

**BYLAWS**

**Council Of Sacramento Valley Islamic Organizations  
(COSVIO)**

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**This document of the COSVIO Bylaws has been reviewed and signed and is the current official version effective November 3, 2024.**

*Arwa Houry*

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**Secretary, Board of Directors**

11/03/2024

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**Date**

**Revisions**

**Revised and Effective: November 3, 2024**

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## Article 1

### NAME

#### *Section 1.01*

#### **Organization Name:**

The name of this organization shall be the Council of Sacramento Valley Islamic Organizations (COSVIO), a California non-profit, tax-exempt 501(c) (3) religious corporation.

#### *Section 1.02*

#### ***Other Names:***

*The organization can also use the following names:*

- 1. Sacramento Valley Shura Council*
- 2. Sac Shura*

## Article 2

### OFFICE

#### *Section 2.01*

##### **Principal Office**

The principal office for the transaction of the business of this corporation is located at 717 K Street, Suite 217, Sacramento, CA 95814 County of Sacramento, and State of California.

#### *Section 2.02*

##### **Other Offices**

The corporation may also have offices at such other places where it is qualified to do business, as its business may require and as the Board may from time to time designate.

## Article 3

### PURPOSE, VISION, MISSION, AND GUIDING PRINCIPLES

#### *Section 3.01*

##### **Purpose**

COSVIO is an independent organization. Its purpose is to promote Islamic teachings, understanding, and unity among all Muslims, Muslim mosques, and organizations in the greater Sacramento area. COSVIO prides itself on being a diverse organization and shall strive to maintain its vision and mission.

##### **Vision**

A united and prosperous Muslim community.

##### **Mission**

To empower the Muslim organizations to collaborate, initiate services, conduct projects, speak as one voice, and organize events to please Allah (swt) and move the community forward.

#### *Section 3.02*

##### **Guiding Principles**

1. COSVIO considers Islam as the Universal Mercy of Almighty Allah (swt), as not only a religion but also a *Deen*, a way of life.
2. COSVIO considers the Qur'an as the guiding book and the teachings of Prophet Muhammad (pbuh) for all its policies.
3. COSVIO believes in the finality of Prophet Muhammad (pbuh) as the last Messenger.
4. COSVIO embraces the Islamic Shura principle in its decision-making.
5. COSVIO Organizes unity events for its members and their communities.
6. COSVIO provides a forum to discuss and provide solutions to mutual issues facing its members and their communities.
7. COSVIO facilitates the creation of services to benefit all its members.
8. COSVIO assists in bringing harmony among its member organizations.
9. COSVIO commits to transparency in its operations and decision making processes, ensuring accountability to its members and the community.
10. COSVIO fosters relationships with other faith communities to promote mutual understanding, respect, and cooperation.

## Article 4

### ORGANIZATION

#### *Section 4.01*

The Active Membership elects the Board to run the affairs of COSVIO on its behalf.

#### *Section 4.02*

The Board consists of five directors: President, Vice President, Secretary, Treasurer and Public Relations.

#### *Section 4.03*

The governing of COSVIO Organization includes:

1. The **Membership** consists of active member organizations.
2. The **Board of Directors** with its basic duty to establish policies and manage operations on behalf of its membership.
3. The **President** is responsible for running COSVIO's operations on behalf of its Board of Directors.

## Article 5

### MEMBERSHIP

#### *Section 5.01*

##### **Qualifications**

Membership of COSVIO is open to all Islamic organizations in these counties: **El Dorado, San Joaquin, Placer, Sacramento, Sutter, Yolo and Yuba**. Members must endorse, abide by and support COSVIO's purpose, vision, mission, guiding principles and bylaws.

#### *Section 5.02*

##### **Types of Membership**

All members must conform with Islamic Principles, Jurisprudence, and Practices. They must comply with COSVIO's Guiding Principles.

