

**In the name of Allah the Beneficent and the Merciful**

**CONSTITUTION AND BYLAWS**

**OF**

**THE ISLAMIC CENTER OF PROSPER AND CELINA**

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## **ICPC Constitution**

### **ARTICLE I - GENERAL**

#### Section 1:

The name of the corporation shall be the ISLAMIC CENTERS OF PROSPER AND CELINA. (ICPC). The term ICPC shall be used in this Constitution refer to the ISLAMIC CENTER OF PROSPER AND CELINA.

#### Section 2:

The main offices of ICPC shall be either in Prosper or Celina in Texas.

#### Section 3:

For administrative purposes, ICPC jurisdictions include Prosper, Celina, Pilot Point, Gunter, SHERMAN, and other cities.

#### Section 4:

Within each city, there shall be one or more Islamic Centers as defined in the Bylaws.

### **ARTICLE II - OBJECTIVES AND PURPOSES**

#### Section 1:

The objective of ICPC is Aqamat-e-Deen (establishment of the Islamic System of life)

#### Section 2:

ICPC is organized for religious, charitable and educational purposes.

#### Section 3:

ICPC shall provide religious and social services to all Muslims, render help to any persons of similar persuasion in adapting to the culture of the DFW area, and to provide channels of understanding, interfaith and communication between Muslims and the community in general.

#### Section 4

ICPC shall engage in Al-Dawah (propagation of Islam) and inter faith activities within communities.

#### Section 5

ICPC shall organize activities and provide opportunities for the spiritual training of its

members in accordance with the teachings of the Quran and traditions of Prophet Muhammad (p.b.u.h.).

#### Section 6

ICPC shall be a non-profit organization that shall qualify as a tax-exempt entity under section 501(c)(3) of the Internal Revenue Service code.

#### Section 7

All the activities of ICPC shall be in accordance with the Qur'an and Sunnah of Prophet Muhammed (PBUH) as documented in authentic books of Hadith and Fiqh and as understood by the scholars of Ahlus-Sunnah-wa-al-Jam'aah and as codified by its well-known schools of jurisprudence.

#### Section 8

The board of ICPC, members of ICPC, and employees responsible for its religious affairs will declare and adhere to the following:

- (a) That there is none worthy of worship except Allah; and that Muhammad, son of Abdullah, who was born in the city of Makkah in Arabia, in 570 CE, is his last Prophet and final Messenger and that 'Eesaa (Jesus), son of Mary, was a Messenger of Allah and he was neither killed nor crucified but rather he was raised by Allah to himself and will be sent back to earth again before the day of judgement;
- (b) Respect all the family of the Prophet Muhammad (PBUH) and his companions.
- (c) That they do not subscribe to any belief that is contrary to 2.5(a) and 2.5(b); and that they do not attribute the characteristics of Allah and His qualities to other than Allah, ascribing physical form to Allah Ta'ala (anthropomorphism), or any other belief that has been rejected by the overwhelming majority of the scholars of Ahlus-Sunnah wa-al-Jam'aah.

#### Section 9

ICPC shall conduct religious, educational, and social activities aimed at preserving Islamic values and traditions and shall strive to provide an environment for Muslims that strengthens their Islamic beliefs and engages them in Islamic activities. To fulfill these goals, ICPC shall strive to establish mosques, schools, libraries, and other institutions of Islamic education and may also establish funeral facilities, cemeteries, community centers, childcare centers, health centers, and other such facilities as needed by the communities it serves.

#### Section 10

ICPC shall strive to promote good relations and understanding between Muslims and non-Muslims and shall strive to propagate Islam and shall actively engage in Islamic Da'wah work through all means of communication.

#### Section 11

ICPC shall work with other Muslim communities and organizations pursuing similar objectives and shall foster coordination, communication, and cooperation among such organizations.

#### Section 12

ICPC shall collect and distribute charities such as Zakat-ul-Maal, Zakat-ul-Fitr, Sadaqah, humanitarian aid, and Kaffarah and other donations in accordance with the Qur'an and Sunnah.

#### Section 13

ICPC shall respect the law of the land and promote good American citizenship among its community members.

