of the Board of Trustees and may be held at such locations as designated for regularly

scheduled meetings.

V-4 A special meeting requested by the Board of Directors must be called within 7 days. This request shall be in accordance with a motion made and carried at a meeting of the Board of Directors.

## Section VI. Requirements of an Act of The Board of Trustees in a duly called meeting

VI-1. Every act done or decision made by at least three members of the Board of Trustees is an Act of the Board of Trustees, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

## Section VII. Validity of Board of Trustees Transactions during special meetings:

VII-1. The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, are as valid as though the meeting had been duly held with these provisions:

1.1 Proper call and notice has been given

1.2 A quorum is present

1.3 Each of the Trustees not present signs, either before or after the meeting, a waiver of notice or a consent to hold the meeting, on approval of the minutes thereof.

VII-2. All such waivers, consents, or approvals shall be filed with the Association's records or made a part of the minutes of the meeting.

Deleted: Corporate

## Section VIII. Powers of the Board of Trustees:

VIII-1. Board of Trustees shall be involved in all matters related to:

1.1 The real estate

1.2 Any assets and/or funds in excess of \$25,000

VIII-2. Any transactions dealing with selling or buying of assets, real estate or otherwise, shall be initiated by the Board of Directors only, but shall require Board of Trustees' approval.

2.1 In order to receive consideration for such requests, a majority of the total number of the members of the Board of Directors must have voted in favor, regardless of the number of directors present and participating in the meeting.

2.2 The vote of at least three members of the Board of Trustees will be required to approve such transactions.

VIII-3. Board of Trustees cannot initiate any transactions.

VIII-4. Any other single transaction, including building renovation, or an accumulation of smaller expenditures of a similar nature exceeding \$25,000 by the Board of Directors, requires the approval of at least three votes of the Board of Trustees.

VIII-5. When an issue fails to get the approval of the Board of Trustees, the Board of Directors can put the same proposal to the Board of Trustees for reconsideration only after four-fifths (4/5) of the members of the Board of Directors vote in favor of the proposal.

VIII-6. When an issue is submitted for such reconsideration, the request can be approved if at least three members of the Board of Trustees vote for it. If not approved:

6.1 The Board of Directors shall then have the right to:

6.1.1 Put the proposal on the ballot in the next election,

6.1.2 or call a special election,

6.1.3 or Put the proposal to a special

**Commented [AK2]:** Rationale: If BOD increases number of directors to 12, then quorum can be met with 7 directors, and a resolution can be passed 5-2. If this clause was left with 5, then five directors could pass a real estate transaction (a plurality, but not a majority).

**Deleted:** at least five

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**Deleted:** seven

committee for reconsideration.

6.2 This special committee shall be composed of:

6.2.1 Three members of the Board of Directors selected by the Board of Directors,

6.2.2 Three members of the Board of Trustees selected by the Board of Trustees and

6.2.3 Three members of the Association to be selected and agreed upon by the members of the Board of Directors and members of the Board of Trustees.

Deleted: General Body

6.3 The Chairperson of this special committee shall be selected by these nine members of the special committee.

6.4 The decision of the two thirds (2/3) majority vote of this special committee shall resolve the issue and the offices of the Corporation, the Board of Directors or the Board of Trustees, as applicable, shall take all steps necessary to implement this decision.

VIII-7. The Board of Trustees shall act as an arbitrator to resolve disputes arising between the Board of Directors and the Association's members subject to the following conditions:

Deleted: General Body members

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7.1 The request for an arbitration shall come from

7.1.1 The Board of Directors or,

7.1.2 By a petition of ten percent of the Association's members.

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7.2 Both the Board of Directors and the Association's members shall abide by the decision of the Board of Trustees.

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VIII-8. If five or more members of the Board of Directors resign or otherwise leave the Board, the Board of Trustees shall act as temporary members of the Board of Directors until the vacancies are filled.

8.1 The vacancies must be filled by election within 60 days.

8.1.1 Elections shall be held according to the bylaws of the Association.

8.1.2 Any issues regarding elections shall be decided by a majority vote of the Board of Directors.

8.2 In the interim, any other decision shall require approval of four-fifths of the (4/5) members of the Board of Directors.

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VIII-9. The Board of Trustees shall have a separate bank account requiring the signatures of the Chairperson of the Board of Trustees and a designated member of the Board of Directors.

9.1 The funds can only be transferred from this account to the Board of Director's account and shall require both signatures.

9.2 The Treasurer of the SBIA shall keep records of both accounts and provide Quarterly statements of each account to both the Board of Directors and the Board of Trustees.

VIII-10.

**Commented [AK3]:** Made consistent with the text that has existed in BOD Bylaws forever.

Funds in the Association's Operation account in excess of amount agreed to between the Boards of Directors and Trustees shall be transferred into the Board of Trustees Account. The procedures for transfer shall be decided by the two boards.

In the absence of such agreement, the excess amount is defined as \$25,000. The transfer shall be done within a period of one month from when the excess occurred, provided the excess still persists at the end of the month.

**Deleted:** All funds in excess of \$25,000 in the Board of Director's account shall be transferred into the Board of Trustee's account. The excess amount is defined as \$1,000 or more.

Section IX. Board of Trustees Personal Liability:



IX-1. The Trustees shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

#### **Section X. Compensations, remuneration, wages, etc.**

X-1. No member of the Board of Trustees shall receive any compensation from the Corporation for discharging their duties as a Trustee of the organization. Directors, Trustees, and their immediate family members may not be awarded zakat funds from the organization during their tenure as Directors or Trustees of the organization.

#### **SECTION XI. Amendment of Bylaws**

XI-1 Amendments of the Bylaws will be carried out according to Article 11 of SBIA Bylaws.

**Commented [AK4]:** When incorporated into the single Bylaws, this will read as 'Amendments to this Article will be carried out according to Article 11 of the Bylaws.'