

**BY-LAWS OF THE  
CHARLOTTE ISLAMIC ACADEMY, INC.,  
A NORTH CAROLINA NON-PROFIT CORPORATION**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1.**

The name of this non-profit corporation shall be “Charlotte Islamic Academy, Inc.” It shall be permissible to refer to this non-profit corporation, both in these by-laws, and in any other corporate communications with others, except as prohibited by law, as either “Charlotte Islamic Academy” or “the Academy”.

**Section 2.**

Charlotte Islamic Academy has been incorporated as a non-profit corporation with the North Carolina Secretary of State for the purpose of organizing and operating a full-time Islamic School(s) in Mecklenburg and other counties of the State of North Carolina, on the basic principles of Islam while complying with all applicable local, state, and federal laws and regulations regarding non-profit corporations and charitable and religious organizations.

**ARTICLE II.**

**OBJECTIVES, COMMITMENTS, & GOALS**

**Section 1.**

The objective of the Academy is to organize and operate Full-Time Islamic School(s) in Mecklenburg and other counties in the State of North Carolina on the basic principles of Islam; and to develop an Islamic environment and instill Islamic moral values in its students.

**Section 2.**

The Academy is committed to providing benevolent education not contradictory with the teachings of Islam to any and all Muslims and interested non-Muslims; and to administer its education programs, admissions policies, scholarships and loan programs, and all other school programs and policies without regard to race, caste, creed, ethnic origin, nationality, gender or religion.

### **Section 3.**

The Academy has the following additional goals:

- a. To help its students develop God-consciousness and a comprehensive understanding of Islam;
- b. To provide students with an Islamic environment wherein they can learn basic Islamic principles in accordance with the methodology of the people of Sunnah and Jama'ah.
- c. To provide Islamic and Arabic studies in a curriculum that is well integrated with the more traditional curriculum taught at public schools in the Charlotte area; and
- d. To provide an active, nurturing, learning environment in which experimentation, exploration, intellectual curiosity and self discovery are encouraged.

## **ARTICLE III.**

### **NON-DISCRIMINATION POLICY**

Enrollment in the Academy shall be open to all school-age children willing to abide by the rules and regulations of the Academy, and willing to subscribe to the principles, objectives, goals, and curriculum set forth herein, regardless of religion, gender, race, national origin, or ethnicity. The Academy shall afford all students of any religion, race, creed, gender, color, national origin or ethnicity all the rights, privileges and access to all programs and activities generally afforded or made available to any and all students at the Academy.

## **ARTICLE IV.**

### **GENERAL POWERS**

Charlotte Islamic Academy, Inc. shall have all powers necessary to carry out its affairs, including without limitation all those powers conferred upon non-profit corporations pursuant to N.C.G.S. §55A-3-02(a).

## **ARTICLE V.**

### **BOARD OF DIRECTORS**

#### **Section 1 – Board of Directors To Be Called The Board of Education.**

The Board of Directors of Charlotte Islamic Academy, Inc. shall be called the Board of Education, or BOE, but shall act, in all respects, as the Board of Directors as defined and delineated in N.C.G.S. §55A-8-01 et seq.

#### **Section 2 – Incorporator's Initial Meeting.**

The incorporator shall convene an initial meeting of five persons, three (3) of which shall be appointed by the Board of Directors of the Islamic Center of Charlotte, and two (2) of which shall be appointed by the Board of Directors of Charlotte Islamic School, Inc. The purpose of this initial meeting shall be to appoint and ratify the members of the Board of Education, and to approve the permanent By-Laws of the Academy. Each attendee shall have one vote, and appointment of permanent board members and approval of the By-Laws shall be by majority vote. The incorporator need not be present at the initial meeting, and shall not have a vote.

Thereafter, the attendees at this meeting shall have no further duties or powers.

#### **Section 3 – Composition of the Board of Education.**

The Board of Education shall consist of seven members, chosen as follows, subject to the approval of those attending the initial meeting:

- a. Four members from the Islamic Center of Charlotte;
- b. Two members from the Community-At-Large; and
- c. One member from the Parent-Teacher Association (PTA).