#### Section 14

None of the articles in this section can be removed or made inoperable by any amendments to this Constitution.

### **ARTICLE III - MEMBERSHIP**

#### Section 1:

All Muslims are eligible for membership in ICPC, who reside within its jurisdiction. In this Constitution, all references to male gender (he, him his, etc.) shall be assumed to mean male or female.

#### Section 2

ICPC shall have two kinds of memberships.

- Honorary Members
- Active Members

#### Section 3: Honorary Members

All Muslims who are in full agreement with the purpose and general rules (articles 2 and 4 of the constitution) of ICPC shall be eligible to become Honorary members.

#### Section 4: Active Members

Active Members are the paid members who are eligible to vote and run for ICPC office.

#### Section 5 Eligible Voting Member

Any Honorary member can become an eligible voting member by fulfilling the eligibility requirements defined in the Bylaws.

#### Section 6 General Body and General Assembly

The eligible voting members shall collectively constitute the General Body of ICPC. A meeting of the General Body shall be referred to as the General Assembly.

#### Section 7

The monthly membership dues of the ICPC are as explained in the Bylaws.

## Section 8

Each member pledges to abide by the Constitution and Bylaws of ICPC.

## **ARTICLE IV - CODE OF ETHICS**

### Section 1:

Islam is the Deen (system of life), and the privilege of Islamic Practice requires Islamic beliefs and Islamic responsibility, as well as knowledge of the Quran and Sunnah.

### Section 2:

Each member shall be guided by the basic belief of the Society i.e. "la ilaha illallah Muhammadur Rasulullah" (there is no God but Allah and Muhammad (p.b.u.h.) is the Messenger of Allah). Muhammad (p.b.u.h.) is the final messenger and the seal of prophethood. Each member shall believe in the "Day of Judgment" and the life hereafter, and shall respect the obligatory commands of Islamic Law (Shariah).

### Section 3:

Each member shall work for the unity of all Muslims in ICPC jurisdictions and avoid involvement in creation of divisions and sects.

### Section 4:

By applying for or continuing membership in the ICPC, each member agrees to uphold the ethical standards set out in this "Code of Ethics", and will aid in the election to the elected offices of the ICPC of those who do uphold these standards of ethics.

## **ARTICLE V - ORGANIZATIONAL**

### Section 1: Shura (Legislative Board of Directors)

The Shura (hereinafter called the "BOARD" or "SHURA") shall develop ICPC policies. The BOARD shall consist of Five elected members (max nine elected members) - four officers elected at large by eligible voting members of ICPC and one masjid's Director elected by the eligible voting members residing in their respective Cities of that Masjid.

The BOARD members may increase to accommodate future masjids Directors by adding one Director for each Masjid with nine members as a max.

### Section 2: Executive Body:

The four at large elected officers shall constitute Executive Body (hereinafter called the "Executive Body") which shall implement ICPC policies. The Executive Body shall consist of President, Vice President, General Secretary, and Treasurer.

Section 3: Masjid Director:

- A. Masjid Director: Every Islamic Center in the City shall have a Masjid Director elected by the eligible voting members of that Islamic Center.

Section 4: Masjid Representatives, Council of Representatives, Administrative Body:

- A. Each Islamic Center shall have a council of representatives (hereinafter called the "COUNCIL / Masjid COUNCIL") made up of Masjid Representatives and Masjid Director. The manner of election of Masjid Representatives is defined in the Bylaws.
- B. Administrative Body: Each Islamic Center shall have an administrative body (hereinafter called the "Administrative Body") which shall assist the Masjid Director in executing the policies specific to that Islamic Center. The makeup of the Administrative Body and the manner of selection of its members is defined in the Bylaws.

Section 5: Term of Office:

- i. Term of office for each member of the BOARD shall be two years. Term of office for each Masjid Director shall be two years.
- ii. Term of office for each Masjid Representative shall be one year.
- iii. ICPC Board may nominate the interim Masjid Council and its Director for the first 3 years

Section 6: Eligibility for Office:

Only eligible voting members may hold office of ICPC.

