

ARTICLE 12 SUB ORGANIZATIONS

Section 12.01

Subsidiaries

1. General
 - a. Subsidiaries are corporations wholly owned by the ICSC.
 - b. Subsidiaries are established by the Board of ICSC with the approval of the General Membership.
 - c. Subsidiaries may be dissolved by the affirmative vote of two-thirds (2/3) of the ICSC Directors and approval of the General Membership.
 - d. Upon dissolution of a subsidiary, all of its assets shall go back to the ICSC.
 - e. The mission of each subsidiary shall be defined in its bylaws.
 - f. Each subsidiary must comply with the mission of the ICSC.
2. The Board of Directors of the Center
 - a. Upon the formation of a subsidiary, the Board of the Center shall appoint the initial chairperson of the board of the subsidiary for a three to five (3-5) year term. The Board of the Center shall appoint all initial directors of the subsidiary for staggered three (3) to five (5) year terms.
 - b. The Board of the Center can remove any director of a subsidiary organization by a two-third (2/3) vote of the Center's Board.
 - c. The Board of the Center is responsible for ratifying the appointment of all directors of a subsidiary by a simple majority vote.
 - d. The Board of the Center shall approve the initial bylaws of subsidiaries and subsequent amendments proposed by their boards of directors.
 - e. The Board of the Center shall receive annual reports on the state of the corporations.
3. Boards of Subsidiaries
 - a. The Board of each subsidiary shall be composed of at least five (5) members.
 - b. At least 50% of the members of the subsidiary board shall be active members of the Center.
 - c. Election of Directors, terms and responsibilities as well as the number of officers, their appointment and responsibilities shall be clearly stated in the bylaws of each subsidiary organization.
 - d. Board members, including the officers, shall serve without compensation and shall not be entitled to salaries, stipends or remuneration but may be reimbursed for expenses.
 - e. Irreconcilable internal conflicts among members of any board shall be referred to the Board of the Center for binding arbitration which is final.

Section 12.02

Groups

The Board may form special groups as necessary to serve special needs of the community.

1. Such groups must abide by the policies of the Center as stated in these Bylaws, and by the law.
2. Such groups must have their own manuals, procedures and regulations approved by the Board.
3. No groups are allowed to be formed within the Center, other than what is allowed for in these Bylaws.
4. Such groups may be dissolved by the Board.

Section 12.03

Chapters

The Board may recommend and implement the formation of Chapters to serve the needs of its members in the local communities.

Section 12.04

The Education Council

1. Powers:
 - a. New Horizon Schools
 - i. The Education Council shall act on behalf of the ICSC with regards to the New Horizon Schools in the following matters:
 1. Ratification of the mission of each school campus
 2. Approving each school's bylaws
 3. Ratification of the selection and dismissal of a school head by the school campus board
 4. Approving the budget of each school campus
 5. Providing professional support to the school's religious and Arabic programs. The Council shall approve such programs prior to their implementation.
 - ii. The Education Council shall appoint one-third (1/3) of the board members of each school campus and two (2) members to the nominating committee of each school campus board.
 - iii. Irreconcilable conflicts and disputes among members of any school board shall be referred to the Education Council for binding arbitration, which is final.
 - iv. If a school board deviates from the mission of the school, or is ineffective, the Education Council may dissolve such board by a two-thirds (2/3) majority vote of the Education Council members. Such action shall require ratification by the Board of the Center.
 - b. Sunday School
 - i. The Education Council is responsible for the following: approval of the mission of the Sunday school, its bylaws and amendments thereof;

- approval of the selection and removal of the Sunday School head by its board; approval of the Sunday School budget.
 - ii. The Education Council shall appoint all members of the Sunday School board.
 - iii. The Education Council may remove any or all of the members of the Sunday School board for failure to comply with the school's mission, ineffectiveness, and for actions determined to be detrimental to the welfare of the school.
 - iv. The Bureau of Islamic and Arabic Education (BIAE) shall provide curriculum and teacher training for the Sunday School.
- c. Departments
- i. The Bureau of Islamic and Arabic Education (BIAE). The BIAE shall develop and provide programs for Islamic and Arabic studies for the New Horizon Schools and the Sunday School.
 - ii. The Department of Adult Arabic Education
 - iii. The Resources Center. The Resources Center shall provide professional and educational resources for Islamic schools.
2. Composition:
The Education Council shall have six (6) members and a chairperson.
 3. Qualifications:
Members of the ICSC in good standing, with demonstrable experience in the issues of the New Horizon Schools or in education in general.
 4. Appointment and term of service:
Members of the Education Council are appointed by the Board of the Center for staggered five (5) year terms. Members of the Education Council may succeed themselves.
 5. Vacancies:
Vacancies on the Education Council shall be filled by the Center's Board for the remaining term of such vacancies.
 6. Ex-officio members:
Ex-officio non-voting members of the Education Council are the chairpersons of the New Horizon school boards and the Sunday school board, the principals/directors of the schools, the director of the BIAE, the director of the Resource Center and the director of the Adult Arabic Education department.
 7. Meetings:
The Education Council shall hold quarterly meetings. It may meet as often as necessary on the call of the chairperson. A quorum shall consist of four (4) members.
 8. Reports to the Islamic Center:
 - a. The Education Council shall report quarterly on the state of the schools to the Board of Directors of the ICSC.
 - b. The Education Council shall render an annual report on the state of the schools to the Board of Directors of the ICSC.