#### **Section 4 - Term of Office of Board Members; First Terms Staggered.**

- a. The member chosen from the PTA shall serve a two year term;
- b. All other members shall serve three year terms, subject to the provisions of subsection (d) below..
- c. In order to ensure the continuity of the Board of Education, the terms shall be staggered as follows: One of the initial three members chosen from the Islamic Center of Charlotte, and one of the initial two members chosen from the community-at-large, shall serve only a two year term for the initial term. Persons

serving this shortened term shall be selected by random drawing after all seven Board members have been sworn in.

### **Section 5 – Officers of the Board of Education**

For the purpose of the efficient operation of the Board of Education, at the first meeting of the permanent Board, the seven member Board shall, by majority vote, elect a Chairman, a Secretary, Treasurer, Vice-Chairman for Human Resources, and Vice-Chairman for Public Relations. These officers shall be chosen from among only those members appointed pursuant to **Article V, Section 3(a)&(b)**, above.

a. **Duties of the Chairman.** The Chairman shall preside over Board meetings and shall, in all situations, cast the last vote among the Board. In addition, he shall have the following duties and responsibilities:

- i. Calling and presiding over Board meetings;
- ii. Co-signing, with the Treasurer, all approved withdrawals, check disbursements, and expenses of the Academy;
- iii. Presenting written and oral reports, as appropriate, to the local Islamic organizations, and the PTA, regarding the affairs of the Academy;
- iv. Acting in an advisory capacity to standing and ad-hoc committees; and
- v. Such other duties and responsibilities as the Board may assign from time to time.

b. **Duties of the Secretary.** The Secretary shall keep the board minutes and the corporate seal; and shall have the following duties and responsibilities:

- i. Preparing, maintaining, and circulating the minutes of meetings;
- ii. At the behest of any empowered member, to notify all members pursuant to these by-laws of all Board meetings, whether regular or special;
- iii. Preparing the agenda for Board meetings;
- iv. Maintaining contact information and e-mail listserver of Board members;
- v. Presenting, at every Board meeting, the minutes of the previous meeting for discussion, amendment and/or approval;
- vi. Ensuring that all legal records of the Academy, including but not limited to registrations, certificates, and licenses are current, valid, and properly filed with the appropriate governmental agency, as required by law;

- vii. Acting as chairperson in the absence of the chairperson;
  - viii. Such other duties as the Board may assign from time to time.
- c. **Duties of the Treasurer.** The treasurer shall be chosen, to the extent possible, based upon his or her education or training in financial matters, and shall have the following duties and responsibilities:
- i. Receiving and accounting for all monies coming into the Academy and supervising the financial affairs of the corporation;
  - ii. Supervising the Academy's business office;
  - iii. Co-signing with the Chairman all approved withdrawals, check disbursements, and expenses of the Academy;
  - iv. Preparing the annual budget of the Academy by March 31<sup>st</sup> immediately preceding the next upcoming academic year;
  - v. Providing oral and written reports, as appropriate, to the Board, of the financial affairs of the Academy at such times as the Board may request;
  - vi. Ensuring that sufficient programs, protocols, processes, and controls are in place to protect the assets of the Academy;
  - vii. Reviewing all contracts that impose financial obligations on the Academy, and reporting to and advising the Board with respect to such contracts;
  - viii. Ensuring that all tax and other financial filing requirements of all governmental agencies are current, valid, and properly filed;
  - ix. Such other duties and obligations as the Board may from time to time assign.

**Section 6 – Method of Selection of Future Board Members.**

Following the expiration of the initial term of each Board member, subsequent Board members shall meet the criteria described in appendix A, and shall be appointed as follows:

- a. Those board seats filled pursuant to Article V, Section 3(a) (seats appointed from the Islamic Center of Charlotte) shall be replaced by the Islamic Center of Charlotte as its membership deems fit;
- b. Those board seats filled pursuant to Article V, Section 3(b) (seats appointed from the Community-At-Large) shall be elected by a 2/3 supermajority vote of the Board as it is constituted prior to the expiration of present Board members; and each outgoing Board member shall have a vote on his or her replacement;
- c. That Board seat filled by the PTA shall be a non employee of the school, and shall be appointed by a vote of the members of the PTA pursuant to its own voting rules and regulations

**Section 7 – Resignation of Board Members.**

Board membership is voluntary and any Board member may resign by given written notice to the registered agent of the Academy, or to any other Board member, either hand-delivered or mailed.