A. All members of the BOARD shall be members of ICPC in good standing for a minimum of one year and shall be either a citizens or permanent resident of the United States of America. The President and Vice President shall be members of ICPC in good standing for a minimum of two years. Only a member who is able to lead prayers shall be eligible for the office of the President and Vice-President.

B. A nominee for the position of Masjid Director shall be a resident of the respective Masjid Community.

C. A nominee for the position of Masjid Representative shall be residents of the respective Masjid Community.

D. A nominee for the position of ICPC board shall be residents of the ICPC jurisdiction.

Section 7 Oath of Office:

Each member of the BOARD, each Masjid Director, and each Masjid Representative shall take an oath of office before assuming the responsibility of their office. The Oath of Office, as specified in the attached Exhibit-A and made a part of the Constitution hereof, shall be taken in person in front of the Chairman of Election Commission, and/or the BOARD, and/or a meeting of the Council.

## Section 8

The manner of elections, the duties and responsibilities of the elected members, and other matters relevant to the organizational structure of ICPC are as provided in the Bylaws of ICPC. Any responsibility and authority not otherwise specified herein shall be reserved to the BOARD.

## **ARTICLE VI - RESTRICTED ACTIVITIES**

No part of the net earnings of the ICPC shall inure to the benefit of, or be distributed to its officers, directors or other private persons, except that the ICPC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the ICPC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the ICPC shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the ICPC shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from the Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

## **ARTICLE VII - DISSOLUTION**

In the event of the dissolution of ICPC, the BOARD shall, after paying or making provision for the payment of all the liabilities of the ICPC, dispose of all of the assets of the ICPC, exclusively for the purposes of the ICPC, in such manner, or to such organization or organizations organized and operated exclusively for Islamic (religious, charitable, educational or scientific) purposes, as shall at the time qualify as an exempt organization or organizations, under Section 501(C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the BOARD shall decide.

Any such assets not so disposed of shall be disposed of by the District Court of any county in which the principal office of the ICPC is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.



## **ARTICLE VIII - BYLAWS**

The Bylaws, as appended hereto, are hereby adopted and may be amended, enlarged or reduced as provided in the Bylaws.

## **ARTICLE IX - AMENDMENTS**

Section 1: Amendments to the Constitution may be made through the approval of a Resolution of Amendment by two-third majority vote of eligible (Active) voting members in a meeting where quorum is present. The quorum for amendment to the Constitution shall be one-third of all eligible (Active) voting members.

### Section 2: Resolution of Amendment

A proposal for amendment can be submitted to the BOARD by any one of the

following: A. Majority of Masjid Representatives of all Councils.

B. Ten Percent of all eligible (Active) voting members.

C. Initiated in the BOARD

Upon approval by two-third majority vote of all members of the BOARD, the proposal for amendment is elevated to the level of Resolution of Amendment. It is then presented to the Joint Meeting of the BOARD and Councils for ratification with majority vote before it is submitted to the General Body for final approval.

## CONSTITUTION EXHIBIT – A

(Constitution Article V Section 7)  
In the name of Allah the Beneficent the Merciful

### Islamic Center of Prosper and Celina

#### Oath of Office

I \_\_\_\_\_ whose  
specimen signature is given below and who has been  
elected as \_\_\_\_\_ of the  
Islamic Center of Prosper and Celina (ICPC), do hereby affirm, with  
Allah as my witness that, inshallah, I will:

1. Be obedient and faithful to Allah, His Commandments and the traditions of Prophet Muhammad (p.b.u.h);
2. Believe that Prophet Muhammad (P.b.u.h) is Allah’s last messenger/prophet and there is no prophet after him.
3. I am Muslim and believe in the absolute and unqualified finality of the prophethood of Muhammad (peace be upon him) the last of the prophets.
4. I do not recognize any person who claims to be a prophet in any sense of the word or of any description whatsoever after Muhammad (peace be upon him) or recognize such a claimant as prophet or a religious reformer as a Muslim.
5. Abide by the provisions of the Constitution and Bylaws of the ICPC, and will work towards the unity of Muslims;
6. Conduct affairs of ICPC members with justice and honesty and will safeguard the trust of ICPC assigned to me for the best interest of the Muslim community;
7. Not seek any personal glorification or financial gains by and through the use of this office.

