

# SOCIETY FOR THE STUDY OF MUSLIM ETHICS

## BY-LAWS

### Article I: Name, Nature, and Purpose

Section 1: As set out in the Articles of Incorporation, the name of this organization shall be the Society for the Study of Muslim Ethics (SSME).

Section 2: The SSME shall be a nonprofit, nonpolitical, and nonsectarian charitable and educational organization incorporated as such under the laws of the State of Minnesota and federal tax authorities of the United States of America (EIN: 61-1601271).

Section 3: The specific arenas in which the Corporation shall operate, as set out in the Articles of Incorporation, are as follows: The SSME shall be dedicated to advancing intellectual inquiry in Muslim ethics, including the relation of Muslim ethics to other ethical traditions and to social, political, and economic problems. The Society shall support academic work in both philosophical and applied ethics, historical as well as contemporary issues. The Society shall also promote the teaching of Muslim ethics in colleges, universities, and theological schools; improve understanding of Muslim ethics in the broader society through publications and other educational activities; and provide a community of discourse and debate for those engaged professionally in the study of Muslim ethics.

### Article II: Membership

#### Section I: Eligibility

Persons eligible for membership shall include (1) college, university, or seminary teachers of Muslim ethics; (2) persons teaching in similar institutions in other fields who are concerned with the relation of Muslim ethics to their subject matter; (3) persons whose full-time professional work in religious, government, social institutions or elsewhere is related to the purposes of the Society. Candidates for membership must have at least one of the following: a Ph.D. or equivalent degree, scholarly publications in religious ethics, or a full-time teaching position in ethics or related fields in an accredited institution of higher learning.

Graduate students in ethics or related fields may become members of the Society upon matriculation into a graduate program. This status ordinarily may be retained for not more than ten years for doctoral students and not more than five years for other graduate students.

Membership is open to all persons who fulfill the criteria above regardless of their race, sex, age, nationality, ethnicity, religious convictions, sexual orientation, or physical condition.

## Section 2: Election to Membership

Membership in the Society shall be granted by a majority vote of the Board of Directors. Applications for membership shall be made in writing to the Chair of the Membership Committee, who shall present the same to the Board of Directors for its action.

## Section 3: Professional Conduct of Members

The Society will conduct all its business in a manner appropriate to its purposes (see Article I), and expects members to conduct themselves within the Society in a manner appropriate to the purposes of the Society. Achievement of those purposes—the formation of a community of discourse, debate, and research which engages in scholarly work in and teaching of Muslim ethics in relation to social, economic, political, and cultural problems—requires members to respect both the basic human dignity of all persons and the recognized social and political rights of individuals which proceed from that dignity. Society members, agents, or employees acting within the Society will therefore refrain from any form of harassment or unjust discrimination, in deed or word, based in race, sex, age, nationality, ethnicity, religious conviction, sexual orientation, or physical condition. Respect for the work and property of others will exclude plagiarism, copyright infringement, and unacknowledged use of the research of others.

Nothing in this Section shall be interpreted to prohibit members of the Society from articulating the positions of their respective religious traditions or belief systems, nor shall this Section be interpreted to prohibit open and vigorous discussion of controversial issues by members of the Society, both within its meetings and elsewhere.

## Section 4: Maintenance of Membership

Membership in the Society shall be maintained by payment of the annual dues. Membership shall be terminated by resignation or by failure to pay annual dues. Reinstatement of membership will automatically accompany the payment of annual dues.

## Section 5: Dues

The Board of Directors, in consultation with the Membership Committee, shall set membership dues. The term of membership shall be for one calendar year, beginning January 1.

## Section 6: Resignation

Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary-Treasurer. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments to the Society.