##### ***Active Member***

Active members are member organizations, with voting privilege, and:

1. Successfully completed a membership request, approved by COSVIO's general membership.
2. Is a 501(c)(3) exempt organization, as defined by the IRS and the State of California.
3. Located or having a local physical office in the Sacramento Valley, as defined in Section 5.01.
4. Paid membership fees in full as determined by the general membership by the last day of the year. Initial membership fee for the purpose of these written bylaws is assessed at \$800 per organization and are due by December 31, 2024.
5. Future membership annual fee could be adjusted with a simple majority of Active Members without modification of the bylaws.

##### ***Inactive Member***

Inactive members are member organizations, without voting privileges, because:

1. Its membership request is pending.
2. Active Member requirements as outlined in Section 5.02 aren't fulfilled (dues are overdue.)

***Observer***

An observer is any organization that is invited by COSVIO membership to attend or observe its meetings.

*Section 5.03*

**Termination**

Any member organization shall be subject to admonishment, censure, suspension, or expulsion from COSVIO membership with *2/3 majority* of the Active Members.



## Article 6

### MEMBERSHIP MEETINGS

#### *Section 6.01*

##### **Membership Meetings**

Meetings of member organizations shall be held consistently to receive updates from its Board of Directors, approve new membership requests, review financial position, fill vacancies on the Board, adopt annual budget, and approve motions. Meetings will be held once every two months.

#### *Section 6.02*

##### **Notice of Meetings**

Notice of each meeting of members giving the place and time of the meeting and the specific business to be considered, shall be sent to each Active Members at least five (5) days prior to the meeting.

#### *Section 6.03*

##### **Special Meetings**

Special meetings of general membership may be called at any time by a petition to the Secretary, by the President or a majority of the Board of Directors. Notice of meeting shall be sent to Active Members at least five (5) days prior to the special meeting.

#### *Section 6.04*

##### **Membership Meeting Voting**

1. Each Active Member shall cast a vote through a **delegate**. A **delegate** is a person **designated** by the Active Member organization to represent it during COSVIO's Membership meetings.
  - a. The designation must be a formal notice from the Active Member organization to the COSVIO Board of Directors.
  - b. A list of five delegates, in the order they should vote, must be submitted as a formal notice annually from the Active Member organization to the COSVIO Board of Directors.

- c. Active Members can designate more than one delegate but only one delegate can vote on behalf of the Active Members in a specific Membership meeting.
2. Each Board Director shall cast only ONE vote.
3. No person can cast more than one vote.

*Section 6.05*

**Quorum**

A quorum shall consist of more than 50% of active members.

*Section 6.06*

**Conduct of Meetings**

1. Membership meetings shall be presided over by the President of the Board of Directors. In the absence of the President, then Vice President, then Secretary will preside over such meetings. If all three aren't present, the meeting will be postponed.
2. The order of business for membership meetings shall be as follows in the order approved by the Board and in accordance with Robert's Rules of Order:
  - i. Reading of the minutes of the previous meeting;
  - ii. Reports of the President, including all decisions made by the Board;
  - iii. Reports of other Directors or committees;
  - iv. Old business;
  - v. New business;
  - vi. Adjournment.

## Article 7

### Board of Directors

#### *Section 7.01*

##### **Number of Directors**

COSVIO shall have five (5) directors. Directors shall serve without compensation and collectively they shall be known as the Board of Directors or the Board.

#### *Section 7.02*

##### **Board of Directors Titles**

The Board of Directors shall be the President, the Vice President, the Secretary, the Treasurer, and the Public Relations Director.

#### *Section 7.03*

##### **Qualification, Election and Term of Office**

To be eligible for the nomination on the Board of Director, the nominee shall meet the following requirements:

1. Be a U.S. citizen or permanent legal resident.
2. Has not been convicted of a felony or of a criminal offense involving moral turpitude within the last 7 years from the date of filing the nomination.
3. Endorses the general principles of COSVIO.
4. Agrees to strictly abide by, and support the purpose, vision, mission, guiding principles, and bylaws of COSVIO.
5. Shall meet the minimum age of a candidate for the Board of Directors, which is 18 years old. The age requirement must be met as of the date of the election.
6. Directors shall not hold any full-time compensated position at COSVIO during their term in office.