**Section 8 - Removal of Board Members.**

- a. **For Cause.** Any Board member may be removed for cause. Cause shall be defined as:
  - i. Failure to attend Board meetings, or fails to discharge his duties according to the standards promulgated in N.C.G.S. §55A-8-30(a); or
  - ii. Conviction of any crime, or upon evidence satisfactory to a majority of the remaining Board members of conduct detrimental to the board, the corporation, or the parents, students and faculty of the academy, or the Muslim community at large; or
  - iii. Any violation of the Code of Ethics set forth in Article X.
- b. **Procedure for Removal of Member:**
  - i. Written notice of a meeting of the Board of Directors shall be given by hand delivery or first-class mail to all Board members and shall state the purpose of the meeting;

- ii. A quorum must be present at any such meeting;
- iii. All members, including the member to be removed and any witnesses called by any member, shall be allowed to present relevant evidence at the meeting;
- iv. Removal shall then be accomplished by majority vote of remaining, present members and shall be immediately effective upon said vote to remove.

**Section 9 – Election or Replacement of Board Members.**

Upon the resignation or removal of a Board member, the open seat shall be filled pursuant to the provisions set forth in Article V, Section 6, and said new Board member shall complete the term of the departing Board member, at which time said Board seat shall be filled as in the normal course.

**Section 10 – Conflicts of Interest.**

a. For the purposes of this section, a conflict of interest shall include any situation involving a Board member, his or her family, his or her business, and his or her family's business in which any of them may benefit, either directly or indirectly, by a decision of the relevant Board or committee. The appearance of a conflict of interest shall be treated as an actual conflict of interest.

b. All Board members, and any member of any duly constituted subcommittee, shall immediately inform the Board of any conflict of interest or appearance of conflict of interest when it becomes apparent to said member. Said disclosure shall be recorded in the minutes of the meeting in which the conflict is disclosed, or if disclosed outside a meeting, in the minutes of the next meeting. Thereafter, unless waived by recorded vote by a majority of the remaining Board members, said member with a conflict shall exclude himself from any discussions or deliberations or votes involving the conflict situation; and shall refrain from influencing or attempting to influence the vote or any other member.

c. Notwithstanding the above, all motions, resolutions, or other actions enacted by a vote of the Board shall remain valid upon the subsequent discovery of a conflict or perceived conflict of interest by a voting member, unless:

i. The conflicted member misrepresented any fact material to the vote, or otherwise materially misled the Board, and

ii. The enactment of said action was by a mere one vote majority, and the member with the conflict voted with the majority

In this event, said action shall be considered void, and another vote scheduled and taken pursuant to these By-Laws.

## **ARTICLE VI.**

### **MEETINGS OF THE BOARD OF EDUCATION**

#### **Section 1 - Quarterly Meetings.**

The Board of Education shall meet at least quarter-annually; and from time to time as in their discretion they deem advisable to perform their duties to the corporation.

The date, time, and location of quarterly meetings shall be set at the preceding quarterly meeting. Notice of the next quarterly meeting shall be given, either orally or in writing to any member who failed to attend the last quarterly meeting. This notice, if necessary, shall be mailed by first-class mail at least ten (10) days prior to the scheduled meeting and service of the notice shall be deemed complete upon the date of mailing.

#### **Section 2 - Special Meetings.**

Any Board member may call a special meeting of the Board. Notice of the special meeting shall be mailed to all existing board members by e-mail or first class mail at least ten (10) days prior to the special meeting and the notice shall contain the reason for the special meeting, and the date, time and location of the meeting. Service of the notice to all board members shall be deemed complete upon mailing of the notice by first class mail. In the event of any dispute involving notice, a printed field showing said e-mail was successfully sent shall be sufficient proof of receipt of the e-mail by recipient.

