

ARTICLE 7 DIRECTORS

Section 7.01

Number of Directors

The corporation shall have nine (9) Directors who shall serve without compensation and collectively, they shall be known as the Board of Directors.

Section 7.02

Qualification and Election

Any voting member who has been an active member of the corporation for two (2) years and has demonstrated interest in the affairs of the Center, shall be eligible to be a candidate for election as a Director of the corporation. No director shall serve for two consecutive terms.

Directors shall be elected by voting members as described in section 11.02G and when a quorum is present. Candidates receiving the highest number of votes are elected. Directors shall be elected for staggered three (3) year terms and shall take office at the first Board meeting following their election after performing the oath of office, and serve until their successors are elected and installed.

The oath of office: "I DO SOLEMNLY SWEAR THAT I WILL FAITHFULLY EXECUTE THE DUTIES OF A MEMBER OF THE BOARD, GUIDED BY THE HOLY QURAN AND THE TEACHINGS OF PROPHET MOHAMMAD, PBUH., AND WILL TO THE BEST OF MY ABILITY, PRESERVE AND PROTECT THE ISLAMIC CENTER AND UPHOLD ITS BYLAWS AND THE LAWS OF THE LAND, SO HELP ME GOD"

No more than one-third (1/3) of the persons serving on the Board of Directors at any one time may be interested persons. An interested person is any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, contractor, or otherwise. However, following election to the Board, such interested persons shall cease to receive any compensation from the corporation except for payment due for services rendered before their election to the Board or as provided for in these Bylaws.

Section 7.03

Powers

- The Board of Directors, on behalf of the general membership, shall oversee all of the Center's administrative and business affairs. An Executive Director may be hired with responsibility of supervising the day to day operations of the Center but such Executive Director shall at all times be responsible and accountable to the Board of Directors.
- Except for emergencies where the following procedure is not viable, the Board shall not expend an amount greater than ten percent (10%) in excess of the total budget most recently approved by the members and the Board shall submit to the members, at an annual or special meeting, any financial arrangement which exceeds said amount.

- The Board may appoint representatives from among its members to its affiliated bodies.
- The Board may assess the membership dues.
- Ex-officio non-voting members of the board are the:
 1. Executive Director
 2. Director of Religious Affairs
 3. Chairperson of the Development Council
 4. Chairpersons of Subsidiaries
 5. Treasurer
 6. Parliamentarian
 7. Spokesperson
 8. Immediate ex-chairperson of the Board of Directors.

Section 7.04

Vacancies

Vacancies on the Board of Directors shall be filled by the remaining Directors or Director though less than a quorum until the next election by the general membership (as in section 11.02G) when members shall elect Directors to fill such vacancies for the remaining terms of such vacancies.

Section 7.05

Meetings

1. The Board shall hold regular monthly meetings at such time and place as may from time to time be designated by resolution of the Board, and meetings shall be open to the membership. Unless exceptional circumstances warrant or all the Directors shall agree otherwise, such meetings should normally be held at the Center. The Board may hold closed meetings at its discretion.
2. A quorum shall consist of five (5) Directors.

Section 7.06

Termination of Board Membership

Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors without due cause acceptable to the Board and any Director who loses his/her membership in the Center as outlined in section 5.05 shall cease to be a director by Board action.

Section 7.07

Dissolution of Board

The Board of Directors may be dissolved by a vote or consent of two-thirds (2/3) of the Directors effective upon the date of a special membership meeting to be called for the purpose of electing Directors. Such meeting shall be called as promptly as appropriate. The Board of Directors may also be dissolved by a vote of two-thirds (2/3) of the voting membership on record, in special meeting of the general membership to be called for that purpose.

Section 7.08

Action without a Meeting

Action may be taken by the Board without a meeting if all Directors entitled to vote sign a written consent to the action and such consents are filed with the Secretary of the corporation. Written consent may be provided by e-mail.

Section 7.09

Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting. A written report of the meeting is to be filed with the Secretary of the corporation.