



**5620 Smetana Drive**

**Minnetonka, Minnesota 55343**

**Website: [www.alamaan.org](http://www.alamaan.org)**

# **CONSTITUTION AND BYLAWS**

**Adopted at the General Assembly meeting on October 2, 2016**

The text of this Constitution and Bylaws consists of thirteen (13) pages with appendix A through C, excluding this cover page.

**We seek protection in Allah from cursed Shaitan!**

**In the name of Allah, the Beneficent, the Merciful! "All praise is due to Allah, the Lord of all that exists. The Beneficent, the Merciful! The Owner of the Day of Judgment." (Al-Fatihah, 1:2-4)**

## **THE FAITH AND GOVERNANCE OF AL-AMAAN CENTER**

### **PREAMBLE**

Whereas, we the members of Eden Prairie Islamic Community (EPIC) / Al-Amaan Center do hereby adopt and give ourselves this Constitution and Bylaws and pledge to abide by its provisions.

These Bylaws (referred to as the "Constitution") shall govern the articles and affairs of EPIC / Al-Amaan Center which will be a non-profit organization, organized under the Minnesota Nonprofit Corporation Act (Chapter 317A).

### **HEREAFTER**

1. No part of this Constitution will be in violation of Article 2.
2. Article 2 of this Constitution is exempted from amendment. This will constitute the Perennial Article.

### **ARTICLE 1: NAMES**

- 1.1 The name of the organization will be Al-Amaan Center for Worship and Education ("Al-Amaan Center") and its related organization Eden Prairie Islamic Community (EPIC). The use of either name should be understood to mean and represent the other.
- 1.2. The principal office of EPIC /Al-Amaan Center will be located in 5620 Smetana Drive, Minnetonka, Minnesota 55343.

### **ARTICLE 2: GUIDING PRINCIPLES**

The Qur'an and the Sunnah of Allah's Prophet (pbuh) shall be the basis of all EPIC / Al-Amaan Center's work, and activities. Subsequent to this, as a basis, shall be the actions of the rightly guided Caliphs, the rest of the companions, and their followers from among the people of the Sunnah, and the Jama'ah.

The ultimate core objective of Al-Amaan Center is the celebration and the glorification of Allah (swt) within it, as specified in the following ayah, (24:36): "[Such niches are] in mosques which Allah has ordered to be raised and that His name be mentioned therein - exalting Him within them in the morning and the evening."

Therefore, the vision, objectives and activities of Al-Amaan Center shall be founded upon this core principal. The latter must represent the pinnacle and the foundation of its structure and system and the guiding spirit of its growth and development.

Al-Amaan Center's core asset is the community represented by the servants of Allah who love to be purified, as Allah (swt) said "...A mosque founded on righteousness from the first day is more worthy for you to stand in. Within it are men who love to purify themselves; and Allah loves those who purify themselves." (9:108)

Therefore, our principle is to welcome, respect and serve men and women who love to purify themselves.

Every member involved in the activities of Al-Amaan Center must adhere to the above principle.

Anyone involved in Al-Amaan Center, be it as its employees, General Assembly, Committees, or Shura Council members, must see their role as an entrusted assignment deserving to be fulfilled with dedication, devotion and humbleness.

### **ARTICLE 3: VISION & MISSION**

- To elevate the spirit of goodness to excellence.
- To offer a balanced perspective based on the basis of the Quran and Sunnah and consistent with the changes occurring in the world around us.
- To live, share and teach a dynamic, authentic way of Islam rooted in mercy, peace and fairness.
- To build a united and diverse community reflecting a spirit of brotherhood/sisterhood, love, sharing and respect.