#### **Section 3 – Actions and Quorums.**

- a. No action shall be taken by the Board without a quorum;
- b. Attendance at any meeting of four or more members in office immediately before the meeting begins shall constitute a quorum; and
- c. No action to remove or replace a Board member shall be taken without the presence of the full Board. The presence of the Board member to be removed or replaced shall not be required, but said member shall not be denied access to any such meeting, nor a right to be heard at any such meeting.

#### **Section 4 – Voting at Board Meetings.**

Except as set forth elsewhere in these By-Laws, all actions of the Board requiring a vote of the members of the Board of Education shall be enacted by a simple majority of members present, except the following actions shall require a 2/3 supermajority of the entire Board:



- a. Selection of a community representative to serve on the Board;
- b. Any amendment to these By-Laws;
- c. Hiring or termination of the principal (in which event the present principal shall have no vote);
- d. Any action that would result in a major financial obligation for the Academy (including but not limited to loans, mortgages, leases, construction projects, relocation of facilities, etc.).

## **ARTICLE VII.**

### **DUTIES, POWERS, AND RESPONSIBILITIES OF THE BOARD OF EDUCATION**

**Section 1.** The Board of Education shall have all the power to act on behalf of the corporation and to exercise all corporate powers set forth in N.C.G.S. §55A-3-02.

**Section 2.** Neither the Academy, nor its Board of Education, employees or agents, shall engage in any activity prohibited to non-profit corporations, or religious or charitable institutions, by local, state, or federal law or regulation.

**Section 3.** The Board of Education shall also perform the duties and responsibilities normally performed by officers of non-profit corporations, unless and until such time as the Board employs other officers to perform such duties.

## **ARTICLE VIII.**

### **THE GENERAL ASSEMBLY**

#### **Section 1 – Powers of the General Assembly.**

The General Assembly shall have the power to override any decision of the Board or Directors by a three fourths (3/4) supermajority vote during an official meeting of the General Assembly.

#### **Section 2 – Composition of the General Assembly.**

The General Assembly of the Charlotte Islamic Academy shall consist of all board members, all employees, teachers, and other staff of the Academy, all students sixteen (16) years or older, and all parents of all students.

For those persons who qualify as set forth above, membership in the General Assembly is automatic. However, the membership rolls shall be updated at the beginning of each academic year to reflect ordinary changes in the membership, to add those who become eligible for inclusion, and to subtract those who no longer qualify as defined above. Existing members remain members for approximately one year, until excluded by the definition set forth above at the time the rolls are updated.

**Section 3 – Meetings of the General Assembly.**

- a. The General Assembly shall meet at least twice a year; at least once in the fall of the new school term, and at least once in the spring of the ending school term.
- b. The Chairperson of the Board of Education shall preside over the meeting, and the principal of the Academy shall be present.
- c. In addition to the required bi-annual meetings of the General Assembly, special meetings of the Assembly may be called by any member by presenting the signatures of at least 30% of the membership to the Chairperson of the Board of Education. In this event, the chairperson shall notify all members of the place, date, and time of the special meeting, which in no event shall be sooner than 10 days from the date the demand for special meeting was received.
- d. No vote to override a decision of the Board or Directors shall be binding on the Board unless, after proper notice, at least 30% of the Assembly are present at such meeting.

**ARTICLE IX.**

**THE SHARIA COUNCIL**

The Sharia Council of the Islamic Center of Charlotte shall appoint one representative who shall review, evaluate, and recommend any changes to Islamic Studies, Arabic, and Quran curricula; and to recommend any changes to the Academy to ensure Sharia compliance. The judgment of this Council representative as to the matters herein defined is binding on the Academy.

## **ARTICLE X.**

### **CODE OF ETHICS**

#### **Section 1.**

The Academy shall operate under the premise that Islam is *Deen* (system of life), and the privilege of Islamic Practice requires Islamic beliefs, knowledge of the Quran and Sunnah with its proper application in life.

#### **Section 2.**

Each member of the Board of Directors shall be guided by the belief of "*la illaha illa Allah, Muhammad rasul Allah*" ("*there is no God but Allah, and Muhammad (peace be unto him) is the final messenger and the seal of the prophets*"). Each member shall believe in the hereafter and other components of the basic beliefs of Islam and follow the Sunnah of the Prophet (peace be upon him).

