



*Montgomery County
Muslim Foundation*

FAITH

IN

ACTION

**ARTICLES OF INCORPORATION AND BY-LAWS OF
MONTGOMERY COUNTY MUSLIM FOUNDATION Inc.
(MCMF)**

Approved by
General Body Meeting
May 4th, 2014

**ARTICLES OF INCORPORATION AND BY- LAWS OF
MONTGOMERY COUNTY MUSLIM FOUNDATION, INC (MCMF)**

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**ARTICLE 1
ORGANIZATION**

SECTION 1.1 Name:

The name of the organization shall be the “Montgomery County Muslim Foundation, Inc.”, hereinafter called the “**MCMF**”.

SECTION 1.2 Objectives:

- a) The MCMF is an organization of Muslims residing in Montgomery County, Maryland, incorporated under the laws of the State of Maryland with objectives and purposes as set forth in the articles of incorporation. It is a non-profit, non-political organization dedicated to undertake welfare activities for the residents of Montgomery County, Maryland.
- b) The MCMF may directly, and through association and/or affiliation with other charitable organizations and the County government, promote its objective of nondiscriminatory general welfare of the poor and underprivileged residents of Montgomery County. In particular, it shall undertake activities to financially and materially help the needy, feed and clothe the poor, increase inter-faith harmony and coordination, and especially serve in several different ways the senior citizens and the youth of the County.

SECTION 1.3 Definitions:

- a) **Member:** A person who is approved to become a member of the MCMF to help promote the objectives and purposes of the MCMF.
- b) **Director:** A member of the MCMF who is elected to serve as a member of the Board of Directors of the MCMF to promote, oversee and regulate the activities of the MCMF.

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- c) Executive Council:** Members of the MCMF who are elected to undertake operations and execute decisions and policies approved by the Board of Directors in conformity of the By-Laws.
- d) Committee:** A group of persons out of the members of the MCMF to plan and conduct specified activities and undertake tasks for the MCMF as approved by the Board of Directors
- e) Advisory Panel:** Advisers appointed by the Board of Directors to assist it in its activities and tasks on a voluntary basis
- f) Legal Council:** A lawyer/law firm appointed by the Board of Directors to provide legal guidance and advice to the MCMF
- g) Auditor:** An individual/firm appointed by the Board of Directors to undertake annual audit of the accounts and financial statements of the MCMF.

SECTION 1.4 Governance:

- a) The governing authority of the MCMF shall be vested in the membership, which shall have all powers accorded to it by the Statues of the State of Maryland, the Articles of incorporation and the By-Laws.
- b) The membership is empowered to transact all Business of the MCMF on the basis of simple majority vote.
- c) The membership through its General Body meetings as explained below will monitor the functions of the Board of Directors, Executive Council, duly constituted committees and an Advisory Panel in conformity with the By-Laws.

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ARTICLE 2

MEMBERSHIP

SECTION 2.1 Members:

- a) Membership in the MCMF will be open to a person who is over 18 years, is a resident of the Montgomery County and declares to be a Muslim. Any and all members of a family who meet the above membership requirements can be enrolled individually.
- b) The membership will be approved by the Executive Council after review of the application.
- c) The Executive Council will keep an updated record of all members with the relevant information as prescribed by the Board of Directors.
- d) A directory of members will be prepared annually and made available to the members containing information decided by the Board of Directors and consented for inclusion by a member.
- e) A member shall at all-time abide by the rules and regulations of the MCMF and the code of conduct, if any, prescribed by the Board of Directors. In general, the member shall support and help uphold the objectives of the MCMF.
- f) A member will not use the name and the platform of the MCMF for any personal gains. Members are not allowed to make statements or conduct business on behalf of the MCMF unless authorized by the Board of Directors.

SECTION 2.2 Withdrawal and Termination of Membership:

- a) A member who fails to attend three consecutive regular meetings of the General Body will be informed in writing that he/she will cease to be a member if he/she was to fail in attending the next meeting. For the purpose of enforcement of this provision, the Executive Council shall keep proper written record of attendance of the General body meetings. The membership will be terminated after his/her failure to attend four consecutive General Body meetings.