### **ARTICLE 4: OWNERSHIP**

- The Organization referred to in Article 1 shall be treated as an Islamic trust and shall not belong to or be owned by any particular individual. The Organization shall be a non-profit religious entity, registered within the State of Minnesota, and dedicated to the principles of Islam.
- All establishments or entities owned, belonging to or under the control of the Organization referred to in Article 1 shall be part of it and subject to this Constitution and Bylaws, and its policies.
- All work products developed for EPIC / Al-Amaan Center (website, social media sites, logos, etc.) shall be the sole property of Al-Amaan Center.

### **ARTICLE 5: STRUCTURE OF GOVERNANCE**

EPIC / Al-Amaan Center shall have the following structure of governance: General Assembly and Shura Council.

### **ARTICLE 6: GENERAL ASSEMBLY (GA)**

The GA is the core of EPIC / Al-Amaan Center. It shall be comprised of individuals who adhere to Al-Amaan Center's guiding principles in Article 2 and fulfill at least two of the following criteria:

- A person active in da'wah of the center for at least 2 Ramadans. Da'wah activities include teaching at the center, providing sanctioned outreach activities on behalf of the center, and providing activities on behalf of the Imam.
- A dedicated volunteer of the masjid activities for at least 2 Ramadans. Volunteering activities and services include those sanctioned and guided by the center administration.
- A dedicated donor with a documented track-record of donations to the masjid over 2 Ramadans.

Each person suggested to be a part of or that is interested to become a member of the GA shall appear before members of the "The GA Membership Council," so that it can satisfy itself on the qualifications of each person considered for new GA membership. A report of admission and/or rejections shall be submitted to the GA for their next upcoming meeting. There are no restrictions on the number of members for the GA. Every GA member is considered a voting member. Only GA members have voting rights in the Organization. Each voting member shall be entitled to one vote. A voting member must be present in a gathering of a quorum to be able to vote.

The GA is an active membership and as such, members are required to participate in the activities of the center, including regular meetings. Absence of a member from more than three scheduled or extraordinary GA meetings - unless there is a valid reason - shall constitute automatic dismissal, as stated in Article 18. In addition, if a GA member consistently does not maintain two of the admission criteria, s/he may be dismissed, as stated in Article 18. The Secretary of the GA should record the formal dismissal of the member in the subsequent meeting of the GA.

The GA should appoint from among them a Secretary to coordinate its meetings, record attendee roll-calls and minutes, and communicate their resolutions to the rest of the bodies.

### **GENERAL ASSEMBLY RESPONSIBILITIES**

- Election of Shura Council members
- Termination of GA members
- Safeguard the vision, mission, and guiding principles of EPIC / Al-Amaan Center

The affairs of EPIC / Al-Amaan Center shall be managed by its Shura Council, which is elected by the GA. The elected Shura Council shall be responsible to the GA. Shura Council members shall have no power to buy, sell, exchange, transfer or dispose of, in any manner, real estate property of EPIC / Al-Amaan Center without a specific majority of two thirds vote of the GA authorizing such action.

**Quorum:** during the time a significant decision is made, a minimum of two thirds (66%) of the members of the group shall be present and participating in the consultation during the decision making process. The GA has the capability to vote remotely.

**GA GENERAL MEETING & ELECTIONS:** GA meetings will be held once in every three (3) months and as called on by the Shura Council for voting purposes. The GA will be responsible for electing the Shura Council and the GA Membership Council.

**PROCESS OF NOMINATION & ELECTION OF SHURA COUNCIL:** Elections will be held in the month of Muharram every three years, or when there is a need for electing a Shura Council member. All nominations and elections will be done via Secret Ballot. The Nomination and Election process will be conducted by an "Election Committee." Election Committee members will be neutral

and will not participate in nomination or election. It will be comprised of 3 members and solely formed to execute the nomination and election process, as defined in this document.

**NOMINATION:** Every GA member will nominate 0-5 candidates for each committee for the Shura Council. A GA member can nominate him/herself and/or nominate other GA members. All nominees are pooled together for the election of each committee. A list of nominees for each committee is provided to GA members at least one week ahead of the election for GA members to do more research on nominated candidates before casting their ballots. In a situation where a candidate is nominated for more than one committee, the nominated candidate will choose the committee s/he will represent.