#### **Section 3.**

Each member shall work for the unity of Muslims, and avoid involvement in the creation of *fitnah* (discord and division).

#### **Section 4.**

All issues that come before the Board shall be given a fair and reasonable hearing, and all views shall be heard and considered. Thereafter, decisions voted on and approved by the Board according to the provisions of these amended by-laws shall be binding on all members and shall require total compliance.

## **ARTICLE XI**

### **FINANCE.**

#### **Section 1 - Fiscal Year.**

The fiscal year of the Academy shall begin on August 1<sup>st</sup> and end on July 31<sup>st</sup> of the following year.

#### **Section 2 – Accounting Principles.**

All financial records and accountings shall be kept, maintained, and documented in accordance with generally accepted accounting principles as followed in the United States.

### **Section 3 – Audit.**

The Board of Education shall retain a qualified, unconflicted Certified Public Accountant (CPA) to audit on an annual basis (or sooner when appropriate) the Academy's financial records and accounts.

The results of any audit shall be made available to any member of the General Assembly upon written request.

## **ARTICLE XII.**

### **RESOLUTION OF CONFLICT BETWEEN BOARD MEMBERS**

Any conflict that arises among Board members that cannot be resolved by application of the terms and provisions of these amended by-laws shall be resolved by binding arbitration. Each side to the conflict shall each appoint one person to act as an arbitrator, and the selected arbitrators shall then choose a third, neutral person to act as the third arbitrator. A majority vote of the three arbitrators resolving the dispute shall be binding on the parties in conflict. Nothing herein shall prevent the conflicting parties from agreeing on additional terms of arbitration not inconsistent with this Article.

## **ARTICLE XIII.**

### **AMENDMENTS TO BY-LAWS**

Amendments to these by-laws shall only be made as follows:

- a. All board members shall be notified in writing of any meeting to amend the by-laws. The notice shall contain the time, date, and location of the meeting, and the reason for the meeting;
- b. A quorum of five must be had at the meeting;
- c. No amendment shall be made unless it receives five votes from among all seven members.

## **ARTICLE XIV.**

### **DISSOLUTION**

#### **Section 1 – Method of Dissolution.**

This non-profit corporation may be dissolved by any method not inconsistent with the laws of the State of North Carolina, nor inconsistent with these By-Laws.

#### **Section 2 – Distribution of Assets Upon Dissolution.**

Upon dissolution of Charlotte Islamic Academy, Inc. the assets of said corporation shall be distributed as follows:

First, any assets shall pay and discharge all lawful debts, liabilities, and obligations of the corporation;

Second, in the event that any corporate assets remain after paying and discharging all lawful debts, liabilities and obligations, said remaining assets shall be transferred or conveyed to the Islamic Center of Charlotte, or its lawful successor, which is a religious corporation as defined by Section 501(c) of the United States Internal Revenue Code of 1986.

#### **Section 3 – Articles of Dissolution.**

After enacting and following through with a plan for dissolution, and after distribution of corporate assets as set forth above, any officer of the corporation is empowered to file Articles of Dissolution as required by N.C.G.S. §55A-14-04.

**THESE BY-LAWS WERE ADOPTED BY A VOTE OF THOSE FIVE REPRESENTATIVES PRESENT AT THE INITIAL INCORPORATOR'S MEETING OF THE CHARLOTTE ISLAMIC ACADEMY, INC. ON THIS THE 12 DAY OF APRIL, 2008.**

Asde dori Madam Aschidehir 4.12.08

Initial Board Member Appointed By Islamic Center of Charlotte

H. Carl Haitham Esmaeel 4-12-08

Initial Board Member Appointed By Islamic Center of Charlotte

Abdel Jebbar LAMT 4/12/2008

Initial Board Member Appointed By Islamic Center of Charlotte

MASOOD N. KHAN 4/12/08. MASOOD N. KHAN

Initial Board Member Appointed By Charlotte Islamic School

Waleed Zoabi, Waleed Zoabi; 04-12-08

Initial Board Member Appointed By Charlotte Islamic School