May Allah Almighty help me to fulfill this oath – Aamen.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## ICPC BYLAWS

### ARTICLE I - MEMBERSHIP

#### Section 1: Eligible Voting Member

The term eligible voting member shall mean the (Active) member who fulfills the requirements of Section 2 of this Article, and who has neither voluntarily withdrawn from membership nor has been expelled from membership and if expelled has since been reinstated as a new member (hereinafter referred to as “Eligible Voting Member”, or “Voting Member”, or “(Active) Member”, or “Member in good standing”). In these Bylaws, all references to the male gender (he, him, his, etc.) shall be assumed to mean male or female.

#### Section 2: Eligibility for voting

The following requirements shall be satisfied before an Active member may be eligible to vote in any general assembly or election of ICPC officials:

- A. The Active member has filed an Application for membership in the prescribed form and has been approved for eligible voting membership by the BOARD for at least one year, and
- B. The applicant agrees to one or more of the following:
  - i) Participate regularly in at least one of the following regularly scheduled programs at any of the ICPC centers or mosques.
    - ICPC children school program or adult educational program - Funeral arrangement
    - Quranic study
    - Al-Dawah activity
    - ICPC social Activities
    - or any ICPC or its masjids committees
  - ii) Volunteer their time in other organization’s activities not included in 2B(i) above.
- C. The applicant has paid his own monthly dues continuously for the current year on or before June 30. The Monthly dues of a member may not be paid by another person unless the other person is related to the member by blood or marriage, and
- D. The applicant has attained the age of 16 years,
- E. The applicant meets residency requirements in Article I, Section 7.

### Section 3: Monthly Dues and Membership

- A. The Monthly membership dues shall be on a monthly basis (January 1 through December 31) and are payable in accordance with a schedule to be established monthly by the BOARD, provided that the dues shall not be less than the amount shown below :

Family\* : \$200.00

\*Family is defined for the purposes of this clause as member, spouse, dependent children between the ages of 16 and 25 years by June 30 of the current year, and parents of spouses living in the same residence.

- B. Any member of whatever classification (except members with Life Membership) who fails to renew his membership each month, by paying monthly dues, will not be eligible to vote, nominate and hold an elected office. Renewal of membership by payment of monthly dues will not restore loss of membership voting rights for the remainder of the year. Membership dues may only be submitted in the following forms: ICPC online payment services with his personal credit card, personal check, or through his Zelle account. Non-acceptable forms of payment are cash, money orders, pre-paid cards, gift cards, and PayPal. In case of PayPal payment, if member can prove that membership dues are paid via his personal credit card; ICPC will accept the PayPal payment.
- C. The record date for determination of members entitled to receive notice of or vote at a general assembly or special meeting or determine members' eligibility to vote, nominate and hold an elected office shall be 30 June of the current year ("Record Date").

### Section 4 Life Membership

A voting member can attain Life Membership by making a one-time payment of at least U.S. \$50,000 towards membership fee. If such donor is not a member, he/she must satisfy the membership requirements, other than the membership dues, prescribed in the Bylaws, Article I, Section 2 for the Life Membership to be effective. Such a member will be exempt from payment of monthly dues specified in Article I, Section 2 C, Section 3 A and B, but will remain subject to all other provisions of the Constitution and Bylaws including those relating to suspension, expulsion and loss of membership rights.

### Section 4: Loss of Membership Rights

(a) Any member who resigns or who is expelled for ethical reasons ceases to have voting and nomination rights, and his eligibility to hold an elected office.

(b) Any member who, individually, or by or through an entity in which he is an officer or director, files a lawsuit against ICPC for any reason without first engaging in a timely

manner to make best efforts to amicably resolve the claim or dispute by extra-judicial means such as Mediation, Conciliation and/or Arbitration with the ICPC Arbitration and Mediation Committee, shall cease to be a member of ICPC in good standing as of the date of the filing of the lawsuit, notwithstanding anything to the contrary elsewhere in the Bylaws. Notwithstanding Section 6 of this Article I, the membership of such a person may only be restored after a resolution of renewal or re-instatement is adopted by a two-third majority of the BOARD, and then approved by a two-third majority of joint session of BOARD and COUNCILS.