**ELECTION:** Election will be held for each committee's nominees through a secret ballot. Only GA members will participate in voting for the Shura Council, as specified in Article 6. Election results will be communicated to GA members as soon as they are available.

The term of the newly elected Shura Council shall start within two months and with a smooth transition coordinated with the current Shura Council.

## **ARTICLE 7: COMMITTEES**

The mission of the Committees is to partake in fulfilling the activities of the center. They are selected from the GA and other volunteers. To preserve the spirit of unity of the vision of the center, the Committees and Shura Council shall have a flow of communication. New Committees can be created and dissolved for special short-term projects. New Committees may be formed if needed to fulfill additional activities needed by the community.

**COMMITTEE COORDINATOR:** Each Committee will have one Coordinator. Coordinators must view themselves as facilitators of the implementation of activities, including decisions, strategy, planning, and execution. They need to maintain a spirit of shura in leading tasks. Being a Coordinator is a responsibility without any authority; therefore, it should be taken with a great sense of accountability to Allah and to the community. Each committee will elect their own coordinator.

### **PERMANENT COMMITTEES:**

1. DAWAH
2. EDUCATION
3. FINANCE
4. OPERATIONS
5. PR/COMMUNICATIONS
6. STRATEGY & OUTLOOK
7. BUILDING MANAGEMENT

There shall be ad hoc or temporary committees to work on special projects. Examples include: Ramadan, Fundraising, etc.

Each Committee's activity will be represented by one member in the Shura Council. The one representing the activity of a Committee doesn't need to be elected directly from that particular committee. However, he/she should have the task to coordinate between the Shura Council and the

Committee in order to assure the fulfillment of the general vision and objectives set for that particular Committee.

#### **ARTICLE 8: SHURA COUNCIL (BOARD):**

The Shura Council will be responsible for the overall direction of the center. Majority members of the Shura Council must be active in one of the Committees and will be elected from the GA for three (3) year terms. There will be no term limit to re-elections. The Shura Council shall consist of 8 elected members, plus the Lead Imam, as long as he is employed by Al-Amaan Center. Meetings of the Shura Council shall be held at least once a month. A minimum of five members shall be required to reach a quorum. Unexcused absence of a member for more than 3 planned consecutive meetings will result in automatic dismissal of the Shura Council member. The Shura Council shall then call for an election for the replacement within three (3) months.

#### **RESPONSIBILITIES of the SHURA COUNCIL**

- **Legal:** The Shura Council is the legal entity representing Al-Amaan Center. Serving on the Shura Council is a serious responsibility. Individual Shura Council members have no authority, unless they are specifically authorized to be acting on behalf of the Shura Council.
- **Community Leadership:** The Shura Council represents the Masjid, and as such, Shura Council members must be fully committed to the vision, mission, and guiding principles of Al-Amaan Center. Shura Council members are the face of the organization and must represent the Organization well in all formal and informal professional and social settings. Shura Council members shall exemplify the quest for knowledge, professionalism, consensus building, and all other values the Al-Amaan community is built upon.
- **Establishment and Execution of Strategic Planning:** The Shura Council is responsible for seeing that the community is on track to actualize the strategic plan. While strategic planning should involve all community members, the Shura Council is accountable to see that the goals and plans set in the strategic plans are achieved.
- **Establishment and Execution of Policy:** The Shura Council is responsible for establishing the direction of the organization and providing the necessary policy to help the Organization run effectively. Any entity of the Organization may propose policy or be tasked with drafting certain policy. However, it is the Shura Council that has the authority to adopt policy and to hold community members accountable for the implementation and adherence to those policies.
- **Fundraising and Budgeting:** The Shura Council is responsible for the long-term financial security of the organization. The Shura Council shall establish a strategy to provide the Organization with a sufficient, consistent source of revenue. The Shura Council shall see that long-term, sound financial planning is in place, and that annual budgets are consistent with those plans. An annual budget developed by the Shura Council shall be presented to the GA for approval to ensure consistency with long-term financial goals.
- **Selection of a Lead Imam:** The Shura Council is responsible for selection of a Lead Imam. This selection process, however, shall involve the GA to assure that all qualified candidates are considered, and that the GA is genuinely involved in the decision making.
- **Holding the Trust and Executing Real Property Transactions:** The Shura Council is the legal entity to act on behalf of the community to execute all real property transactions, knowing that all real property belonging to the Masjid is considered a Trust (Waqf). The Shura Council shall consult

