

BYLAWS OF ISLAMIC SCHOOL OF IRVING

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2555 Esters Rd, Irving, TX 75062, USA

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ARTICLE 1 ORGANIZATIONAL IDENTITY

Section 1.1 Name

The name of the school shall be Islamic School of Irving (hereafter the School).

Section 1.2 Office of the Highest-ranking Leader

The Highest-ranking Leader office for the transaction of the business of the School is located at 2555 Esters Rd, Irving, TX 75062, USA, at the premises of Islamic Center of Irving (ICI).

Section 1.3 Mailing Address

The mailing address of the School is 2555 Esters Rd, Irving, TX 75062, USA.

ARTICLE 2 PURPOSE

The School is organized exclusively for charitable, religious, educational and scientific purposes.

The purpose of the School is:

- a) To provide school age individuals with an Islamic environment to study Quran, Arabic, Islamic Studies and all other secular subjects with academic excellence.

The School shall not be operated for financial gain, and no part of the assets, income, or profit of the School is distributable to, or inure to the benefit of, members of its board or officers.

ARTICLE 3 GUIDING POLICIES

The following are basic guiding policies of the School:

- a) The School admits students and staff of any race, color, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students and does not discriminate on the basis of any of the above categories in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE 4 GOVERNANCE

- a) The School shall be governed by these Bylaws.
- b) The School shall have a Memorandum of Understanding with Islamic Center of Irving that defines the governance and operations assumptions and dependencies between the School and ICI.

ARTICLE 5 ORGANIZATIONAL STRUCTURE

Section 5.1 Membership

The School shall have two categories of membership: General Members and Consultative Members.

Section 5.1.1 General Member

Each parent or officially responsible guardian of a student who is enrolled full-time in the current academic year at the Islamic School of Irving shall be considered as a general member of the School.

Section 5.1.2 Consultative Members

- a) Consultative members have solely a consultative role and do not have voting privileges in the operation of the school.
- b) Consultative members shall be bound by a non-disclosure agreement.
- c) Consultative members are composed of past members of the ISI School Advisory Board who have been inducted as members of the consultative members pool by the process outlined below.
- d) A pool of Consultative members shall be maintained by the collective effort of the current School Advisory Board and the incumbent Consultative Members.
- e) The secretary of the ISI School Advisory Board shall maintain the list of current Consultative members.
- f) Procedure for selecting a Consultative member:
 - (i) Members of the School Advisory Board upon completing 1 or more term is nominated to be a member of the Consultative board based on a majority vote of the current School Advisory Board
 - (ii) The nomination is submitted to the current Shura body of ICI. If two third or more of the Shura body members accept the nomination, the nominee is admitted as a member of the Consultative pool
- g) Termination of Consultative Membership: A Consultative Member shall lose the Consultative membership upon the occurrence of any of the following:
 - (i) the death or resignation of the Consultative member,
 - (ii) the declaration by resolution of the Consultative Member Pool concerning the Consultative Member who has been declared of unsound mind by a final order of court or convicted of a felony
 - (iii) A two third vote of the Consultative Member pool to remove the Consultative Member.

Section 5.2 The School Advisory Board

Section 5.2.1 Powers

- a) Powers: The business and affairs of the School shall be managed, and all powers shall be exercised, by or under the direction of the School Advisory Board. The School Advisory Board shall have the power to:
- b) Select and coordinate the appointment, election, and removal of all officers, agents, and employees of the School Advisory Board, in a manner consistent with these Bylaws and ICI Constitution; and prescribe any powers and duties for them that are consistent with law, with these Bylaws and ICI Constitution;
- c) Empower the highest ranking leader of the school to act as the chief executive officer.
- d) Empower the School Principal to execute and oversee day to day operation of the school, with a primary focus on Islamic Education and Academics.
- e) Limitations: The powers of the School Advisory Board are subject to these Bylaws and to the ICI Constitution.

Section 5.2.2 Number and Composition of the School Advisory Board

The School Advisory Board may have up to nine (09) members, unless changed by an amendment. There shall be a minimum of four voting members in the School Advisory Board for it to be considered operational. The members of the School Advisory Board shall consist of the following composition:

- a) Four (4) of the board members shall be elected by the general members of the school. Process defined in 5.2.10 must be followed for this election.
- b) All board members must not have any of their school going (Kindergarten through Grade 12) kids enrolled in an Islamic School other than ISI. The highest ranking Leader of the school is exempted from this requirement.
- c) The existing PTO committee will nominate one eligible (according to 5.2.2.b) general member from the PTO committee to represent the PTO. The PTO representative to the School Advisory Board shall serve, in an advisory capacity, as a non-voting ex-officio member of the Board. The PTO representative to the School Advisory Board may have an assignee PTO board officer attend on his or her behalf in case of any extenuating circumstances in which PTO representative to the School Advisory Board is unable to attend the board meeting.
- d) The Shura Body must appoint a serving and eligible (according to 5.2.2.b) Shura Council member as the President of the School Advisory Board. If and until there is no eligible (according to 5.2.2.b) Shura Council member available, the school board Vice Chair will assume the School Board President role.
- e) The Shura Body must appoint 2 serving and eligible (according to 5.2.2.b) Shura Body members to the school advisory board in addition to 5.2.2.d. If and until there is no eligible (according to 5.2.2.b) Shura Body member available, either or both of these seats can stay vacant.

- f) The Highest-ranking Leader of the School shall serve, in an advisory capacity, as a non-voting ex-officio member of the Board.
- g) Non-voting Board member: Non-voting Board members shall not be considered in determining the quorum. Non-voting Board members shall only be excused, just like voting board members, in case of a conflict of interest.

Section 5.2.3 Appointment, and Term of Office of members of the School Advisory Board

- a) Members may be added to the School Advisory Board at any time(except for the elected general members).
- b) All elected School Advisory Board members shall be appointed for a term of three years except as noted below.
- c) The PTO board representative in the School Advisory Board shall hold office for the period defined by the PTO Bylaws. Any vacant positions shall be replaced by the PTO Board.
- d) The Parents/Guardians of the same child cannot serve concurrently as School Advisory Board members.
- e) A school employee or spouse of a school employee may not serve on the School Advisory Board.
- f) The terms of the elected board members should be scheduled to be staggered to smoothen the transition and allow for continuity of work/projects in progress from one term to another.
- g) In the event there is no candidate available the remaining elected general members will choose a general member (subject to clear background check) to serve until the remaining term of the leaving member.

Section 5.2.4 Resignation and Vacancies

- a) Resignations. Except as provided in this paragraph, any School Advisory Board member may resign, and the resignation shall be effective upon acceptance of a written notice to the School Advisory Board unless the notice specifies a later time for the resignation to become effective. No School Advisory Board member may resign if the Board would then be left without sufficient duly elected School Advisory Board members in charge of its affairs.
- b) Events causing vacancy. A vacancy or vacancies in the School Advisory Board shall be deemed to exist upon the occurrence of any of the following:
 - a) The death or resignation of any School Advisory Board member;
 - b) The declaration by resolution of the School Advisory Board of a vacancy of the office of a School Advisory Board member who has been declared of unsound mind by a final order of court or convicted of a felony;
 - c) A two third majority vote of the School Advisory Board then in office to remove a member of the Board;

- d) The failure to elect or appoint the number of School Advisory Board members;
- e) The absence of a School Advisory Board member from regular meetings. This shall require a two third 2/3 majority vote from the School Advisory Board.

Section 5.2.5 Duties of School Advisory Board Members

- c) A School Advisory Board member is expected to work with dedication for the organization and its vision for the future.
- d) Upon leaving the School Advisory Board, the departing member shall deliver to the incumbent School Advisory Board Members all official materials no later than ten days following the end of their service date.
- e) The School Advisory Board, in mutual consultation with Tanzeel committee, shall appoint one of the School Advisory Board members to serve in the Tanzeel committee towards representing Tanzeel's interests in the School Advisory Board as well as vice-versa.

Section 5.2.6 Meetings

Regular meetings of the School Advisory Board shall be held at the Highest-ranking Leader Office (as defined in section 1.2). If any School Advisory Board member is not physically available, he or she may join the School Advisory Board meetings remotely using appropriate technological tools, such as audio, video, web-conferencing, or any other suitable means. The School Advisory Board shall have annual and monthly meetings. The Board may have more meetings as required to ensure effective operation of the school. The School Advisory Board may also conduct off-site meetings as required.

Section 5.2.7 Quorum

- a) The presence of at least four voting (4) School Advisory Board members shall constitute a quorum, which shall include at least two (2) Officers of the School Advisory Board.
- b) A simple majority is required for motions to be passed.

Section 5.2.8 Compensation

Currently serving School Advisory Board members shall not receive any compensation, including salaries, discounts, gifts, or favors for any services.

