



**Bylaws of**  
**The Indianapolis**  
**Muslim Community Association**  
**(IMCA)**

Last updated on February 2025

Version 1.0



## **ARTICLE 1: Name and Purpose**

### **Section 1: Name**

The name of this organization shall be the Indianapolis Muslim Community Association, Inc., hereinafter referred to as IMCA.

### **Section 2: Mission**

IMCA is committed to building a vibrant, healthy, sustainable Muslim community in central Indiana.

Anchored in faith, celebrating our diverse heritage, and placing youth at the forefront, we are dedicated to uplifting and serving through collaboration with the broader Muslim community and society at large.

### **Section 3: Headquarters**

The IMCA Headquarters is located at 2846 Cold Spring Road, Indianapolis, Indiana 46222, and two-thirds of the Board of Directors can change the location.

## **ARTICLE 2: IMCA Creed**

The IMCA is a faith-based organization and community founded on the teachings of the Qur'an and Sunnah with contemporary application of Islamic principles within the U.S.

## **ARTICLE 3: Membership**

### **Section 1: Membership**

An IMCA member is an individual who has completed the membership registration process, paid the annual membership dues as specified by the BOD, and agrees to abide by the Bylaws of IMCA. General Members are entitled to participate in IMCA's activities, volunteer for its events and committees, and vote in elections, provided they meet the voting eligibility requirements outlined in these Bylaws. The BOD may offer, from time to time, complimentary membership to individuals who donate more than a threshold set by the BOD.

All IMCA members shall adhere to the following guidelines and provisions:

- Must be a Sunni Muslim, agree to abide by IMCA's Articles of Incorporation and Bylaws, and act in IMCA's best interests.



- Must be an Indiana resident as defined by the Indiana tax code and must apply with the required dues unless the BOD issues a complementary membership.
- Must be at least 18 years of age.
- Members may run for leadership positions at 25 years or older if in good standing.
- Membership is subject to approval.
- Membership applications within two weeks of elections may be accepted but will not qualify for vote in that election cycle.
- The BOD may revoke membership for non-compliance with the Bylaws.

### **Section 2: Membership Dues**

The BOD has the authority to determine and adjust membership dues. The membership fee will be waived because of inability to pay, provided the applicant meets all other membership requirements and provides necessary documentation of financial hardship. The fee will also be waived for volunteers who contributed significantly to IMCA or its subsidiaries.

## **ARTICLE 4: Governance Structure**

IMCA shall be governed by a Board of Directors (BOD) elected by the eligible members.

## **ARTICLE 5: Board of Directors**

### **Section 1: Composition**

The BOD shall consist of at least five (5) and, at most, eleven (11) members. The Executive Director shall be a non voting BOD member. IMCA, as an organization, will strive to be a governing body that reflects the diversity of the Muslim community in terms of gender and ethnicity.

### **Section 2: Qualifications**

Board members must:

- Abide by the Bylaws and the Code of Ethics of IMCA and swear the oath of office as specified in the Bylaws.
- Shall not be related as a spouse, child, parent, grandparent, grandchild, or cousin of any current Director.
- Be a member or volunteer in one of IMCA's subsidiaries or committees for at least six (6) months prior to the elections.
- Be at least 25 years old.
- The member must be a current resident of Marion or surrounding counties.



- Shall not be a current employee, contractor, consultant, or hold any leadership position with IMCA and its subsidiaries' management.
- Not being a Trustee, Director, or Employee (or equivalent) of any other Islamic center or masjid.

### **Section 3: Terms**

1. Board members shall serve a term of three (3) years and may run for re-election.
2. No BOD member shall serve more than two (2) consecutive terms.
3. Terms shall be staggered to ensure continuity. Terms less than (3) years for a subset of Board members may be devised in election cycles where a large fraction of BOD seats are up for election to restart staggering.

### **Section 4: Duties and Responsibilities**

The Board of Directors shall govern and be the highest level of accountability to the mission and the bylaws of the IMCA through

- Ensure compliance with local, state, and federal laws related to nonprofit religious organizations.
- Approve policies and oversee their implementation.
- IMCA must ensure its financial health and viability to realize its current and future strategic goals.
- Ensure financial accountability and compliance with applicable laws and regulations.
- Appoint, evaluate, and terminate the Executive Director.
- Approve the annual budget.
- Taking an active role in securing the annual budget through personal contributions and fundraising activities.
- Approval of all IMCA partnerships.