and get approval from the GA (as described in Article 6), and is accountable for ensuring that decision making is consistent with the organization's vision, mission and guiding principles.

- **Employment and Hiring:** The Shura Council is the final authority in the hiring and termination of employment, except that of the Lead Imam. Termination of Lead Imam shall be initiated by the Shura Council proposal that must then be approved by a simple majority vote of the GA in a special extraordinary meeting.

#### **ARTICLE 9: LEAD IMAM (SHEIKH):**

The Lead Imam is the cornerstone of the community, providing spiritual and scholarly advice, as well as a broad world view and an understanding of political and social life. The Lead Imam is employed by the GA. To fill a vacant position of the Lead Imam, the Shura Council will search, screen, and interview candidates and decide with consulting of the GA.

The role of the Lead Imam consists of mainly the following duties and responsibilities:

- Develop and implement the vision of the center, with counsel from the Shura Council
- Guide and oversee the implementation of the mission of the Center
- Establish and lead and /or supervise the Dawah activities at the Center
- Lead and guide the masjid staff in daily Center activities
- Lead in planning and executing worship services and congregational gatherings, such as daily prayers, Jumuaa, Ramadan and Eid
- Oversee Committee activities to ensure alignment with Al-Amaan Center guiding principles
- Perform miscellaneous duties as needed: weddings, funerals, counseling, arbitration, etc.

#### **ARTICLE 10: JUNIOR IMAM**

The Junior Imam serves under the Lead Imam. The role of the Junior Imam includes:

- Conduct worship services
- Other tasks based on the needs of the Center.

#### **ARTICLE 11: SECRETARY**

The Shura Council shall elect a Secretary of the Organization. The Secretary shall be selected from among the Shura Council members by the first Shura Council meeting following each election. The duties of the Secretary of the Shura Council are:

- Schedule and communicate meetings for the Shura Council
- Prepare and maintain the minutes of all Shura Council and GA meetings, and to circulate these minutes within 14 days of the relevant meeting
- Prepare, post, and circulate the agenda for the Shura Council members meetings
- Maintain all official records and documents of the Center
- Receive GA recommendations from their meetings and communicate to the Shura Council
- Present the minutes of previous Shura Council meeting for approval by the Shura Council members
- Post approved Shura Council members meeting minutes
- Work with the ad hoc Elections Committee to ensure that a list of members eligible to vote in elections and other matters of the GA is available fourteen (14) days before the meeting at which the voting will take place

- Perform any other responsibility delegated by the Shura Council.

#### **ARTICLE 12: TREASURER**

The Shura Council shall elect a Treasurer who shall be the custodian of all monies of the Organization.

The Treasurer shall be elected from among the Shura Council members by the first Shura Council meeting following each election. The duties of the Treasurer of the Shura Council are:

- Oversight over professional accountant services done on behalf of the Organization finances
- Countersign all withdrawal checks on behalf of the Center as authorized by the Shura Council
- Prepare the annual budget of the Center for the following fiscal year, in consultation with the Shura Council members, at least two months prior to the end of the current fiscal year
- Present before the Shura Council members a monthly report on the status of the Center's financial affairs, including a monthly income and expense statement
- Keep, at all times, an itemized account of all receipts and disbursements and render a written report monthly and annually
- The Treasurer shall make no payment of money, except as stated in Article 17
- The Treasurer may execute contracts including loans when authorized by the Shura Council, unless it requires collateral of Al-Amaan Center property. Then, GA approval is required.