1-Powers:

A- *To act as an advisory council* available to the board of directors.

B- *To act as guardian of the mission* of The Center:

The Council is responsible for safe guarding the mission of the Center. The council shall be invoked when decisions of the board of directors or activities of the center are contrary to the core of the mission of the Islamic Center of Southern California and is limited to the following situations:

- When there is clear violation of what is generally accepted as the teaching of Islam.
- When there is a threat of sectarian or ethnic divisions or exclusive Mazhab affiliation.
- When there is deviation from gender equality and full participation and opportunities of men and women in the affairs of the Center.
- When there are changes in the way rituals are performed, which may be due to either violations of Islamic teachings or a cause of division in the community.
- When the independence of the Center may be compromised by accepting funds from or being attached to the policies of foreign governments.

In all these situations, the Council should study the issues, hear all points of view and the issues its ruling to the board of directors. If the board does not act to implement the ruling, the council may call for a special membership meeting by written request to the secretary of the corporation at least 30 days prior to the date of the meeting, where the issues shall be presented for the members to decide.

The council shall be invoked by the signed request of one (1) or more members of the board of directors or at least ten (10) active members of the center

C- *To act as an arbitration body for dispute resolution* in such cases as:

1. Severe disputes among the members of board of directors if they render the board hopelessly divided and dysfunctional, Such disputes may be referred to the council by the chairman of the board at his/her own initiative or at the request of either party of such disputes.
- 2- Irresolvable disputes between members of the center and the board of directors.
- 3- The council may also intervene in disputes between members of the Center when good will discussions and mediation do not lead to peaceful resolution.

For arbitration of disputes, the council shall be invoked at the request of both sides of the disputes. The two parties are required to sign an arbitration form, agreeing to abide by the decision of the council.

D- The council shall not get involved in the management of the Center.

E- The council shall not make decisions that are not commensurate with the bylaws of the Center.

2- Composition:

The Council shall have six (6) members and a president.

3- Qualifications:

Qualified members to the Council are those who have been active members of the center for at least ten (10) years, in good standing, with demonstrable knowledge of Islam and experience in the affairs of the Center and its community and are not currently elected members of the board of directors. At least four (4) of them shall be ex-chairpersons of the board of directors. Gender representation is a requirement.

4-Appointment and Term of Office:

Members Council are initially appointed by two third (2/3) majority vote of the directors and the approval of two third (2/3) majority of the active members present and voting in an annual or special meeting of the members.

The president is appointed for a nine (9) year term and the other six (6) members for a staggered nine (9) year terms.

5-The President of the Council:

- Initially appointed by action of the board of directors and approval of the membership as in (4) above. Subsequent appointments are by action of the council members and approval of the board of directors,
- Supervises all administrative functions of the council,
- Presides over the hearings and deliberations of the council,
- May vote on all issues presented to the council.

When a signed complaint is received invoking the council, a three members committee of the council is assigned to study the complaint and the issues involved. Depending upon the apparent merit, sensitivity or complexity of the issues, this committee may:

- 1- Decline reviewing and discussing the case by the council. OR:
- 2-Refer the case for the council's review and action.

6-Vacancies:

Vacancies on the Council shall be filled by the remaining council members with the approval of the board of directors.

7-Termination of Membership:

Membership to the Council may be terminated by action of the Council under the following conditions:

If a council member loses his/her membership in the center as outlined in section 5.05 of the Center's bylaws.

If a council member is deemed by expert medical opinion to mentally or physically incapable of carrying out the responsibilities of the office of council member.

8-Ex-Officio Member:

Ex-officio non- voting member of the council is the current chairman of the board of directors.

9-Meetings:

The Council shall meet as needed on call of its president but not less than once a year. Meetings are usually open to the members of the center, however, the council may decide to hold closed meetings.

Council decisions are by simple majority vote. A quorum of 5 members is required for council meetings.

10-Reporting:

The council shall report its actions and ruling in each case, in a timely manner, to the board of directors. The council shall also provide the board with an annual report on its activities and proposals, if any, to enhance the compliance with the Mission of the Center.

11-Approval and Amendments:

Approval and subsequent amendments of this section of the bylaws, notwithstanding other requirements of section 15.02 of the center's bylaws, require the approval of two third (2/3) majority of the Directors before submitting them to membership. Adoption of such an action requires the affirmative vote of a two third (2/3) majority of active members present and voting at an annual or special meeting of the members.