### Section 7: Termination of Membership for Cause

Membership in the Society may be terminated, suspended, or restricted for cause by vote of two-thirds (2/3) of the members of the Board of Directors. The Board shall provide the member in question with no less than fifteen (15) days' prior written notice of the proposed expulsion, suspension, termination, or restriction and the reasons thereof. The Board shall also provide an opportunity for the member to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, termination, or restriction. It shall be the responsibility of the President of the Society, in consultation with the Board of Directors, to formulate and implement further details of a procedure that are fair and reasonable given the circumstances of the case, including but not limited to its timing relative to the regularly scheduled meetings of the Board, and the geographic proximity of the member in question and the members of the Board. Nothing in this provision shall be construed to limit the right of the Society to terminate, suspend, or restrict membership for nonpayment of dues.

### Section 8: Action by the Membership to Elect Directors by Written Ballot

In accord with the Society's Articles of Incorporation, these By-laws stipulate that the members of the Corporation shall elect Directors in such number so that elected Directors comprise a majority of the total number of Directors of the Corporation. The election of a Director to a seat chosen by the members shall be accomplished by effecting such action "without a meeting of the membership" in accord with the procedures setting forth "actions by ballot" in Minnesota Statutes Section 317A.447, or its successor. Those procedures establish that:

1. Solicitations for votes by written ballot must: (a) indicate the number of responses needed to meet the quorum requirements; and (b) specify the time by which a ballot must be received by the Corporation in order to be counted.

2. The Corporation may deliver a ballot by electronic communication only if the Corporation complies with appropriate statutory provisions (now in Section 317A.450, subd. 5), as if the ballot were a notice; furthermore, consent by a member to receive notice by electronic communication in a certain manner constitutes consent to receive a ballot by electronic communication in the same manner; and, finally, that ballots delivered by members back to the Corporation by electronic communication are valid only if authenticated as provided in accord with appropriate statutory provisions (now in Section 317A.011, subd. 3a).

3. No action shall be effected or otherwise valid unless the number of votes cast by ballot for a Director's seat is equal to or exceeding the quorum hereunder established, which number (of the total members eligible to then vote by such ballot) shall be ten (10) percent of all such members.

4. Until such times as the Board shall provide otherwise by amendment to the Articles of Incorporation or these By-laws, a ballot, once delivered to the Corporation, may not be revoked.

## Section 9: Membership Meetings

The Society shall hold an Annual Meeting at a time and place to be determined by the Board of Directors, for the reading and discussing of scholarly papers, the convening of special programs, and to showcase the Board's conduct of the Society's official business in closing out one year and setting out plans for the next. Meetings of the membership other than the Annual Meeting may be held upon the recommendation of the Program Committee with the approval of the Board of Directors.

## Article III: Board of Directors

### Section 1: Officers

The Officers of the Society shall be the individuals serving coterminously as a Director of the Corporation while also holding any of the four Officers' posts: President, Vice President, Secretary-Treasurer, and Past-President (if necessary). No individual shall serve in more than one Officer's post at any time.

The President shall serve for a term of two years commencing with the final day of the Annual Meeting. The President shall be the chief executive officer of the Society and shall represent it in all public forums. The President shall have the authority, in consultation with the Board of Directors, to execute on behalf of the Society contracts and other legal documents that she or he reasonably deems necessary to further the successful occurrence of the Annual Meeting and any other regular or special meetings of the Society or its committees. The President shall preside at the Annual Meeting and at the meetings of the Board of Directors, and shall be a member ex officio of all standing and ad hoc committees. The President shall receive, together with the Board, reports from the standing and ad hoc committees, and shall have and exercise such other powers and duties as may be prescribed by the Board. The President shall present an annual report on the work of the Society to the full membership.

The Vice President shall be elected by the members of the Corporation and serve for a term of two years commencing on the final day of the Annual Meeting. The Vice President shall chair the Program Committee and in this capacity coordinate the planning and execution of the Annual Meeting and all activities associated with it, including but not limited to the selection of meeting sites, the production of the Annual Meeting Program, and the provision of materials and facilities needed at the Annual Meeting. In the event of the removal, resignation, incapacity, or death of the President, the Vice President shall serve as President of the Society for the remainder of the term.

