

# Constitution and By-Laws



## My Iman Montessori School

*A learning institution where academic excellence and personal development come together to help shape the future scholars and community leaders.*

Updated and approved on February 20, 2011

### Article 1

#### **NAME AND PURPOSE**

- 1.1 Name:** This organization shall be called the My Iman Montessori School (MIM), herein referred to as the School.
- 1.2 Type of entity:** The School shall be a Non-profit Entity under the Islamic Center of Cedar Rapids (ICCR).
- 1.3 Main office:** The head office is located in Cedar Rapids, Iowa.
- 1.4 Mailing address:** The mailing address of the School is: 2999 1st Ave SW, Cedar Rapids, Iowa 52404.
- 1.5 Mission Statement:** The School is an Islamic institution that provides students with an environment that nourishes their **Learning, Understanding, Fulfilling and Achieving** individual and collective obligations in accordance with Islamic religious guidance and the Sunnah of the Prophet (SAW).
- 1.6 Aim:** Provide Quality Education and Promote Personal Excellence.
- 1.7 Objectives:**
  - a. Instill Islamic Values such as **Honesty, Dedication and Patience** in all students.
  - b. Develop all students in **Mind, Body and Character** Enveloping Islamic Values.
  - c. Encourage the Pursuit of Excellence and the Indulgence to **Life-Long Learning**.
  - d. Enable students to **Properly Develop** and **Aspire** to **Realize** their **Full Potential**.
  - e. Groom students to be **Responsible** and **Contributing Members** of both the Islamic Community and Larger Society.

### Article 2

#### **MEMBERSHIP**

- 2.0 Membership:** There shall be two types of memberships.

**2.1 Regular Members:** These members shall be the parents or guardians of the students enrolled in the School.

**2.2 Supporting Members:** These members shall be:

- a. Those individuals who sponsor a student, paid in advance, for a full academic year.
- b. Those individuals who donated three thousand dollars or more to the School in one academic year.
- c. Those individuals who donated five hundred dollars or more to the School in one academic year. These members are non-voting members, as outlined in Article 3 (3.7).

**2.3 Membership Term:**

For all Members, the membership term is for a period of one academic year extending from July 1st of the new academic year to June 30th at the end of academic year unless their membership is suspended as in Article 2 (2.4) or revoked as in Article 2 (2.5).

**2.4 Suspension:**

The membership of any member shall be suspended if he/she fails to pay the School fees for one month.

**2.5 Expulsion:**

- a. The membership of any member shall be revoked if he/she fails to pay the School fees for a period of two consecutive months.
- b. The membership of any member shall be revoked if all of his/her children were expelled from the School.
- c. The membership of any member shall be terminated, as deemed by the Board of Directors on account of any act on his/her part which is found not to be in conformity with the School By-laws. A member may also lose his/her membership for conduct that creates disorder in the School or any act or behavior that jeopardizes the reputation of the School.

### **Article 3**

#### **THE GENERAL BODY**

**3.1** The General Body shall comprise of all members.

**3.2** The General Body shall elect the Board of Directors, adopt resolutions, amend the Constitution and by-laws and, in general, exercise all powers necessary to promote the aims and objectives of the School.

**3.3** There shall be at least one Annual General Body Meeting each year in the month of June. The Annual General body Meeting is primarily aimed to:

- a. Report on the status of the School.
- b. Plan for the coming school year.
- c. Elect new Board members.
- d. Address issues that require General Body approval such as By-laws amendments, resolutions etc.

- 3.4** Special General Body Meetings could be called by:
- a.** Two thirds (2/3) of the Board of Directors
  - b.** A written petition to the Chairperson of the Board and the Secretary of the Board -- The request has to be made and signed by at least thirty three percent (33%) of the members.
- 3.5** The current Chairperson of the Board shall chair the Annual General Body Meeting except as in Article 4 (4.8).
- 3.6** The Quorum for all General Body Meetings shall be two fifths (2/5) of the members.
- 3.7** Each member, except for (2.2 c), in good standing and present during the Annual General Body Meeting has the right to vote.
- 3.8** In the case of a two parent members, each parent has the right to cast a vote.