#### Section 6: Reinstatement of Membership Rights

Any member who loses his membership rights can apply for reinstatement by following the procedures required for becoming a new member.

#### Section 7: Residency Requirements

For the purpose of representation, an eligible voting member shall be considered to belong to the City that he/she resides in.

#### Section 8: Voting of Members:

Each eligible voting member shall be entitled to vote, one vote on each matter submitted to a vote of the ICPC members. Members shall not be entitled to vote by proxy, and each member shall cast his or her own vote.

## **ARTICLE II – ISLAMIC CENTERS AND MUSSALAS**

#### Section 1: Cities

A city can have more than one Islamic Center or Mussala.

#### Section 2: Islamic Centers

Islamic Centers shall be established in accordance with Article II, Section 3. The BOARD shall assign to each Islamic Center a geographic area under its jurisdiction. The BOARD shall not alter or modify the assigned area less than every five years. The boundaries of the assigned area shall be roads, creeks, and bayous, and no zip codes. Eligible voting members physically residing within the assigned area shall be members of the Islamic Center and only such members shall be entitled to hold an elected or appointed office of the Islamic Center or vote in the Islamic Center elections.

#### Section 3: Requirements for an Islamic Center

An Islamic Center is defined as a facility owned and/or operated by ICPC and meets the following requirements:

- A. Financial capability to have a full time religious scholar (Alim).
- B. A registered congregation of at least 100 eligible voting members.
- C. Regular daily prayers plus at least two of the following:
  - (i) Weekend Islamic School for children's education
  - (ii) Organized regular Quranic study group for adults
  - (iii) Organized regular Quranic study group for children

A facility shall be considered an ICPC Islamic Center after a petition recommending its establishment has been submitted by at least 100 eligible voting members who reside within the geographic boundaries of the proposed Islamic Center and the petition has been ratified by the BOARD.

Any other existing Islamic facility not belonging to ICPC can become an ICPC Islamic Center by meeting the above conditions.

#### Section 4: Requirements for a Mussala

Any ICPC prayer facility that does not qualify as an Islamic Center shall be designated a "Musalla". The operation of a Musalla shall be governed by ICPC Constitution and Bylaws

A Musalla is defined as a facility owned and/or operated by ICPC and meets the following requirements:

- A. Financial capability to pay the rental and ongoing monthly expenses
- B. A registered congregation of at least 50 eligible voting members.
- C. Able to have regular daily prayers

ICPC Board may waive the above requirements (Section 4: Requirements for a Mussala) in order to establish the new Musalla.

ICPC Board may nominate Musalla / Masjid Council Including Masjid Director for the first two terms where each term will be not more than 2 years.

#### Section 5: Inquiring land for future masjid

ICPC Board may provide a loan to buy land for future Islamic Center under bylaws and constitution of ICPC. that Islamic Center and Masjid will be part of ICPC for lifetime and ICPC will own the asset of that Islamic Center or Masjid.

## **ARTICLE III -BOARD or SHURA**

### Section 1:

The Shura (Legislative Board of Directors or BOARD) shall develop, review, approve and establish policies, plans and procedures covering all aspects of ICPC affairs including but not limited to the following areas:

- A. Al-Dawah
- B. Short-term and long-term planning
- C. Annual budget and fiscal policies
- D. Education policies
- E. Real estate Property
- F. Public relations and interaction with non-Muslim groups
- G. Funeral arrangements
- H. Human resources including Imam, resident scholar and other Personnel placement including staff positions
- I. Approval of all nominations to the Standing Committees
- L. Fund raising events

Such policies and procedures shall be in conformity with ICPC Constitution and its Bylaws.

The BOARD shall set strategic goals and provide overall direction of ICPC affairs; raise, and/or cause to be raised by designated ICPC officials, funds for operating purposes in accordance with ICPC policies, procedures and internal controls; and set compensation for employees and staff at the Headquarters.