The Secretary-Treasurer shall serve for a term of two years commencing on the final day of the Annual Meeting. The Secretary-Treasurer shall have responsibility for preparing the minutes of the meetings of the Board of Directors, keeping a roster of all members, inviting and processing members' attendance and/or participation at the Annual Meeting, and overseeing members' election of Directors. The Secretary-Treasurer shall give or cause to be given notices of all such meetings, shall authenticate records of the Society, and shall see that records and reports are

properly kept and filed by the Society. The Secretary-Treasurer shall also be the Society's chief financial officer, keep full and accurate records of its financial affairs and ensure that the Corporation files any reports as might be required by the Internal Revenue Service and other government agencies. The Secretary-Treasurer shall deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Directors; endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board, making proper vouchers for the deposit; disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board; and upon request, provide the President and the Board an account of transactions by the Secretary-Treasurer and of the financial condition of the Corporation. The Secretary-Treasurer shall render to the President and Board of Directors an annual account of all transactions and a report on the financial condition of the Society. A summary of this report shall be included in the President's annual report on the state of the Society to the full membership.

On an ad hoc basis, the outgoing President may serve a term of one year following their service as President. The Board will vote on this matter at the conclusion of the President's term. In such cases, while their term ends on the final day of the Annual Meeting, the outgoing President will serve in an advisory capacity without voting rights.

#### Section 2: Board of Directors (Composition/Meetings/Participation by Remote Communication/Written Action)

*Composition:* The Board of Directors shall consist of the three Officers (four if outgoing President is serving in advisory capacity) and five (5) Members-at-Large. One Member-at-Large position shall be reserved for a graduate student in order to ensure student representation on the Board; this member shall have voice but no vote. The Directors serving in Members-at-Large seats shall serve for a term of two years commencing on the final day of the Annual Meeting. The Directors-at-Large seats shall be filled by election effected by the Corporation's members.

*Meetings:* The Board of Directors shall meet during the Annual Meeting of the Society, and at such other times as the President shall convene them. The Board of Directors shall have power to act on all matters concerning the activities and business of the Society, shall authorize the expenditure of the Society's funds and provide for the proper auditing of its accounts, and shall have the power to act for the Society in all matters of policy and program. A report of the Board's activities and decisions over the course of the preceding year shall be included in the President's annual report to be provided to the membership at the Annual Meeting, and the Board shall review and approve this report before its release to the full membership. A majority of the Directors then-serving (not including conflicted Directors) shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by statute or these By-laws. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Use of “remote” communications and/or participation by “remote” communication: Any meeting among Directors or a committee of the Board of Directors may be conducted solely by one or more means of remote communication (defined in the next sentence), if all so participate by such means, the same notice is given of the meeting as is required for those not undertaken by remote communications, and a quorum is present; for other meetings, any Director or committee member may participate by conference telephone, or if the Board so authorizes, by other means of remote communication. Remote communications are those made via electronic communication, telephone conference, video conference, the Internet, or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting by that means constitutes presence at the meeting.

*Written action (action without meeting):* Any action permitted to be taken at a meeting of the Directors may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors entitled to vote on the action. Upon signature of the last required Director, immediate notice of the action and effective date shall be made to all Directors.

### Section 3: Board of Directors (Election, Removal, and Vacancy Procedures)

All Officers/Directors and Members-at-Large Directors shall be members of the Society in good standing. No incumbent Officer will be eligible for reelection to the same office until a full two-year term has elapsed following the conclusion of their service in such post. Outgoing Officers are eligible for election as Members-at-Large of the Board of Directors, and Members-at-Large are eligible for reelection indefinitely.

The Nominating Committee shall prepare a list of candidates for each office and the Board of Directors at least six months before the end of the terms of the incumbent Officers and Members-at-Large of the Board of Directors. The chair of the Nominating Committee shall mail ballots containing the names of the candidates for President, Vice President, Secretary-Treasurer, and Members-at-Large to all members of the Society at least four months before the end of the incumbents’ terms. In the election of Officers, should no candidate receive a majority of votes, a run-off election shall be held between the two candidates receiving the most votes in the first round. In the election of Members-at-Large, the four candidates receiving the highest number of votes shall be elected. The final results of the election shall be announced no later than two months before the end of the incumbents’ terms.