#### **Article 4**

##### ***ELECTION PROCESS***

- 4.1** The Board of Directors shall appoint an Election Committee, consisting of at least three members, from the current Membership of the School. This committee should be formed six weeks before the date of the Annual General Body Meeting.
- 4.2** The Executive Committee of the Board shall provide all necessary resources and information to the election committee, such as:
- a.** Membership list
  - b.** Copies of the constitution and By-laws
  - c.** Date, time and venue of the meeting
  - d.** Any other relevant information and resources
- 4.3** The Election Committee shall appoint a chairperson among themselves.
- 4.4** The Election Committee shall inform all members, in writing, of the date, place and time of the Annual General Body Meeting.
- 4.5** The Election Committee shall inform all members, in writing, of the number of vacancies available to be filled at the Board of Directors. The Election Committee should send the nomination Forms to all members and advice them to submit the names of their nominee(s) four weeks prior to the Annual General Meeting. The Election Committee should specify the due date of the submission.
- 4.6** The Election Committee should review the submitted names to ensure that they are members in good standing and accordingly create the slate of nominees.
- 4.7** If more persons are nominated than positions to be filled, voting shall be by ballot.
- 4.8** The Election Committee chairperson shall chair and coordinate the meeting during the voting process. He /she shall not vote, but in the event of a tie, he/she shall cast the deciding vote.
- 4.9** Each member present shall vote for a slate of candidates to the maximum number of

vacancies available.

- 4.10** Eligible candidates must be present during the General Body Meeting.
- 4.11** The Election Committee shall distribute the Ballot Forms to all members present, collect them, validate them and announce the results. The candidates with the largest number of votes shall be the new members of the Board of Directors.
- 4.12** If a recount is requested, the Election Committee should adhere to only one request and recount the votes.
- 4.13** The Election Committee shall certify the names of the new Board members and destroy the nomination Forms and the ballots two weeks after the election day.

## **Article 5**

### ***BOARD OF DIRECTORS***

#### **5.1 Responsibilities:**

The Board's responsibility is to govern the School. The Board of Directors shall address the following four main areas of responsibilities:

##### **a. Planning**

The Board's mandate is to regularly assess the status of the School and set the short and long term plans for the School.

##### **b. Financial Resources**

Operating in the best interest of the School, the financial responsibilities of the Board include, but not limited to, the following four elements:

- i.** Establish strategic plans to generate funds for the School.
- ii.** Ensure that the financial situation of the School is on track.
- iii.** Ensure that the School fund-raising activities are carried out in an ethical and effective manner.
- iv.** Ensure proper accounting procedures are in place and adhered to.

##### **c. Organization Records**

The Board must maintain the records that must be accessible to the membership, such as:

- i.** Constitution and By-laws
- ii.** The mission and values
- iii.** Minutes of all Board meetings
- iv.** Major policies and resolutions
- v.** Proper books of account and financing

- vi. All legal documents
- vii. Registry of members

## 5.2 Composition

- a. The School Board of Directors shall consist of the following seven *voting* members:
  - i. **One** elected member from and by the Board of Directors of the Islamic Center of Cedar Rapids (ICCR)
  - ii. **Six** elected members from the School General Body
- b. The School Board of Directors shall also have the following *non-voting* members:
  - i. The School Director
  - ii. The Imam of the ICCR

The Imam, by the approval of the Board of Directors of the ICCR, shall serve on the School Board on a non-voting advisory capacity.

The School Director shall serve on the the Board on a non-voting advisory capacity.

## 5.3 Eligibility for the Membership of the Board of Directors

Any member is eligible to be a Board member provided that he/she:

- a. Meets the eligibility requirements for membership as set out in Article 2 of this Constitution and By-laws
- b. Is not a paid employee of the School
- c. Is over 18 years of age
- d. Does not have any accounts that are in arrears with the school

## 5.4 Board Members Term of Office

Board of Directors shall hold office for a term of *two years except as specified in Article 5 (5.4 b)* so long as they remain in good standing and are not subject to the terms under Article 2 (2.4), (2.5) and Article 5 (5.6) of this Constitution and By-laws. However, in order to preserve continuity and retain experience at the Board level, upon the approval of this Constitution and By-laws, the first group of Board of Directors elected will serve their term as follows:

- a. The four Board of Directors with the most votes will serve a term of two years each.
- b. The two Board of Directors with the lowest votes will serve a one-year term each. They however, could stand for re-election the following year and if elected shall serve a full term of two years unless otherwise removed subject to the Articles of this Constitution and By-laws.
- c. Once the first cycle is complete, each Board member elected in a General Body Meeting shall serve a two-year term.

- d. No Board of Director shall be eligible to serve more than two consecutive terms. A member who has served two full consecutive terms shall not be eligible to serve again as a Board of Director before the passing of *two* years.