### Section: 2

The Standing Committees reporting to the BOARD are identified in Bylaws Article VIII Section 1.

### Section 3 Financial Plan

The Treasurer shall prepare or cause to be prepared a 2 year financial plan for approval by the BOARD. Such approved plan shall consist of a narrative, a pro-forma consolidated statement of support, revenue and expenses, and a pro-forma cash flow statement based on realistic projections of revenue, receipts, disbursements, and expenses. The plan shall be updated annually and approved by the BOARD.

### Section 4: ICPC Subsidiaries

- A. The BOARD may from time to time establish separate legal entities for specific purposes to function as subsidiaries of ICPC. For an entity to qualify as a subsidiary of ICPC, its Certificate of Formation shall contain the following Article:

“Management of the affairs of the Corporation is to be vested in its Board of Directors. All the directors of the Corporation shall be appointed by a majority vote of the directors of the ISLAMIC CENTER OF PROSPER AND CELINA. The Board of Directors of the corporation shall adopt only such bylaws of the corporation as are approved by a vote

of at least five and not less than a majority of the directors of the ISLAMIC CENTER OF PROSPER AND CELINA. The power to alter, amend, or repeal such bylaws, and to remove directors of the Corporation with or without cause, shall be vested in the Board of Directors of the ISLAMIC CENTER OF PROSPER AND CELINA. This Article shall not be altered, amended, or deleted by the corporation without the consent of at least six and not less than a two-third majority vote of the directors of the ISLAMIC CENTER OF PROSPER AND CELINA.”

- B. All subsidiaries of ICPC shall provide copies of their financial books and records, including but not limited to, bank statements, cancelled checks, balance sheets, ledgers and all financial statements to ICPC on a regular basis and as and when required by ICPC.
- C. All subsidiaries of ICPC shall, upon dissolution, transfer all of their assets to ICPC.

#### Section 5: Books of Account, Financial Statements and Audit

The Board shall appoint a registered certified public accounting firm to prepare the quarterly and annual financial statements.

The Board shall appoint a separate registered certified public accounting firm as independent outside auditors of ICPC to audit books of account and financial statements and submit an audit report in accordance with the generally accepted auditing standards in the United States.

### **ARTICLE IV - EXECUTIVE BODY**

#### Section 1:

The Executive Body, which consists of the President, Vice President, General Secretary, and Treasurer, shall implement approved ICPC policies, plans and decisions of the BOARD; oversee operations; ensure regulatory compliance; and employing of staff.

The members of the Executive Body as officers of the Society shall perform such other duties that are pertinent to their office and as may be required of them by the BOARD, the Constitution, or the Bylaws and shall coordinate their activities with each other, as appropriate, to assure the highest possible professional standards for ICPC. The Executive Body shall arrive at decisions by a simple majority of its members on any business matter brought before it.

#### Section 2: PRESIDENT - Duties and Responsibilities

The President shall serve as chairman of the Legislative Board of Directors. He shall be the spokesman for the ICPC. The President shall preside over and call all the meetings of the BOARD and the General Assembly (without prejudice to Article IX, Section 7 A and B). He shall sign all contracts and conveyances approved by the BOARD in the name of ICPC,



or in his absence by the Vice President. He shall perform all other duties that are pertinent to the office or delegated to him by the BOARD. The President shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the President and shall nominate the chairpersons and members of these committees. The President shall also appoint and assign special committees as the BOARD may authorize.

#### Section 3: VICE PRESIDENT - Duties and Responsibilities

The Vice President shall perform the duties of the President in the absence of or inability of the President to serve. The Vice President shall assume the office of the President in case of a vacancy for any cause in that office. The Vice President shall assist the President in the execution of the duties of his office. He shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the Vice President and shall nominate the chairpersons and members of these committees.

#### Section 4: GENERAL SECRETARY - Duties and Responsibilities

The General Secretary shall keep records and books of ICPC. He shall keep the minutes of all meetings of the BOARD and General Assembly. He shall have the custody of the corporate record and the seal, and affix the same. He shall maintain record of the membership. He shall prepare agenda for the BOARD and General Assembly meetings and send notices of such meetings. He shall assume the duties of the President in the absence of the President and Vice President. The General Secretary shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the General Secretary and shall nominate the chairpersons and members of these committees.