The President, Vice President, Secretary, Treasurer, and Public Relations Director shall be elected by the Membership every 2 years, for a maximum of two consecutive terms. Active Member organizations presidents, or secretaries can vote, if not present then an Active Member delegate can vote. Directors shall serve until their successors are elected and installed. Elections shall run in June of every election year. The Board of Directors term starts on July 1 and ends on June 30.

Active members can postpone elections by up to 60 days in state-declared emergency or due to the month of Ramadan.

#### *Section 7.04*

##### **President**

The President shall:

1. Preside over all the meetings of the Board.
2. Call, preside at and be responsible for the agenda of Board meetings and Membership meetings.
3. Enforce COSVIO's bylaws and rules, policies, and regulations.

#### *Section 7.05*

##### **Vice President**

The Vice President shall:

1. Assume all the duties and authority of the President in his/her absence and assist the President in the discharge of his duties.
2. Fill the vacancy in the office of the President.

#### *Section 7.06*

##### **Secretary**

The Secretary shall:

1. Keep or cause to be kept an accurate record of the transactions of all business meetings of the members of this corporation and of the Board.
2. Be responsible for keeping the records of attendance and be custodian of all the records and papers belonging to COSVIO, posting notice, and ensuring that COSVIO members are notified, of all meetings and affairs to be voted on.
3. Shall preside over meetings in the absence of the President or Vice President.

#### *Section 7.07*

##### **Treasurer**

The Treasurer shall:

1. Oversee all financial aspects of COSVIO, including payroll, reconciliation of bank statements and accounting records, and report as needed or required by the Board.
2. Receive and safely keep all money and other property of COSVIO entrusted to his/her care per the COSVIO Financial Procedures in the appropriate COSVIO accounts, and

shall disburse the same under the direction of the Board. Ensure that all money and other properties of COSVIO are accounted for.

### *Section 7.08*

#### **Public Relations**

The Public Relations Director shall:

1. Be COSVIO's spokesperson to the media.
2. Represent COSVIO in local and regional events.
3. Issue press releases on matters that are relevant to Membership [AT2].

### *Section 7.09*

#### **Resignation:**

1. Any director who wishes to resign from the Board shall do so in a written letter or e-mail that states the reasons for the resignation from the Board. This letter or e-mail shall be dated and signed by the director. This letter shall be mailed, hand-delivered, or e-mailed to the Secretary of the Board.
2. The Board shall accept the director's resignation at the first meeting that follows its receipt by the Secretary and a vacancy is created on the Board.

### *Section 7.10*

#### **Vacancies**

When vacancies arise on the Board of Directors, the Board shall nominate one or more candidates to be voted on by Active Membership. If there are three (3) or more vacancies on the Board, then the Membership shall vote to elect vacant positions. These new directors shall serve the remaining term of the departing directors.

### *Section 7.11*

#### **Board of Directors Meetings:**

The Board shall hold regular meetings at least monthly at such time and place as may, from time to time, be designated by resolution of the Board. Meeting minutes shall be taken and made available to COSVIO's active members. Robert's Rules of Orders shall be observed during all Board meetings.

- i. A quorum shall consist of three (3) directors.
- ii. Board members must be present to vote. A proxy vote shall not be allowed.

iii. Decisions are made by a simple majority. In case of a tie, the President vote shall break the tie. If the President isn't present, then the Vice President, then Secretary.

*Section 7.12*

**Termination of Board Membership**

Any Director who fails to attend three (3) consecutive regular meetings of the Board without due cause acceptable to the Board shall cease to be a Director by Board action.

The Board of Directors shall terminate a Board member with the approval of the remaining Board Directors. The Board of Directors can choose to disclose or not disclose the termination cause.