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- b) The Board of Directors may, by a simple majority vote, terminate the membership of a person for misconduct or behavior damaging the objectives and/or non-conformance to the rules and regulations and the code of conduct of the MCMF. Upon withdrawal or expulsion from membership, a member shall lose all rights and interest in any funds or other assets of the MCMF and also right to attend/ vote in the General Body meetings.

- c) Any member may withdraw from the MCMF membership by a written notice to the Executive Council.

SECTION 2.3 Membership Application and approval:

- a) A membership application form will be approved by the Board of Directors and made available in the office of the MCMF and on its website, to be completed and submitted by a person who wishes to be considered for membership.

- b) Within two weeks of the receipt of the application, the Executive Council shall approve/disapprove the application and inform the person concerned accordingly.

- c) Membership approval will remain suspended from the date of announcement of the holding of a meeting of the General Body and the actual date of the General Body meeting.

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ARTICLE 3

GENERAL BODY MEETINGS

SECTION 3.1 Annual General Body Meeting:

The annual general body meeting shall be scheduled in the 1st quarter of each calendar year. The following items of business shall be transacted in the annual general body meeting:

- a) Approval of the minutes of the last general body meeting.
- b) Review of the annual report on the activities of the MCMF to be prepared and submitted by the Board of Directors. It shall, inter alia, include a Statement of Income and Expenditure, Balance Sheet and the Audited Financial Report, the performance of the MCMF in the previous year and a broad outline of the activities to be undertaken in the next year.
- c) Elections for the vacancies in the Board of Directors and the office bearers of the Executive Council.
- d) Any other matter brought to the meeting by the Board of Directors or members for the information and/or approval of the general body

SECTION 3.2 Special General body Meeting:

A special General body meeting for any purpose or purposes may be called either by simple majority of the Board of Directors or by a motion called by a simple majority of the members of the MCMF.

SECTION 3.3 Place and time of Meeting:

The place and time of meeting shall be posted with the notice of the meeting.

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SECTION 3.4 Notice of Meeting:

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 30 calendar days before the date of meeting, to all members through mail/email or any other verifiable channel of communications. The requirement for advance notice is waived for an urgent meeting of the general body called by the Board of Directors. However, every attempt should be made to provide adequate notice and advance agenda for the Urgent General Body Meeting.

SECTION 3.5 Voting List:

A complete list of the members entitled to vote at each meeting shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

SECTION 3.6 Voting:

Each member in good standing shall be entitled to one vote upon each matter of business submitted to a vote at a duly called General Body meeting.

SECTION 3.7 Quorum:

10% of the members on the date of announcement of the meeting shall constitute a quorum for the meeting. If the quorum requirement is not met, the meeting shall be postponed at least by two weeks and the subsequent meeting will not require a quorum to conduct the proceedings.

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ARTICLE 4

BOARD OF DIRECTORS (BOD)

SECTION 4.1 General Powers:

The business and affairs of the MCMF shall be managed by its BOD which will formulate policies and procedures consistent with the by-laws, provide instructions to, and exercise oversight on, the Executive Council for running the day-to- day business of the MCMF.

SECTION 4.2 Number of Directors:

- a) The directors shall be elected from among the members of good standing.
- b) The number of Directors shall be 13 (Thirteen) and they should represent the diversity of Muslims in the Montgomery County. 12 (Twelve) Directors will be directly elected, with the president of the Executive Council being the ex officio director.
- c) **BOD Chairperson:** BOD with simple majority will nominate and elect a current Director, in good standing, as Chairperson of the Board for a term of ONE year. Responsibilities of the Chairperson include but not limited to:
 - i. Presiding and managing the Board of Directors.
 - ii. Conduct Board meetings enhancing the role of BOD.
 - iii. Make strategic alliances with other organizations.
 - iv. Direct and assist the activities of Executive Council.

BOD by simple majority may revoke the Chairperson on the basis of conduct, or non-subscription to MCMF mission and vision.

SECTION 4.3 Qualifications:

The directors will be elected from among the members who were holding the membership for at least a year.