#### Section 5: TREASURER - Duties and Responsibilities

The Treasurer shall be responsible for handling all the monies of ICPC. He shall maintain or cause to be maintained an accounting manual specifying the approval process, internal controls, and accounting procedures as approved by the BOARD. The Treasurer shall cause to be maintained books of accounts covering all properties and financial transactions. The Treasurer shall cause to be prepared annual financial statements in accordance with the generally accepted accounting principles in the United States of America and applied on a consistent basis annually. He shall cause to be prepared the annual budget of the ICPC and submit the same to the BOARD for approval. He shall cause to be prepared quarterly financial statements and an audited annual financial report by the ICPC's independent auditor appointed by the BOARD in accordance with generally accepted auditing standards in the United States of America. He shall sign all cheque/s of ICPC as specified in ICPC Policies & Procedures Manual. Any cheque more than 5000\$ will be signed both by Treasure and Chairman. He shall be responsible for the standing committees identified in Bylaws, Article VIII as reporting to the Treasurer and shall nominate the chairpersons and members of these committees.

## **ARTICLE V - ISLAMIC CENTER COMMITTEES AND ISLAMIC CENTER COUNCIL OF REPRESENTATIVES**

### Section 1: Islamic Center Committees:

Every Islamic Center within the City shall have such standing committees as authorized by Article VIII Section 4.

### Section 2: Masjid Representatives

- A. For each Islamic Center, one (1) Masjid Director and four (4) Masjid Representatives shall be elected by the eligible voting members of that Islamic Center.

The Masjid Director and Masjid Representatives of a particular Islamic Center shall constitute the Council of Representatives (COUNCIL) for that Islamic Center. The COUNCIL should elect a Masjid vice Director, who will assume the duties of Masjid Director in his absence or failure to perform his duties.

### Section 3:

The COUNCIL shall make policy decisions for their Islamic Center in compliance with the policies approved by the Legislative Board of Directors of ICPC. They shall formulate the annual budget of the Islamic Center.

### Section 4: Duties and Responsibilities of Masjid Director:

- A. Masjid Director: The Masjid Director shall represent that Islamic Center in the BOARD

In any matter pertaining to an Islamic Center within his City, the Masjid Director shall not present the matter to the Board until he has obtained written opinion on the matter from the respective Islamic Center Council. Masjid Director shall chair and call all meetings of the COUNCIL of that Islamic Center. In the absence of the Masjid Director or Masjid Director fails to call COUNCIL meetings, three members of the COUNCIL including Masjid Vice Director may call the meetings of the COUNCIL of that Islamic Center. In the absence of the Masjid Director, the Administrative Secretary may chair the meeting as a non-voting chair.

- B. In the absence of the Masjid Director, a Masjid vice Director shall represent him at all BOARD meetings and shall have the Masjid Director's voting authority when the Masjid Vice Director is given a proxy executed in writing by the absentee director. As Masjid Vice director who is present at the BOARD meeting by proxy from the absentee director, his presence will not be counted toward a quorum.

The Masjid Director shall nominate the chairman and members of his Islamic Center

standing committees and submit the nominations to the respective Islamic Center COUNCIL for approval. The Masjid Director shall also appoint and assign special committees as the respective Islamic Center COUNCIL may authorize. The Masjid Director shall nominate the Principal of weekend school at the Islamic Center and submit the nomination to the respective Islamic Center COUNCIL for approval.

#### Section 5: Masjid Representative - Duties and Responsibilities

The Masjid Representative shall represent Muslims residing in his particular City in the monthly meetings of the COUNCIL of his Islamic Center and in the Joint BOARD/COUNCIL meetings. The Masjid Representative also represents ICPC to the Muslims residing in his City. He shall assist the Masjid Director in matters relating to his specific Masjid. He shall take an effective part in fundraising and new members sign up drives in the Islamic Center.