The Treasurer's report shall be audited annually by an auditing committee of three members set up by the Shura Council. The Treasurer shall utilize an independent auditor to audit the financial state of the Organization every year starting on the fiscal year beginning on January 2017.

#### **ARTICLE 13: GA MEMBERSHIP COUNCIL**

The GA membership Council is comprised of five (5) members: the Imam, the masjid administrator, plus three selected from the Shura Council. The responsibility of the GA membership Council is to verify qualification of new members for the GA, as outlined in Article 6. The GA membership Council should get final approval from the GA for potential rejections only.

#### **ARTICLE 14: AMENDMENTS**

- A proposal for amendment(s) shall be signed by thirty percent (30%) of the GA members and submitted to the Secretary, who shall submit the proposal to the members and call a GA meeting within thirty days after the receipt of the proposed amendment(s). The Shura Council members may also make a proposal for amendment(s). In that case, a vote by the members of the GA on the proposed amendment shall take place at the regularly scheduled meeting, unless the Shura Council members deem the amendment so urgent that a vote must be taken sooner.
- An affirmative vote by 2/3 of the GA members present shall be necessary for the advancement of the amendments.
- The quorum requirement for voting on amendments shall be sixty percent (60%) of the total members.
- If sixty percent (60%) of the GA members are not present in a GA meeting called for voting on the proposed amendment(s), the amendment shall not proceed.

#### **ARTICLE 15: DISSOLUTION**



- If the situation arises which makes voluntary dissolution of the Center inevitable, the Shura Council members shall take all action required by Minnesota law to affect that dissolution. A proposal to dissolve the Center must be made by the Shura Council members at a special meeting of the GA convened for that purpose. A quorum of sixty percent (60%) of the members shall be necessary to vote on the question of dissolution. Approval of the dissolution shall require a minimum of seventy percent (70%) majority vote of the members present.
- Any surplus assets, after meeting all liabilities, shall be distributed to another nonprofit, tax-exempt Islamic organization that has purposes and objectives similar to those of the Center. At the special meeting, the members shall nominate candidate organizations for such distribution of assets. An organization receiving at least 51% of the vote shall be the beneficiary of this distribution upon the Shura Council member's verification that it meets the criteria specified in this paragraph. Any such assets not shown as disposed of, shall be disposed of by the Court of Common Pleas of Hennepin County, exclusively for such Islamic organizations, as said Court shall determine.

#### **ARTICLE 16: FINANCE**

- The Center subscribes to and shall adhere to generally accepted accounting principles in all of its financial affairs.
- The Shura Council members may accept any contribution in any form, from any source consistent with the purposes of the Organization and within the principles of Islam.
- All funds collected for a specific purpose shall be used for that purpose, unless a two-thirds majority vote of the Shura Council members authorizes its use for a different purpose within the goals and objectives of the Organization, if it is allowed by Islamic Law. However, funds collected for the specific purpose of expanding and maintaining the Mosque/Center shall not be used for any other purpose.
- The fiscal year shall commence on January 1st and end on December 31st.
- With the exception of regular operating expenses, all other expenditures must be approved by the Shura Council. Furthermore, any expenditure of more than five thousand dollars (\$5000.00) on a single expense shall require prior approval of the Shura Council.

#### **ARTICLE 17: LOANS**

No loans will be made by Al-Amaan Center to individuals or entities without Shura Council approval.

Contract loans to Al-Amaan Center shall be approved by the Shura Council with consultation to the GA.