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SECTION 4.4 Tenure of Directors:

The elected Directors will serve for a period of FOUR years. If a vacancy occurs due to resignation, termination or death, the Board of Directors shall appoint by majority vote an interim director to be replaced by a regular director to be elected in the next regular meeting of the General Body.

SECTION 4.5 Elections:

- a) For the elections to be held in the General Body meeting, the BOD shall appoint a three member election commission and set guidelines for the conduct of elections that will be followed by the election commission.

Note: Election Commission members will not include serving Board members, members of the Executive Council and potential candidates for the forthcoming elections.

- b) Nomination papers could be submitted to the election commission on a prescribed form approved by the Board of Directors at least one week in advance of the General Body meeting.
- c) The election Commission will circulate in the meeting the list of candidates and any statement that a candidate wishes to make to seek votes.

SECTION 4.6 Regular Meeting:

There shall be at least four regular BOD's meetings per calendar year. The BOD will elect chairperson and co-chairperson for ONE year, in its first meeting, following the election in the general body meeting.

SECTION 4.7 Special Meeting:

A special meeting of the BOD may be called by the chairperson or at the request of the simple majority of directors on a two-day notice. Any business may be transacted at any special meeting of the Board of Directors.

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SECTION 4.8 Notice and agenda of BOD Meeting:

- a) The notice for regular meeting will be given at least 15 days ahead of the meeting delivered electronically or mailed/emailed to each director. The place and time of meeting shall be posted with the call of the meeting.

- b) Agenda for board meetings shall be circulated a week before the meeting.

SECTION 4.9 Manner of Acting:

The decisions of the majority of the directors attending a meeting at which a quorum is present shall constitute the act of the Board of Directors.

SECTION 4.10 Approval through circulation:

On urgent or time bound matters, the Board approval can be obtained by simple majority vote through circulation of the decision.

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ARTICLE 5

OFFICERS OF THE EXECUTIVE COUNCIL

SECTION 5.1 Officers of the Executive Council:

The Executive Council will consist of the President, Vice president, Secretary and the Treasurer and would be elected in the General Body meeting for a period of 2 years. The Executive Council shall attend the Board meetings regularly with only its President having the right to cast a vote.

SECTION 5.2 General duties of the Executive Council

- a) The Executive Council will work as the executive wing of the Board of Directors managing day to day affairs of the MCMF and its secretariat keeping in view the decisions of the Board of Directors and the By-Laws.
- b) The President shall be the Chief executive officer of the MCMF and shall have the responsibility for supervising the management of the daily affairs of the MCMF. When present he/she shall preside over all the meetings of the Executive council.
- c) The President shall be responsible for the operations and supervision of the Office of the MCMF. Any salaried or voluntary staff to be appointed by the Board of directors will work under his/her administrative control.
- d) The President shall exercise general supervision over the records and files maintained in the office. All publications and mailings of meetings notices, and the preparation of the agenda, would be done under the supervision of the President.
- e) The Vice President shall assist the President. He/she shall fulfill the duties assigned to him/her by the President and act as president in his/her absence.
- f) The Secretary shall be responsible for minutes of the General Body/Board/ Executive Council meetings, recording and will have charge of the corporate seal.

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- g) The MCMF office shall be responsible for maintaining the membership roster, mailing directory, and shall have charge of communications to all members.
- h) The MCMF office will also be in charge of up keeping and updating of the website of the MCMF and all publications of documents under the supervision of President/Secretary.
- i) The Treasurer shall have charge of all financial records of the MCMF. He/she shall be empowered to defray the normal operating expenses of the MCMF. He/she shall prepare financial statements along with the MCMF office as prescribed by Board of Directors and in conformity with legal requirements.
- j) The President or Treasurer is authorized to sign MCMF checks up to \$1000.00. Amounts over \$1000.00 are to be approved by BOTH President and Treasurer.

SECTION 5.3 Qualifications:

The office bearers of the Executive Council will be elected from among the members who were holding the membership for at least a year.

SECTION 5.4 Tenure of Officers:

The elected office bearers will serve for a period of TWO years.

SECTION 5.5 Elections:

- a) For the elections to be held in the General Body meeting, the BOD shall appoint a three member election commission and set guidelines for the conduct of elections that will be followed by the election commission.