Section 5.2.9 Confidentiality of Information and Materials

- a) After leaving the School Advisory Board, the School Advisory Board member shall maintain the confidentiality of all School related information, unless withholding of such information is not in the best interest of the school, in which case, the member has the right to discuss such information with the Consultative Members.
- b) Former and Incumbent School Advisory Board members shall seek written consent of the incumbent School Advisory Board for sharing any of the intellectual and material property of the school

Section 5.2.10 General Member Election

- 5.2.10.1 General Member Election process shall be used to elect one or members from 5.2.2.a
- 5.2.10.2 Schedule: Election shall be scheduled every year on the Last Saturday of March. If the minimum voting member requirement is not met in the school board, the out of the cycle emergency election shall be conducted by ISI President.
- 5.2.10.3 For the first election only in 2023, the newly elected members' terms shall begin on 9/14/2023. The period between the first election and 9/14/2023 shall be a Knowledge Transfer period. The Knowledge Transfer period will serve as a transition time. The newly elected members may voluntarily join the board meeting as a listener.
- 5.2.10.4 Voters: All General Members are eligible to vote in the election. General members shall have one vote each. This vote can be exercised by each of the two parents or an official guardian of the student.
- 5.2.10.5 Current ISI President shall initiate the election process by inviting past ISI Presidents for the Election Committee
- 5.2.10.6 Election Committee must have at least 3 members including the current ISI President
- 5.2.10.7 Election Committee once formed must use designated isi election committee email for all the communication to ensure continuity and auditability
- 5.2.10.8 Election Committee shall appoint leads to coordinate the process
- 5.2.10.9 The Election Committee shall verify and confirm with the list of voters working with ISI Technology Lead and Admin.
- 5.2.10.10 The Election Committee shall send out nomination forms to the general members. Self nomination is prohibited.
- 5.2.10.11 The Election Committee shall inform the nominees and ask for acceptance.
- 5.2.10.12 Each accepted nominee must go through background checks.
- 5.2.10.13 The Election Committee shall publish the final candidate list post background checks.
- 5.2.10.14 The Election Committee Leads shall set up and execute election steps in online or in-person tools including but not limited to voters setup, schedule, publish results etc.
- 5.2.10.15 The Election Committee shall be dissolved once results are published.
- 5.2.10.16 For the first election in 2023 only, out of four newly elected members, the first two highest voted members shall serve 3 year term, the third highest voted member shall serve 2 year term and the fourth highest voted member shall serve 1 year term.

Section 5.3 Officers

Section 5.3.1 Officers

The officers of the School Advisory Board shall be a President, Vice-President, Secretary, and Treasurer. The School Advisory Board may also have, at its discretion; legal counsel and such other officers as may be appointed in accordance with these Bylaws.

Section 5.3.2 Duties of Officers

- a) President. The President of the School Advisory Board shall preside at meetings and exercise and perform such other powers and duties from time to time assigned to the President by the School Advisory Board or prescribed by these Bylaws. In addition,

the President shall appoint committee chairpersons, and coordinate the work of the officers and committees. The President shall cast the deciding vote in case of an evenly split decision within the board.

- b) Vice-President. The Vice-President shall preside, in the absence of the President or if there is none, at all meetings of the School Advisory Board. The Vice-President shall have such other powers and duties as may be prescribed by the School Advisory Board or by these Bylaws.
- c) Secretary. The Secretary shall attend to the following:
 - (i) The Secretary shall keep or cause to be kept a paper and electronic copy of the latest Bylaws of ISI.
 - (ii) The Secretary shall take accurate minutes at all meetings and distribute these minutes to the School Advisory Board members for approval at the meeting or the next meeting.
 - (iii) The Secretary shall keep or cause to be kept, at the principal office or such other place as the School Advisory Board may direct, a book of approved resolutions made by the School Advisory Board
 - (iv) The Secretary shall keep or cause to be kept the names, addresses, email addresses and telephone numbers of all members of the current School Advisory Board.
 - (v) The Secretary shall have such other powers and duties as may be prescribed by the School Advisory Board or by these Bylaws.
 - (vi) The Secretary shall give notice of meetings whenever notice is required.
 - (vii) The Secretary shall coordinate with the School Advisory Board members and prepare the agenda of all meetings.
- d) Treasurer. The Treasurer shall attend to the following:
 - (i) Books and records of account. The accounting records shall be kept in accordance with generally accepted accounting and auditing practices set up by American Institute of Certified Public Accountants (AICPA).
 - (ii) Deposit and disbursement of money and valuables.
 - (iii) The Treasurer shall oversee the School's revenue and expenditure reports and shall prepare the annual operating revenue and expense report in compliance with the annual budget.
- e) All officers shall:
 - (i) Deliver to their successors all official material no later than ten days following the appointment of their successors.

