

Bylaws of Muslim Women of Frederick, Inc.

ARTICLE I: NAME AND OFFICES

Section 1.1: Official Name

The official name of this nonprofit corporation shall be "**Muslim Women of Frederick, Inc.**" (hereinafter referred to as the "Corporation").

Section 1.2: Principal Office

The principal office of the Corporation shall be located at:

9110 Charterhouse Road, Frederick, MD 21704, United States

The Corporation may maintain additional offices as necessary for its operations.

Section 1.3: Registered Agent

The Corporation shall maintain a registered agent in the State of Maryland as required by law.

Section 1.4: Official Domain and Digital Presence

1. The Corporation's primary domain shall be: "Islam4women.org"
2. For marketing and outreach purposes, the Corporation may use the following additional domains:
3. All digital properties shall be registered in the Corporation's name and maintained by designated staff or volunteers.
4. The Corporation shall maintain social media accounts under consistent branding.

ARTICLE II: PURPOSE AND MISSION

Section 2.1: Nonprofit Status

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, EIN: 93-1589001.

Section 2.2: Mission Statement

The mission of Muslim Women of Frederick, Inc. is to provide free food distribution and nourishment programs that uplift women, children, and underserved families in Frederick County and surrounding areas — ensuring food security, dignity, and community support for all, regardless of background, circumstance, or need.

Section 2.3: Specific Purposes

The Corporation shall:

1. Operate weekly food distribution programs providing halal groceries, fresh produce, and essential items to families in Frederick County
2. Organize community-based meal programs for women, children, seniors, and low-income families in Maryland
3. Provide nutrition education and family support services tailored to the Frederick community
4. Offer emergency food assistance for families facing crisis or hardship in Central Maryland
5. Empower Muslim women through volunteerism, faith-based service, and charitable giving
6. Build community partnerships to address food insecurity in Frederick County and surrounding areas
7. Conduct fundraising activities to support these charitable purposes
8. Advocate for policies supporting food security and women's empowerment in Maryland

Section 2.4: Geographic Focus

While headquartered in Frederick, MD, the Corporation may serve communities throughout Maryland and the Washington D.C. metropolitan area as resources allow.

Section 2.5: Tax-Exempt Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE III: MEMBERSHIP

Section 3.1: Classes of Membership

The Corporation shall have the following classes of membership:

1. General Members: Muslim women who actively participate in Corporation activities
2. Volunteer Members: Individuals who regularly volunteer with the Corporation
3. Community Partner Members: Organizations in Frederick County that partner with the Corporation
4. Supporting Members: Donors who provide significant financial support (non-voting)
5. Honorary Members: Individuals recognized for exceptional service to the Frederick community (non-voting)

Section 3.2: Eligibility

Membership is open to any Muslim woman who supports the Corporation's mission and meets membership criteria established by the Board of Directors. Non-Muslim allies may participate as volunteers or partners.

Section 3.3: Rights and Responsibilities

1. General Members shall have voting rights in membership meetings
2. All members shall uphold Islamic values of compassion, charity, and community service

3. Members shall respect the dignity and privacy of all individuals served
4. Members shall actively participate in Corporation activities and community service

Section 3.4: Dues and Contributions

Membership dues, if any, shall be established by the Board of Directors. No individual shall be denied membership due to inability to pay dues.

Section 3.5: Termination of Membership

Membership may be terminated for:

1. Conduct contrary to the Corporation's values or mission
2. Failure to meet membership obligations
3. By majority vote of the Board of Directors

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1: Powers and Duties

The affairs of the Corporation shall be managed by its Board of Directors, which shall have all powers necessary to conduct the Corporation's business, except as limited by these Bylaws.

Section 4.2: Composition

The Board shall consist of no fewer than five (5) and no more than eleven (11) Directors, including:

1. Chairperson
2. Vice Chairperson
3. Secretary
4. Treasurer
5. Program Director
6. Community Relations Director
7. At least three (3) additional Directors representing diverse backgrounds

Section 4.3: Qualifications

Directors must:

1. Be Muslim women who support the Corporation's mission and values
2. Reside or work in Frederick County or surrounding Maryland communities
3. Have relevant experience in nonprofit management, community service, business, or related fields
4. Commit to attending regular Board meetings and Corporation events
5. Pass any required background checks
6. Demonstrate commitment to serving the Frederick community

Section 4.4: Election and Term

1. Directors shall be elected by the membership at the Annual Meeting
2. Directors shall serve three-year terms, staggered for continuity
3. Terms shall begin on July 1 and end on June 30 three years later
4. No Director shall serve more than three consecutive terms (nine years)
5. After a one-year hiatus, former Directors may be re-elected