#### **ARTICLE 18: DISMISSAL AND DISCIPLINARY ACTIONS**

Anyone involved in Al-Amaan Center - be it as a part of the GA, Committees, Shura Council, or the GA Membership Council - who commits an action contrary to Islamic law (Shari'ah), or fails to obey the articles of this Constitution and or its internal policies, may be subject to a variety of disciplinary actions ranging from a warning, reprimand, or dismissal as deemed appropriate by the GA.

- (a) The GA shall have the right to, with a majority of two-thirds of its remaining members; take whatever action it deems suitable with regard to the procedures mentioned above on the matter of one of its members.

(b) With regard to the reasons for termination of a member, the following additional conditions shall apply:

(ii) Being absent without excuse from three (3) consecutive GA meetings

(iii) Moving out of the State permanently.

#### **ARTICLE 19: LIMITATION OF LIABILITY**

No member or officer of the Organization shall be liable for any act or failure to act by any other member or officer of the Organization, or by any employee of the Organization. No member or officer of the Organization shall be liable for any loss arising from any fault in the title to any property acquired by the Organization. No member or officer of the Organization shall be liable for any loss due to error of judgment or oversight on his/her part, or for any other loss whatsoever occurring in the carrying out of the duties of his/her office, unless this loss arises from the member's or officer's own willful neglect or fraudulent or criminal actions.

## APPENDIX A

### CONSULTATIVE PROCEDURES for the Committees

- Whenever a decision needs to be made, it is the Coordinator's responsibility to ensure that the following steps are thoroughly implemented:
- The Coordinator shall consult the group to make sure it is this group's responsibility to make such a decision. If not, the Coordinator shall refer the decision-making responsibility to the appropriate entity within the Organization. This step can be taken at any time during the decision-making process when the group feels the issue has developed, or information has revealed that the decision should be made by another entity within the Organization.
- If the decision is similar to a previous decision made by the group, the coordinator may conduct a quick consultation to confirm this fact and make a decision based on the previous, similar decision under parallel circumstances, without going through the subsequent steps.
- Information shall be collected. Sources of information shall be identified and pursued to collect the most verifiable information available. Information shall be made available to all individuals involved in the decision-making process.
- Individuals with expertise on the subject matter within or outside the community shall be identified and consulted. Their input shall be made available to all involved in the decision-making process.
- Each individual of the group making the decision shall be asked to state their input.
- The Coordinator shall ensure that each group member gets an opportunity to fully state her/his perspective.
- The Coordinator may choose to facilitate a discussion for the purpose of developing a solution that satisfies all required criteria, is consistent with the information available, and is aligned with the Organization's vision, mission, guiding principles. Building consensus should be the main focus of this discussion.
- At the end of discussion, if there is a consensus or a majority deemed by the Coordinator to be sufficient for the matter under discussion in favor of some decision, that decision will be made and clearly stated by the Coordinator on behalf of the group. It is expected that most decisions will be made in this manner. Otherwise, the Coordinator may proceed with one of the following two options:
  - Move forward with the majority perspective (breaking a tie if needed) and provide justification (such as time limitation) for ending the process at that stage and full explanation why it is believed that the decision is consistent with vision, mission and guiding principles of the Organization.
  - Determine that enough information is not available to make a decision, and more research is needed before the group can make a decision (go back to step 3).
- Once a decision is made and regardless of how it was made. It is the responsibility of every member of the subgroup to support the decision and focus the discussion and action on the execution of the decision.
- The group will coordinate specific steps to communicate the decision to the appropriate segments of the community. It is the Coordinator's responsibility to see that the decision is clearly communicated to all concerned parties in a timely and appropriate manner.
- The Coordinator may allow a proxy only if he/she feels that the absence of a member is legitimate and that the absent member has attended enough debate and grasped aspect of the subject under discussion. Otherwise, the members may not be equipped to state his/her perspective.
- Quorum: during the time a significant decision is made, a minimum of two thirds (66%) of the members of the group shall be present and participating in the consultation during the decision making process.