Note: Election Commission members will not include serving Board members, members of the Executive Council and potential candidates for the forthcoming elections.

- b) Nomination papers could be submitted to the election commission on a prescribed form approved by the Board of Directors at least one week in advance of the General Body meeting.
- c) The election Commission will circulate in the meeting the list of candidates and any statement that a candidate wishes to make to seek votes.

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Article 6

COMMITTEES AND ADVISORY PANEL

SECTION 6.1 Formation and Appointments:

- a) The Board of Directors, with the advice of the Executive Council, shall form/terminate committees, as needed, and appoint their chairpersons and members.
- b) The committee members shall be active members in good standing with special interests in the scope of work of the committees.
- c) Committees shall report to the Executive Council/Board of Directors in accordance with the policies and procedures laid down by the Board of Directors for committee operations.
- d) The Board of Directors may discontinue any committees, and may appoint other committees from time to time.
- e) The Board of directors may appoint An Advisory panel to assist it in its deliberations and decisions

SECTION 6.2 Scope of Work:

The Board of Directors shall define the charter and scope of work for the Committees.

SECTION 6.3 Disbanding of Committees:

The Board of directors may, by resolution passed by a simple majority disband a committee, once it is determined that the committee is no longer needed.

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Article 7

FISCAL YEAR DUES, FUNDS AND CONTRACTS

SECTION 7.1 Financial and Operational Year:

- a) **The Financial Year**, for budget purposes, shall be from January 1st to December 31st.
- b) **The Operational Year**, for the purposes of tenure of elected members of the Board of Directors and the Executive Council shall be from April 1st to March 31st.

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Article 8

AFFILIATION WITH OTHER ORGANIZATIONS

SECTION 8.1 Purpose:

To further its objectives, the MCMF may affiliate with or become a member of other organizations with the approval of the Board of Directors consistent with these By-Laws and the Articles of Incorporation.

SECTION 8.2 Procedure to Join:

Upon request of the President, the Executive Council shall investigate the desirability of Foundation membership in or affiliation with another organization and report in writing its findings and recommendations to the BOD. A simple majority of BOD will make the final decision.

SECTION 8.3 Representation:

With the approval of the Board of Directors, the President shall appoint delegates as required to represent the MCMF in organizations of which it is a member or affiliate. Where practicable, such delegates shall be appointed from the membership of the Executive Council/Board of Directors. Delegates representing the MCMF shall be given a brief on major issues to be discussed and decided in other organizations and shall be empowered to act and vote for the Foundation.

SECTION 8.4 Withdrawal:

The MCMF may withdraw its membership or affiliation in other organizations. Upon request of the President, the Board of Directors shall review the desirability to withdraw from another organization. A simple majority of BOD will make the final decision.

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ARTICLE 9

AMENDMENTS TO BY-LAWS

SECTION 9.1 Initiation:

Amendments to these By-Laws may be initiated in either of the following manners:

- a) By petition, signed by at least 1/3rd of the members.
- b) By a simple majority vote of the Board of Directors

SECTION 9.2 Review:

- a) The proposed amendments shall be reviewed by the BOD.
- b) The BOD may appoint a committee that shall prepare the amendment for submission to the general membership for approval.

SECTION 9.3 Procedure:

The MCMF office/Secretary of the Executive Council shall then send a copy of the proposed amendment to each member with a request for review and comment and a ONE month notice stating the method and the date upon which the amendment will be submitted for voting.

SECTION 9.4 Vote:

Amendment shall require a simple majority vote of the members present once quorum has been established at an Annual or Special General Body meeting.

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ARTICLE 10

AMENDMENTS TO ARTICLES OF INCORPORATION

Section 10.1 Procedure:

The articles of incorporation may be amended by the same procedure as set forth for the amendments to by-laws.

ARTICLE 11

TERMINATION

Section 11.1 Termination:

In the event that the activities of the Foundation are terminated, the accrued funds in the treasury, after all outstanding obligations have been paid, shall not be returned to members of the Foundation but shall be given to a non-profit organization established for the benefit of the community welfare, selected by the Board of Directors.