Section 4.5: Meetings

1. **Regular Meetings:** The Board shall meet at least quarterly (March, June, September, December)
2. **Special Meetings:** May be called by the Chairperson or any three Directors with 7 days notice
3. **Annual Retreat:** The Board shall hold an annual strategic planning retreat
4. **Quorum:** A majority of sitting Directors constitutes a quorum
5. **Virtual Meetings:** Directors may participate via teleconference or video conference
6. **Meeting Location:** Meetings shall be held in Frederick County, MD or virtually

Section 4.6: Removal

A Director may be removed for cause (including excessive absences, ethical violations, or failure to fulfill duties) by two-thirds vote of the remaining Directors.

Section 4.7: Vacancies

Vacancies shall be filled by Board appointment until the next Annual Meeting, when the position shall be filled by election for the remainder of the term.

Section 4.8: Compensation

Directors shall serve without compensation, though reasonable expenses may be reimbursed with prior Board approval.

ARTICLE V: OFFICERS

Section 5.1: Officers

The officers of the Corporation shall be:

1. **Chairperson:** Presides at all meetings, oversees Board operations, represents the Corporation
2. **Vice Chairperson:** Assists the Chairperson, presides in their absence, oversees committees
3. **Secretary:** Maintains records, minutes, and official documents, ensures compliance
4. **Treasurer:** Oversees financial matters, budgeting, reporting, and compliance
5. **Program Director:** Oversees food distribution and community programs
6. **Community Relations Director:** Manages partnerships and public relations

Section 5.2: Election

Officers shall be elected by the Board of Directors annually at the first meeting following the Annual Membership Meeting (July meeting).

Section 5.3: Executive Director

The Board may appoint an Executive Director to manage day-to-day operations, who shall serve at the pleasure of the Board and report to the Chairperson.

ARTICLE VI: COMMITTEES

Section 6.1: Standing Committees

The Board shall establish the following standing committees:

1. **Executive Committee:** Composed of officers, with limited power to act between Board meetings
2. **Finance Committee:** Oversees budgeting, financial reporting, audits, and investments
3. **Program Committee:** Oversees food distribution, nutrition programs, and community services
4. **Development Committee:** Oversees fundraising, donor relations, and grant writing
5. **Nominating Committee:** Identifies and recommends Board and officer candidates
6. **Outreach Committee:** Manages community partnerships and volunteer coordination

Section 6.2: Ad Hoc Committees

The Board may establish additional committees as needed for specific projects or initiatives.

Section 6.3: Committee Membership

1. Committee chairs shall be appointed by the Board Chairperson, with Board approval
2. Committee members may include non-Board members with relevant expertise
3. Each committee shall have at least one Board member

Section 6.4: Committee Reports

Committees shall report to the Board at each regular meeting.

ARTICLE VII: FINANCIAL MATTERS

Section 7.1: Fiscal Year

The Corporation's fiscal year shall run from July 1 to June 30.

Section 7.2: Budget

1. The Finance Committee shall prepare an annual budget for Board approval prior to July 1
2. The Board shall monitor budget performance quarterly
3. Budget revisions require Board approval

Section 7.3: Financial Controls

1. All funds shall be deposited in accounts in the Corporation's name at FDIC-insured institutions
2. Two signatures shall be required for checks over \$1,000 (Chairperson, Treasurer, or Executive Director)
3. Credit card usage shall be limited and require Board approval
4. The Treasurer shall provide detailed financial reports at each Board meeting
5. All expenses over \$500 require prior approval

Section 7.4: Annual Review

An annual financial review shall be conducted by an independent accountant or audit committee.

Section 7.5: Restricted Funds

Donor-restricted funds shall be used only for their designated purposes and separately accounted for.

Section 7.6: Investment Policy

The Board shall establish and periodically review an investment policy for any reserve funds exceeding \$10,000.

Section 7.7: Tax Compliance

The Corporation shall maintain its 501(c)(3) status and file all required federal and state tax returns.

ARTICLE VIII: MEETINGS OF MEMBERS

Section 8.1: Annual Meeting

The Corporation shall hold an Annual Meeting of members each year in June, at a time and place in Frederick County determined by the Board.

Section 8.2: Special Meetings

Special meetings may be called by the Board or by petition of 25% of voting members.

Section 8.3: Notice

Written notice of meetings shall be provided at least 21 days in advance via email and posted on the Corporation's website.