### **5.5 Election of the Board Members**

Board of Directors shall normally be elected by a majority of the members in attendance at the General Body Meeting following the procedure set out in Article 4 and Article 5 (5.7) of this Constitution and By-laws.

### **5.6 Removal and Vacating an office**

A Board of Director shall automatically cease to hold office for any of the following:

- a. A resolution calling for removal of the Board of Director is passed by a two-thirds (2/3) majority of the Board of Directors at a meeting duly called for that purpose.
- b. The Board of Director passes away.
- c. The Board of Director submits a written resignation to the Secretary of the Board and accepted by the Board.
- d. The Board of Director ceases to be eligible as a member under the terms of Article 2 (2.4) and (2.5) of this Constitution and By-laws.
- e. The Board of Director fails to attend three (3) successive meetings of the Board of Directors, unless the Board of Director has been specifically excused by resolution of the Board of Directors.

### **5.7 Filling the Vacancies**

Any vacancy in a Board of Director position, however caused, may be filled by a majority vote of the remaining Board of Directors so long as a quorum of Board of Directors remains in office. A Board of Director so elected shall remain in office until the next Annual General Body Meeting, at which Board of Directors are to be elected. The Board of Directors shall not fill a vacancy in the manner specified in this clause during the sixty-day (60-day) period immediately preceding an Annual General Body Meeting or Special meeting. If there is not a quorum of Board of Directors, the remaining Board of Directors shall call a General Body Meeting to fill the vacant Board of Director positions. The nominations and election process shall follow the procedure set in Article 4 of this Constitution and By-laws. A Board of Director so elected in a General Body Meeting shall serve a full term.

### **5.8 Regular Board Meetings**

Regular meetings of the Board of Directors may be held at such times and at such places within the territorial jurisdiction of the School as the Board of Directors may from time to time determine. The Board shall have 10 minimum Regular meetings per year according to the School calendar year.

### **5.9 Special Board Meetings**

Special meetings of the Board, for any purpose, shall be called at any time by the Chairperson of the Board, vice-Chairperson, or by any three Board members. For special meetings, all Board members should be notified of the place, time and purpose of the

meeting.

#### **5.10 Meeting by Telephone or Other Electronic Means**

If all Board members consent, a Board of Director may participate in a meeting of the Board or that of a committee by any communication means that permits all participants to communicate adequately with each other. A Board of Director so participating is deemed to be present at the meeting.

#### **5.11 Quorum**

A quorum for a regular meeting of the Board of Directors shall be a simple majority (4 members) of the incumbent Board of Directors provided that at least a majority of the number of Board of Director positions on the Board is occupied. If a majority of the Board of Director positions are not occupied, the Board shall call a Special General Body Meeting to fill the vacant positions.

#### **5.12 Voting and Approval of Resolutions**

Resolutions of the Board shall be made by consensus; however, when that is not feasible, decision(s) shall be made by voting. Simple majority shall affirm or reject propositions and/or resolutions.

#### **5.13 Remuneration of Board of Directors**

The Board of Directors shall receive no remuneration for acting as such and no Board of Director shall directly or indirectly receive any profit from his/her position.

#### **5.14 Powers of the Board of Directors**

Every Board of Director of the School shall exercise the powers and discharge the duties of his/her office honestly and in good faith. The Board of Directors, acting together in their capacity as a Board, shall have the mandate to:

##### **a. Hire**

The Board shall appoint/hire a School Director/Administrator who will manage the day-to-day operations of the School.

##### **b. Set Remuneration and Fees**

To set remuneration and/or fees for employees, contractors and any other agents

##### **c. Issue Checks**

To draw, make, accept, endorse, execute and issue checks and other negotiable or transferable instruments as outlined in Article 5 (5.18)

##### **d. Make Policies, Rules and Regulations**

The Board may, by resolution, establish rules, regulations and policies related to the efficient governance, management and operation of the School. Such provisions must be consistent with the Articles of this Constitution and By-laws.

#### **5.15 Limitations of the Powers of Individual Board of Directors**

No individual Board of Director shall have any authority to act on behalf of the Board with respect to agents or employees of the School except as provided in this Constitution and By-laws or by resolution of the Board. No individual Board of Director shall have any authority to act on behalf of the School with respect to the transaction of the affairs of the School except as provided in this Constitution and By-laws or by resolution of the Board. This means, among other things, that an individual Board member cannot provide direction to the Administrator or staff. The only authority to provide direction or require information is vested in the full Board.