A Director may be removed with cause by an action effected by a majority vote of the Directors then-seated, not including the individual who is the subject of the action for purposes of quorum or in the vote on the action.

In the event of a vacancy in the office of Vice President or Secretary-Treasurer or among any Members-at-Large, the Nominating Committee shall within one month forward to the full membership a slate of candidates to fill the vacancy, unless the vacancy occurs within six months of the scheduled end of the two-year term.

## **Article IV: Committees**

### Section 1: Program Committee

The Program Committee shall be chaired by the Vice President and consist of four (4) other members of the Society (not members of the Board of Directors) appointed by the President in consultation with the Board of Directors. The Program Committee shall supervise, in consultation with the Board of Directors, the development of the program for the Annual Meeting, including issuing the call for papers, devising criteria for selecting the papers to be presented, inviting guest speakers, and planning special sessions. The Program Committee may also recommend to the Board of Directors extraordinary meetings of the Society apart from the Annual Meeting.

### Section 2: Nominating Committee

The Nominating Committee shall consist of five (5) members of the Society (not members of the Board of Directors) appointed by the President in consultation with the Board of Directors. The committee members shall elect their chairperson. The Nominating Committee shall solicit nominations from the membership for all regular and special elections. It shall forward a list of candidates to the membership in accordance with the election procedures outlined in Article III, Section 3 above.

### Section 3: Membership Committee

The Membership Committee shall consist of five (5) members of the Society (not members of the Board of Directors) appointed by the President in consultation with the Board of Directors. The committee members shall elect their chairperson. The Membership Committee shall receive and review all applications for membership, and forward names of eligible candidates to the Board of Directors for confirmation. The Committee shall review annually the membership dues and forward recommendations for changes to the Board of Directors. The Committee shall also devise means to publicize the work of the Society with the goal of broadening its membership.

### Section 4: Ad Hoc Committees

The President, in consultation with the Board of Directors, may appoint such other committees as are necessary from time to time.

## Article V: Amendments

Any proposed amendment to these By-laws, along with an explanation of why the amendment is necessary or desirable, shall be submitted in writing to the President. The Board of Directors shall discuss the proposed amendment, and effect any amendment by a two-thirds (2/3) vote

of the Directors then seated. Whenever the Board of Directors amends the By-laws, it shall provide notice of the amendment and its rationale to the voting membership.

## Article VI: Conflict of Interest

### Section 1: Director Conflicts of Interest

This Corporation shall not enter into any contract or transaction with (a) one or more of its Directors, or a member of the immediate family of its Director; (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization; or (c) an organization in or of which the Corporation's Director, or member of the immediate family of its Director, is a director, officer, legal representative, or has a material financial interest, unless the material facts as to the contract or transaction and as to the interest of the Director are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (not counting any vote that the interested Director might otherwise have, and not counting the interested Director in determining the presence of a quorum.) The Board of Directors shall adopt a policy specifying procedures to be followed by the Corporation to approve any transactions where a conflict exists. However, failure to comply with this section shall not invalidate any contract or transaction to which this Corporation is a party.

### Section 2: Conflicts of Interest: Relevant Definitions of Relevant Parties and Interests

For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long-term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. Per Minnesota law, "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization.

### Section 3: Conflict of Interest Policy

The need for a conflict of interest policy that Directors and staff members shall adhere to is established by Section 1 of this Article. Such policy shall be established and annually reviewed by the Board of Directors. At a minimum, such policy shall require the certification by all individuals who are subject to it that they have read the policy and agree to abide by it, and along with same, shall provide on at least an annual basis to the Secretary-Treasurer of this



Corporation a list of all organizations and individuals who comprise their “immediate family” or with whom they have a “material financial interest” as such terms are defined in the preceding Section 2 of this Article, except that in the case of immediate family, a threshold of “materiality” for what comprises a “material financial interest” shall be set by the Board.

#### Section 4: Insurance

This Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a Director, employee, or member of a committee of this Corporation against any liability asserted against such person and incurred by such person in any such capacity.

Approved by the Board of Directors  
January 2010