Section 8.4: Voting

1. Each General Member present shall have one vote
2. Voting by proxy shall not be permitted
3. Simple majority rules unless otherwise specified

Section 8.5: Quorum

Twenty-five percent (25%) of voting members shall constitute a quorum.

Section 8.6: Agenda

The Annual Meeting agenda shall include:

1. President's report
2. Financial report
3. Committee reports
4. Election of Directors
5. Strategic priorities discussion
6. Other business

ARTICLE IX: CONFLICT OF INTEREST

Section 9.1: Policy

The Corporation shall maintain a comprehensive Conflict of Interest Policy applicable to all Directors, officers, employees, and key volunteers.

Section 9.2: Annual Disclosure

All covered individuals shall annually complete and sign conflict of interest disclosure statements.

Section 9.3: Review Process

The Board shall review all disclosed conflicts annually and as they arise.

Section 9.4: Recusal

Individuals with conflicts shall recuse themselves from related discussions, deliberations, and decisions.

Section 9.5: Documentation

All conflicts and recusals shall be documented in meeting minutes.

ARTICLE X: INDEMNIFICATION

Section 10.1: Protection

To the fullest extent permitted by Maryland law, the Corporation shall indemnify its Directors, officers, employees, and volunteers against liabilities incurred in good faith service to the Corporation.

Section 10.2: Insurance

The Corporation shall maintain Directors and Officers liability insurance with appropriate coverage limits.

Section 10.3: Legal Support

The Corporation may advance legal expenses to covered individuals subject to reimbursement if indemnification is not warranted.

ARTICLE XI: AMENDMENTS

Section 11.1: Proposal

Amendments to these Bylaws may be proposed by any Director or by petition of 20% of voting members.

Section 11.2: Board Approval

Proposed amendments shall be reviewed by the Board and may be adopted by two-thirds vote of the Board of Directors.

Section 11.3: Member Notification

All adopted amendments shall be communicated to members within 30 days.

Section 11.4: Major Amendments

Amendments affecting membership rights, dissolution procedures, or fundamental purposes shall require member ratification at the next Annual Meeting.

ARTICLE XII: DISSOLUTION

Section 12.1: Process

Dissolution shall require:

1. Two-thirds vote of the Board of Directors
2. Two-thirds vote of voting members at a special meeting
3. Compliance with Maryland nonprofit corporation law

Section 12.2: Asset Distribution

Upon dissolution, after paying all debts and obligations, remaining assets shall be distributed to one or more qualified 501(c)(3) organizations serving similar purposes in Frederick County, Maryland, as determined by the Board.

Section 12.3: Prohibition

No assets shall be distributed to any Director, officer, member, or private individual.

ARTICLE XIII: OPERATIONAL POLICIES

Section 13.1: Code of Conduct

All representatives shall adhere to a Code of Conduct reflecting Islamic values, professional standards, and Maryland nonprofit requirements.

Section 13.2: Whistleblower Protection

The Corporation shall protect individuals who report suspected misconduct in good faith and prohibit retaliation.

Section 13.3: Document Retention

The Corporation shall maintain a Document Retention Policy meeting Maryland legal requirements for:

- Financial records (7 years)
- Board minutes (permanent)
- Donor records (permanent)
- Program records (5 years)

Section 13.4: Volunteer Management

The Corporation shall maintain comprehensive policies for volunteer recruitment, screening, training, supervision, and recognition.

Section 13.5: Privacy Policy

The Corporation shall protect personal information of clients, donors, and volunteers in compliance with applicable laws.

Section 13.6: Program Evaluation

The Corporation shall regularly evaluate program effectiveness and community impact.

ARTICLE XIV: ADOPTION AND EFFECTIVE DATE

Section 14.1: Initial Adoption

These Bylaws were initially adopted on March 15, 2024.

Section 14.2: Effective Date

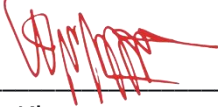
These Bylaws shall become effective immediately upon adoption.

Section 14.3: Supersession

These Bylaws supersede any previous bylaws or governance documents.

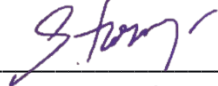
Section 14.4: Certification

Certified as adopted by the Board of Directors of Muslim Women of Frederick, Inc. on this 15th day of March, 2024.

Signature:  _____

Name: Tania Khan

Title: Chairperson, Board of Directors

Signature:  _____

Name: Fatima Ayub

Title: Secretary, Board of Directors