#### **5.16 Board of Directors Accountability**

The Board of Directors represents the membership of the School and is directly accountable to the said membership and the ICCR Board of Directors. They also have a fiduciary duty to those who provide donations to the School. Each Board of Director of the School shall exercise the powers and discharge his/her duties honestly, in good faith and in the best interest of the School. In connection therewith, the Board of Directors shall exercise the degree of care, diligence and skill that a reasonable and prudent person would exercise in similar circumstances, including reliance on:

- a. Financial statements of the School presented to the Board of Director by an officer of the School or a written report of a public accountant or auditor of the School fairly that reflect the financial condition of the School; or
- b. A report of a person whose profession lends credibility to a statement made by that person.

#### **5.17 Financial Year**

The financial year of the School shall begin in August and end in May. To assure that the school is adequately prepared for the coming school year, The Board shall plan ahead and include the necessary financial requirement(s) for the months of July and August of each year.

#### **5.18 Banking Arrangements**

Once duly authorized by the ICCR Board of Directors, the Chairperson and the Treasurer of the School may be the signing officers of the School. They shall undertake and manage all School financial transactions. These officers so designated shall have, unless otherwise restricted, the following power:

- a. Manage and operate the School's accounts with the banks
- b. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the checks, drafts, acceptances, bills of exchange or orders for the payment of money of the School

#### **5.19 Delegation**

The Board shall:

- a. In the absence of the School Director/Administrator, delegate the Acting Administrator to assume the roles of the Administrator as outlined in Article 8 (8.1).
- b. In the absence of the Chairperson, delegate the Vice-Chairperson to assume the roles of the Chairperson as outlined in Article 5 (5.18).

- c. In the absence of the Treasurer, delegate another Board member to assume the roles of the Treasurer as outlined in Article 5 (5.18).

## **Article 6**

### ***DUTIES OF THE BOARD EXECUTIVES***

#### **6.1 The Chairperson**

The Chairperson shall be elected, from among the Board of Directors, and shall not be eligible for Chairperson re-election more than two consecutive terms.

The Chairperson shall, along with the Board, generally oversee and supervise the governance of the School. The Chairperson is expected to:

- a. Assume the leadership role of the Board and develop an effective team work environment
- b. Chair, when present, all meetings of the Board and oversee the work of the committees of the Board
- c. Prevent overlap in the roles of the Board and the Administrator
- d. Tackle all issues with integrity and fairness
- e. Ensure that the accountability of the Board to the members is adhered to, and communication with the members is adequate and transparent
- f. Undertake such other duties as may be prescribed by the Board

#### **6.2 The Vice-Chairperson**

- a. The Vice-Chairperson, in the absence of the Chairperson, shall assume all the responsibilities of the Chairperson as prescribed in Article 6 (6.1)
- b. Assume such other duties as may be assigned by the Board.

#### **6.3 The Secretary**

The Secretary shall perform or ensure the performance of all secretarial functions for the Board and its Executive Committee. The Secretary is expected to:

- a. Take and distribute the minutes of the Board. The minutes of the Board meetings shall be made available, upon request, to all members.
- b. Give all notices required to be given to members, Board of Directors and other parties.
- c. Maintain an accurate record of the proceedings and transactions of all meetings of the members, the Board and its Executive Committee.
- d. Coordinate with the Board members and prepare the agenda of the Board meetings.
- e. Assume such other duties as may be assigned by the Board.

#### **6.4 The Treasurer**

The Treasurer shall work under the guidance of the ICCR Board of Directors and generally ensure the proper accounting of the School's financial affairs. The Treasurer is expected to:

- a. Assist in the keeping of full and accurate records of the financial transactions of the School in proper books of account.
- b. Assist in ensuring that the School funds are deposited in the name and to the credit of the School in such banks, trust companies or other financial depositories as from time to time designated by the Board.
- c. Assist in ensuring that the disbursement of all School funds are managed properly and in accordance with the approved budget and under sound accounting procedure.
- d. Assume such other duties as may from time to time be assigned by resolution of the Board.

## **Article 7**

### ***BOARD COMMITTEES***

The Board of Directors may, by resolution adopted by the majority of the Board members then in office, designate School committees as need may be. The following represent Standing Board committees:

#### **7.1 Curriculum Development committee**

This committee shall be chaired by a Board member and shall:

- a. Report on all educational matters of the School.
- b. Recommend educational plans and strategies for the School.
- c. The School Director/Administrator shall be a member of this committee.