### **Section 5: Officers (Executive Committee)**

The Board shall elect the following officers, collectively known as the Executive Committee:

- **President** to undertake the following duties:
  - Presides over Board meetings.
  - Manages the business of the Board
  - Supervises and directs all other officers of the IMCA BOD and ensures that their duties are appropriately performed.
  - Ensure that all orders and resolutions of the BOD are carried into effect.
  - Serves as the point of contact with the Executive Director.
- **Vice President** to undertake the following duties:



- Assists the President in carrying out the responsibilities of the presidency.
- Shall be vested with all the powers and perform all duties of the President during the latter's absence.
- **Secretary** to undertake the following duties:
  - Keeps records and takes notes of the BOD's meetings, votes, resolutions, actions, and other matters as directed by the President.
  - Coordinates with the President and the rest of the BOD members to prepare the agenda for the meeting and make arrangements for all meetings.
- **Treasurer** to undertake the following duties:
  - General supervision and oversight of the fiscal affairs of IMCA.
  - Ensure that a complete and accurate accounting of all financial transactions is made.
  - Ensure that regular accounts are kept in the books of IMCA, which books and accounts shall be open to inspection by any BOD member.
  - Oversees regular audits of IMCA financial records.

#### **Section 6: BOD Code of Conduct**

- We work for the unity of all Muslims in Central Indiana and avoid involvement in creating divisions and sects.
- The Board of Directors (BOD) interprets the Bylaws as the final authority.
- The BOD, as a body, shall have the final authority to settle and resolve disputes and disagreements among its members on matters related to IMCA.
- No single member of the Board shall have the authority or the right to act on behalf of the BOD without the BOD authorizing such an act.
- No IMCA Board member shall be a board member of another Muslim organization with a similar purpose nor indulge or interfere in its governance.
- An employee of IMCA may not serve on the BOD of IMCA.
- Sincere consultation (shura) is the primary mode of making decisions and resolving issues based on the principles of justice, inclusiveness, and mutual respect.
- The interest of the organization and community is above the interest of individuals.

#### **Section 7: Vacancies**

In case of a vacancy, the BOD shall elect a replacement within ninety (90) days. A vacancy may occur due to:

- Death of a member.
- Relocation from the area for over a year.
- Resignation is effective immediately and does not require BOD acceptance.
- Removal by the BOD.
- The replacing BOD member shall serve the remainder of the replaced member's term.



### **Section 8: Removal**

A two-thirds (2/3) majority vote can remove any BOD member. Grounds for removal include:

- Violations of the Bylaws.
- Misuse or misappropriation of funds.
- Acts damaging to IMCA's interests.
- Members convicted of a criminal offense shall be automatically removed.
- Inactivity and lack of participation.

## **ARTICLE 6: Meetings and Records**

### **Section 1: BOD Meetings**

- Regular meetings shall be held at least quarterly.
- Special meetings may be called by the President or upon request of at least three (3) BOD members.
- Each BOD member in attendance shall be entitled to one vote.
- All meetings, resolutions, and voting records shall be the official records of IMCA and shall be maintained in perpetuity. Measures will be taken in collaboration with the Executive Director to ensure a backup of all such records is maintained and how to access the records and the backup records.

### **Section 2: Quorum**

A quorum for BOD meetings shall consist of a simple majority.

### **Section 3: Confidentiality**

BOD members shall not discuss or disclose confidential information about the IMCA or its activities to any person or entity unless such information is already public knowledge or such person or entity needs to know. Directors shall use discretion and good judgment when discussing the IMCA's affairs with third parties. Each Director shall execute a confidentiality agreement consistent herewith upon being voted into and accepting appointment to the Board.

## **ARTICLE 7: Conflict of Interest**

### **Section 1: Purpose**

This policy aims to prevent conflicts between personal interests and organizational duties.



## **Section 2. Definition of Conflict of Interest**

A conflict of interest arises when an IMCA BOD member or staff:

1. Has a direct or indirect financial interest in a transaction or arrangement under consideration by the Board of Directors.
2. Holds a position of influence in another organization that may benefit from IMCA's resources, funds, or decisions.
3. Engages in activities that compete with or impede the interests of IMCA.
4. Uses their position in IMCA for personal gain or to benefit relatives, business partners, or close associates.

## **Section 3: Disclosure**

All conflicts must be disclosed in writing to the President and be shared with the rest of the BOD members.

## **Section 4: Recusal**

A BOD member receiving compensation for services rendered for IMCA or one of its affiliate organizations shall be treated as an employee, contractor, or temporary service provider and shall not vote on any matter that constitutes a conflict of interest.

## **Section 5: Violations**

Failure to disclose conflicts may result in disciplinary action, including removal from the Board.

# **ARTICLE 8: Election of the Board**

## **Section 1: Election Committee**

1. The Executive Director shall form the election committee and present it to the BOD for approval.
2. Committee members may not seek or accept nominations for the BOD.
3. Election Committee members may not be current BOD members or IMCA employees.
4. The committee shall strive for diversity in terms of gender, ethnicity, and age.

## **Section 2: Election Process**

1. The BOD will introduce election policies and approve all election processes, and the Executive Director shall serve as a liaison between the BOD and the election committee.
2. The BOD shall announce the opening of nominations for Board candidates at least sixty (60) days before the election.



3. Membership lists shall be finalized one (1) month before the election and made available to IMCA members to enable verification of membership status.
4. Membership disputes shall be submitted within one (1) week of finalizing the membership list and resolved by the election committee within one (1) week of the submission.
5. The committee shall receive nominations and ensure that candidates meet the qualifications to run for BOD at least two weeks before the election.
6. General elections will be held in a timeframe determined by the election committee and may be conducted in person or electronically as the BOD decides. The nominees with the most votes corresponding to the number of vacancies shall be declared elected.