Section 5.4 PTO

The School Advisory Board shall ensure that a PTO exists and is operational. If it doesn't exist, the School Advisory Board shall take necessary steps to establish one by assisting the parents and teachers. School Advisory Board shall neither interfere in the election of nor appoint any PTO officers.

The purpose of PTO is:

- a) To promote the welfare of the children and youth in home, school, community, and place of worship.
- b) To bring into closer relation the home and the school, so that parents and teachers may cooperate intelligently in the education of children and youth.
- c) To develop between educators and the community members such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.
- d) To facilitate and develop a strong volunteer base to support school activities.

ARTICLE 6 RULES OF OPERATION FOR THE ORGANIZATION

Section 6.1 Budget

- a) The School Advisory Board shall have a special meeting in March of each year to set up the draft operating budget for the upcoming school year including the determination of the tuition fee. The itemized budget shall contain a schedule of income, fees, and expenses for the ensuing fiscal year.
- b) The School Advisory Board shall submit a budget for approval to ICI Shura Council by July 15th.

Section 6.2 Records and Reports

Section 6.2.1 Maintenance of Financial Records

The Board shall keep the following financial records:

- a) Adequate and correct books and records of account;
- b) All financial records must be maintained in compliance with 501(c)(3) requirements.

Section 6.2.2 Contracts, Etc., How Executed

- a) The School Advisory Board, except as otherwise provided in these Bylaws, may authorize any officer or officers in writing, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the School, and such authority may be confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the School by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- b) Any hiring for school operational purpose for which an immigration processing is required shall be approved by the School Advisory Board. The School Advisory Board shall seek legal counsel prior to the approval of immigration processing.
- c) The Shura Council shall ratify the hiring of the Highest-ranking leader of the school and once ratified, Shura Body must be notified.

- d) The Shura council must be notified prior to finalizing the termination of the contract for the Highest-ranking Leader of the School. The termination of the contract must be approved by the Shura Council.

Section 6.3 Fiscal Year

The fiscal year of the School shall begin on August 1st and end on July 31st of the following year.

Section 6.4 Disposition of Assets

- a) No part of the net revenue over/under expense of the School, shall inure to the benefit of, or be distributable to its members, trustees, Board members, officers or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.
- b) Upon the dissolution of the School, the net assets shall be distributed to ICI to be used exclusively for educational or other charitable purposes

Section 6.5 Role of the Board

- a) The Board sets policy and focuses on long-range and strategic issues. An individual board member does not become involved directly in specific management, personnel, or curricular issues.
- b) A Board member guards against conflict of interest, whether personal or business related. The Board members shall comply to the conflict of interest policies as defined by the School Advisory Board and/or ICI.
- c) Authority is vested in the board as a whole. A Board member who learns of an issue of importance to the school has the obligation to bring it to the highest-ranking leader of the school, or to the board chair, and must refrain from responding to the situation individually.
- d) Each Board member, not just the treasurer and finance committee, has fiduciary responsibility to the school for sound financial management.

ARTICLE 7 AMENDMENTS

Amendments to these By Laws may be proposed by any currently serving member of the School Advisory Board, or any of the Members. These Bylaws may be amended, repealed, or altered in whole or in part by a two third vote of all currently serving School Advisory Board members, and at least one Member at a duly organized meeting. Once the amendment(s) to the Bylaws have been approved by the School Advisory Board, they shall be sent to ICI Shura Council for their review and approval. Upon ICI Shura Council approval, the amendment shall become official. ICI Shura Council must retain an electronic copy and hard copy of the latest version of the Bylaws for their record.

ARTICLE 8 INDEMNIFICATION

All current and former members of the School Advisory Board shall be indemnified by the School against all liabilities, losses, fines, costs and expenses (including consul fees and amounts reasonably paid in the settlement or to secure the termination of litigation) reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of having been a member or officer of the School Advisory Board.

ARTICLE 9 LIMITS OF THESE BYLAWS

Bylaws of the School are subject to the ICI Constitution.

Appendix A **REFERENCES**

This section is for information purpose only.

- a) ISNA Schools Sample Bylaws

Appendix B REVISION HISTORY

This section is for informational purpose only.