#### **7.2 Finance and Strategic committee**

This committee shall be chaired by a Board member and shall:

- a. Plan and recommend to the Board, and upon approval of the Board, implement all Fund-raising activities.
- b. Recommend to the Board, and upon approval of the Board, implement all School and Community events.
- c. The Treasurer, with/without the help of a Finance and Strategic Committee, shall prepare a budget plan and present it to the Board of Directors.
- d. The Treasurer shall be a member of this committee.

#### **7.3 Public Relations Committee**

This committee shall be chaired by a Board member and shall:

- a. Be responsible for advertising and marketing of the school.

- b. Work with other committees and the ICCR Public Relations Committee in event planning.

## **Article 8**

### **THE SCHOOL DIRECTOR/ADMINISTRATOR**

#### **8.1 Duties of the School Director/Administrator**

Refer to the Employee Handbook.

#### **8.2 Events causing the replacement of the School Director/Administrator:** Replacement of the School Director/Administrator shall be deemed necessary under the occurrence of any of the following:

- a. The death or resignation of the School Director/Administrator
- b. Any conduct that creates disorder in the School or any act or behavior that jeopardizes the reputation of the School, as deemed by the Board of Directors
- c. A resolution of the Board to terminate the School Director/Administrator due to poor performance -- *The evaluation process used for the performance appraisal shall be fair, thorough, and transparent.*

#### **8.3 Procedure for replacement of the School Director/Administrator:** In the event that the School Director/Administrator is to be replaced as per Article 8 (8.2), the following procedure shall be implemented:

- a. The Board will issue a resolution appointing an acting Administrator following recommendation by the Executive Committee of the Board.
- b. The Acting Administrator shall be appointed for 60 days with possible extension of 30-day increments.
- c. The Board shall appoint a Search Committee to find candidates for a School Director/Administrator.
- d. The committee shall evaluate the candidate's credentials and make a final recommendation to the Board by two-thirds (2/3) vote of the committee.
- e. The Board shall accept or reject the Search Committee's final recommendation by two-thirds (2/3) vote of the Committee.
- f. In the event that the Board rejects the Search Committee's recommendation, the committee must find a new candidate to recommend to the Board, and the recommendation of hiring should be completed within 90 days of the appointment of the Acting Administrator.

## **Article 9**

### **CONFLICT OF INTEREST**

All members, staff and volunteers must abide by the School Constitution and By-laws and in the course of their duties strive to promote the Mission, the Aim and the Objectives of the

School. All members and staff should recognize that the interest of the School supersedes the individual and group interest. To avoid incidents that may breed a conflict of interest, this section of the By-law stipulates:

- 9.1 A Board member, being in a position of power and trust, should not be involved in an activity, commitment or self interest that adversely affects, compromises or is in *any form or shape* incompatible with the obligation that the Board member has to My Iman Montessori School.
- 9.2 A Board member should not be a party of any role leading to the improper financial gain to him/her or his/her immediate family members.\*
- 9.3 A Board member cannot be a School staff member at the same time. Board members who wish to apply for staff positions should first resign from the Board.
- 9.4 A paid School staff member cannot be a Board member at the same time. Staff members who wish to become Board members should first resign from their employment at the School.
- 9.5 Immediate relatives of the Administrator of the School or those of a Board member may be eligible to be hired for staff positions at the School with two-thirds (2/3) vote of the Board of Directors.

***\* An immediate relative is defined as husband, wife, son, daughter, parent, brother, and sister.***

## **Article 10 AMENDMENTS**

Amendments to this Constitution and By-Laws may be made as follows:

- 10.1 When proposed by the Board of Directors, the following procedure must be followed.
  - a. The amendment must be approved by a majority vote of the Board of Directors.
  - b. The amendment must be approved by two thirds (2/3) of the General Body present at a meeting called for the purpose of ratifying the Constitutional change.
- 10.2 When proposed by the members of the General Body, the following procedure must be followed.
  - a. The amendment must be presented to the Board of Directors in writing signed by at least 33% of all eligible voting members of the School.
  - b. The Board of Directors may approve the amendment by a majority vote and present it to the General Body.
  - c. The amendment must be approved by two thirds (2/3) of the General Body present at a meeting called for the purpose of ratifying the Constitutional change.
  - d. In the event that the Board of Directors declines to recommend the proposed amendment, the Board of Directors shall call for a special General Body Meeting to which the amendment can be approved by a minimum of three quarters (3/4) of all eligible voting members.
- 10.3 No amendment contrary to the teaching of Quran and the Sunnah shall be entertained.