### **Section 3: Election Integrity**

The elections must be free and fair and must ensure transparency and integrity.

### **Section 4: Election Challenges**

Any challenges to the election process must be submitted in writing to the Election Committee at least one (1) week before election day. Any challenges to the vote counting must be submitted to the Election Committee immediately after the announcement of results. The Election Committee has a maximum of 48 hours to address any challenges to the vote count and announce the final results.

## **ARTICLE 9: Separation of Governance and Management**

### **Section 1: Governance Role of the Board of Directors**

The Board of Directors (BOD) oversees IMCA's governance, strategic direction, and policy-making.

### **Section 2: Management Role of the Executive Director**

The Executive Director is responsible for IMCA and its subsidiaries' day-to-day operations and for implementing the policies and strategies set by the BOD. The Executive Director may also propose policies or procedures for the Manual, which the BOD will review and approve.

### **Section 3: Distinction Between Governance and Management**

Individual BOD members are not authorized to issue directives to the Executive Director except on a matter delegated to them by the BOD in a formal decision by the Board.



#### **Section 4: Accountability and Communication**

The Executive Director is responsible for the IMCA's day-to-day operations, including any staff or committees formed. The Executive Director shall report to the BOD regularly on financial performance, program outcomes, and critical organizational matters.

### **ARTICLE 10: IMCA Staff and Subsidiaries**

#### **Section 1: Executive Director**

- Serves as the face of IMCA and acts always according to the best interest of the organization
- Proposes and maintains the IMCA annual budget approved by the BOD.
- Directs and supervises all IMCA and its subsidiaries' operations.
- Hires, evaluates, and terminates IMCA Staff or delegates within IMCA bylaws and policies.
- Determines the salaries and other compensation of IMCA staff
- Maintains the properties and the assets of the IMCA
- Approves all transactions below \$10,000
- Signs all contracts between IMCA and contractors
- Shall be a member of all governance committees.

#### **Section 2: Current Subsidiaries:**

- Masjid Al-Fajr
- MTI School of Knowledge
- Al-Ilm Weekend School
- Cemetery
- Food Pantry

The BOD may add or remove subsidiaries as they see fit based on current and future IMCA strategic planning and goals. Subsidiaries are wholly owned by IMCA and shall have no legal status of their own.

#### **Section 3: Reporting**

All IMCA subsidiaries, staff, and volunteers report to the Executive Director.

### **ARTICLE 11: Financial Policies**



### **Section 1: Budget**

The Executive Director shall prepare the following year's annual budget in collaboration with subsidiary leaders and submit it to the BOD for approval by June 30 of the current year.

### **Section 2: Financial Policies and Procedures**

The BOD shall approve all financial policies and controls, which the Executive Director will oversee.

### **Section 3: Bank Accounts and Signatures**

1. The President, Treasurer, and Executive Director shall set up such accounts to ensure the smooth operation of IMCA's financial affairs.
2. The President, Treasurer, and Executive Director shall be the signatories for those accounts.
3. Checks or expenditures of \$10,000 or more require two signatures.

## **ARTICLE 12: Indemnification**

IMCA shall indemnify its Board, officers, and employees from liabilities arising from actions performed in their duties under the bylaws.

## **ARTICLE 13: Amendments**

### **Section 1: Proposal for Amendments**

1. The Board of Directors may initiate proposals for amendments to these Bylaws.
2. Members of IMCA may submit suggestions for amendment for consideration by the BOD. Proposed amendments must be distributed to the membership at least fifteen (15) days before a vote.

### **Section 2: Approval of Amendments**

1. The BOD will initiate amendments to these Bylaws and then present them to the IMCA members for suggestions and voting.
2. The quorum to approve the Bylaws by the IMCA members shall be 20% of the total members and 60% of the BOD quorum.

## **ARTICLE 14: Decision-Making and Arbitration**



### **Section 1: Decision-Making**

All decisions by the Board of Directors shall follow Islamic principles of Shura (consultation) and require a majority vote unless otherwise specified.

### **Section 2: Arbitration**

Any dispute arising under these Bylaws shall be referred to a binding arbitration by the Islamic Society of North America (ISNA) or a similar arbitrating body.

## **ARTICLE 15: Dissolution**

### **Section 1: Dissolution of IMCA**

In the event of IMCA's dissolution, after payment of liabilities, the assets shall be disposed of to the North American Islamic Trust (NAIT) or to an organization that qualifies under Section 501(c)(3) of the Internal Revenue Code and has purpose and objective similar to IMCA as decided by a vote of the current BOD at the time of dissolution.

## **APPROVALS**

These Bylaws were approved and signed by the Indianapolis Muslim Community Association (IMCA) Board of Directors on \_\_\_\_\_, after the general IMCA member approved it on \_\_\_\_\_