Date	Version #	Name	Section	Description of Change
2/9/2007	Draft	Aslam Sherule		The first draft release
2/23/2007	0.1	Aslam Sherule		Added information only appendix sections and corrected the member categories..
2/23/2007	0.2	Aslam Sherule		Released for School Advisory Board Review and comments
6/24/2007	0.4	Jaffar Edhi, Munir Moghal, Aslam Sherule		Reviewed and edited section 5.2.4 Election etc, 5.2.8 Annual Meeting
6/24/2007	0.5	Jaffar Edhi, Munir Moghal, Aslam Sherule		Reviewed section 5.2 Board of Directors
6/24/2007	0.6	Jaffar Edhi, Munir Moghal, Aslam Sherule		Reviewed section 6 Rules of Operation for the Organization
6/26/2007	0.7	Jaffar Edhi, Munir Moghal, Aslam Sherule		Reviewed section 5.3 Officers
6/26/2007	0.8	Jaffar Edhi, Munir Moghal, Aslam Sherule		Added 5.2.16 Confidentiality,
7/4/2007	0.9	Jaffar Edhi, Munir Moghal, Aslam Sherule		Reviewed sections 5.4.1 & 5.4.2 , 5.5., 5.6. Added section 5.4.3
12/11/2007	0.92	Aslam Sherule	5.4.1	Added responsibilities of the Executive director and Islamic education director
12/12/2007	0.93	Aslam Sherule		Cleaned up the document
12/13/2007	0.94	Aslam Sherule	5.4.3	Added responsibilities of the Islamic education director
12/14/2007	0.95	Aslam Sherule	5.4.2, Appendix A	Added responsibilities of Principal, updated the ISI organizational structure diagram
12/14/2007	0.96	Jaffar Edhi, Jeelani, Munir Moghal, Aslam Sherule		Reviewed by the schoolboard.
12/15/2007	0.97	Aslam Sherule		Incorporated the comments of the School Advisory Board, cleaned up the document
12/15/2007	1.0	Jaffar Edhi, Jeelani, Munir Moghal, Aslam Sherule		Released for the review and approval of the ICI Shura body.
05/01/2008	1.1	Asif Bilal Ahmed		Modified to reflect current needs of the board
05/20/2008	1.1.1	Asif Bilal Ahmed		Created Abridged Version
07-05-2009	1.1.2	Asif Bilal Ahmed		Modified Abridged Version
06-20-2010	1.1.3	Asim Mohammed		Reworked entire document, based on input from board members
06/24/10	1.1.4	Asif Bilal Ahmed		Rewrote Article 8, indemnification, and a few more small changes.
07/25/2010	1.1.5	Asif Bilal Ahmed		Removed the term Board of Directors, and used School Advisory Board instead.
08/07/2010	1.1.6	Asif Bilal Ahmed		Final revision before submission to board.
2/1/2012	1.1.7	Luqman Thayyil		Added amendments regarding Advisory member pool, board composition and hiring of Principal and VP and termination of Principal and VP contract
09/17/2019	1.2.0	Jaffer Edhi, Muhammed Shaphy, Farhan Syed, Saqib Ishrat, Naveed Sheriff, Audrey Williams, Dua Kaylani, Bijith Moopen		Revised on top of 1.1.7 (Draft) which was pending approval. Added amendments relating to the following as key changes: Board development, PTO rep/Leader of school as ex-officio non-voting members, board role clarification, ICI-ISI MOU, Tanzeel liaison, SC & Board approval of nominations.

02/04/2021	2.0.0	Vasif Shaikh, Laith Hussein, Dua Kalyani, Ahmad Abdallah, Hassan Hye, Faysal Albaalbaki, Mohammad Albaijat, Muhammed Sajid, Qaiser Chaudhry	5.1.1, 5.2.1, 5.2.2, 5.2.3, 5.2.4, 5.2.7	Parent's committee changes merged into the official working copy. Changes made to school board member composition - appointment and election process.
02/18/2021	2.0.0	Vasif Shaikh, Dua Kalyani, Ahmad Abdallah, Hassan Hye, Faysal Albaalbaki		Review and finalize the text/language to prepare the final draft for approval.
3/15/2021	2.0.0	School Board Unanimously approved by 6/0 vote.		
3/06/2022	2.1.0	sync bylaws with constitution	1.2, 5.2.2, 5.2.3, 5.2.6, 5.2.7, 5.2.10, 7	Initial text was included for this change
5/12/2023	2.1.0	Vasif Shaikh, Naveed Shariff, Mohammad Albaijaat, Dua Kalyani, SheikDawood AbdulMajeeth, Fysal Albaalbaki, Faisal Shaikh		Review and finalize the text/language - unanimous approval by School Board.
5/16/2023	2.1.0			Shura Council rejected the motion with 4 no and 3 yes vote. Suggested 5.2.10 changes for acceptance criteria.
5/17/2023	2.2.0	Vasif Shaikh, Naveed Shariff, Mohammad Albaijaat, Dua Kalyani, SheikDawood AbdulMajeeth, Fysal Albaalbaki, Faisal Shaikh	5.2.10	Update the 5.2.10 section as per SC mandate for the approval.