*Section 7.13*

**Virtual Meetings by Telephone, Electronic or Similar Communication Equipment**

Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting. A written report of the meeting is to be filed with the secretary of the corporation.

## Article 8

### COMMITTEES

#### *Section 8.01*

##### **Standing Committees**

##### ***Election/Nomination Committee***

The Election/Nomination committee shall consist of a Chair and two or more members who are representing active, inactive, or observer members of COSVIO. The members of the Committee cannot be elected members of the Board of Directors.

The Committee's duties are to perform the tasks needed to prepare for and conduct all COSVIO elections in accordance with these bylaws and Robert's Rule of Order.

Candidates nominated for the Board of Directors should meet the following criteria:

1. Each candidate for the Board of Directors should meet the requirements for "Directors" as described in the COSVIO bylaws, including Section 7.03. Candidates must be nominated for representing active members at the date of the membership meeting in order to be eligible to submit an application to run for the board.
2. The Election/Nomination Committee will review and ensure all candidates are eligible. All eligible nominees will have his/her name placed on the slate of candidates for the Board of Directors.
3. Election/Nomination Committee should develop an election procedure to be approved by a simple majority of Active Members.

#### *Section 8.02*

##### ***Functional Committees***

The Board may form additional Functional Committees as necessary to serve special needs of the community.

1. Such committees must abide by the policies of COSVIO as stated in these bylaws, and by the Articles of Incorporation.
2. Such committees must have their own manuals, procedures and regulations approved by the Board.
3. No committees are allowed to be formed within COSVIO, other than what is specified in these bylaws.

4. The Board may dissolve any of these committees.



## Article 9

### CORPORATE RECORDS, REPORTS AND SEAL

#### *Section 9.01*

##### **Records**

The corporate records, reports, and seals shall be kept at the corporation's principal office, or at such other places as the Board may designate.

#### *Section 9.02*

##### **Minutes**

The Corporation shall keep a book of minutes of all meetings of Directors and of all its membership meetings, with the time and place of holding, the names of those present at Board meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

#### *Section 9.03*

##### **Books of Accounts**

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

#### *Section 9.04*

##### **Inspection of Records by Directors**

The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

#### *Section 9.05*

##### **Inspection of Records by Members**

The books of account and the minutes of meetings of the members, Directors and Committees, shall be open to inspection on the written demand of any active member at any reasonable time.

*Section 9.06*

**Annual Report and Financial Statement**

The Board may provide for the preparation and submission to the members of a written annual report. Such report, if required by the Board, shall summarize COSVIO's activities for the preceding year and activities projected for the forthcoming year. The Board shall provide for preparation and submission to the members of annual financial statements, each of which shall consist of a balance sheet as of the close of business of the corporation's fiscal year, a statement of income and expenses, containing a summary of receipts and disbursements, be prepared in such manner and form as is required by generally accepted accounting principles and sound accounting practices, and be certified by the President, Secretary, and Treasurer.

*Section 9.07*

**Corporate Seal**

The Board may adopt, use, and, at will, alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

## Article 10

### FISCAL YEAR

#### *Section 10.01*

The fiscal year of COSVIO shall be from July 1 to June 30 of the following year.

## Article 11

### BYLAWS

#### *Section 11.01*

##### **Effective Date**

These Bylaws shall become effective on September 15, 2024. Amendments to these Bylaws shall become effective immediately on their adoption unless the members in adopting them provide that they are to become effective at a later date.

#### *Section 11.02*

##### **Amendment**

Amendments to these Bylaws may be proposed by Active Membership on its own motion. The proposed amendment must, however, be voted on at a membership meeting, by Active Membership, at which it is presented by 2/3<sup>rd</sup> majority.

#### *Section 11.03*

##### **Certification and Inspection**

The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded, and kept in a book which shall be open to inspection by the members at all reasonable times during office hours. The Secretary shall file these bylaws once in effect to the State Department of Corporations and the Internal Revenue Service.