### **ARTICLE VI - ISLAMIC CENTER ADMINISTRATIVE BODY**

#### Section 1:

The Islamic Center Administrative Body shall consist of Masjid Director, Administrative Secretary, Finance Secretary, Education Secretary, Membership Secretary, and Youth Affairs Secretary. The Administrative Body shall implement approved policies of the BOARD of ICPC and of the Council of Representatives in their respective Islamic Centers. The five Secretaries for each Islamic Center shall be nominated by the Masjid Director and confirmed by the COUNCIL of that Islamic Center. To ensure continuity of services at the Islamic Center, a Secretary thus appointed shall continue to serve as a part of the Administrative Body until a replacement is nominated and confirmed. In the event the nomination and/or confirmation process is delayed for more than 60 days, the Board may make a temporary appointment of an individual to be an acting Secretary, whose term will end automatically and without any further action on the part of the Board upon completion of confirmation process by the COUNCIL.

#### Section 2: Administrative Secretary - Duties and Responsibilities

The Administrative Secretary shall perform the duties of the Masjid Director in the absence of or inability of the Masjid Director to serve except that he will not be entitled to vote in COUNCIL meetings unless he is also an elected Masjid Representative. He shall prepare agenda and keep minutes of all meetings, and shall attend to all correspondence. The Administrative Secretary shall perform such duties as may be assigned by the Masjid Director.

#### Section 3: Finance Secretary - Duties and Responsibilities

The Finance Secretary shall keep the financial records and books of the Islamic Center and coordinate with the ICPC Treasurer to assure the accuracy of the records. He will be responsible for preparing the proposed annual budget of the Islamic Center. He shall prepare quarterly financial statements and submit a copy to the ICPC Treasurer.

#### Section 4: Education Secretary - Duties and Responsibilities

The Education Secretary shall be responsible for implementing the ICPC approved policies, programs and standards for the operation of the weekend Islamic schools in his Islamic Center. He shall also develop programs that further Islamic education in his Islamic Center.

#### Section 5: Membership Secretary - Duties and Responsibilities

The Membership Secretary shall make every effort in accordance with established ICPC policy guidelines to get Muslims in his Islamic Center to become voting members of ICPC.

#### Section 6: Youth Affairs Secretary - Duties and Responsibilities

The Youth Affairs Secretary shall represent the youth of his Islamic Center and shall be a school/college student of recognized educational institution.

### **ARTICLE VII - ELECTIONS, VACANCY AND REMOVAL**

#### Section 1: Elections

- A. The elections of ICPC shall be held on the second Sunday of December every year by means of secret ballot at the ICPC Headquarters, ICPC website, or ICPC app. If the first Sunday or second Sunday of December falls during the three days of Eid ul Fitr or during the three days of Eid ul Adha, election-day may be changed, provided that all balloting is completed between 15th of November and the 31st of December. All other dates and deadlines related to elections specified in Article VII may be adjusted at the sole discretion of the Election Commission as appropriate to accommodate the adjusted dates for the general voting and early voting.
- B. The elections for ICPC President, ICPC General Secretary and Masjid Directors- for Celina and Gunter shall be held on even years. The elections for ICPC Vice President, ICPC Treasurer, and Masjid Directors- for Pilot Point, Prosper shall be held on odd years. For future Islamic centers, election of their Masjid Directors will be designated as per ICPC board equally on odd or even years.
- C. The elections for the Masjid Representatives shall be held each year.

## Section 2: Election Commission and Election Guidelines

- A. The BOARD shall appoint and announce an Election Commission by third Sunday of July each year. The Commission shall consist of at least five eligible voting members including a Chairman. The BOARD shall prepare election guidelines in accordance with the provisions of the Constitution & Bylaws and provide them to the Election Commission at the time of its appointment.
- B. The Election Commission shall be responsible for conducting the elections and referendums that are held during its' term, in accordance with the election guidelines and the provisions of the Constitution & Bylaws. In all matters pertaining to the counting of the ballots and the announcement of the results, the decision of the Election Commission shall be final. All election announcements shall be made by the Chairman.

## Section 3: Mailing and Receiving of Nomination Forms

- A. The BOARD shall provide the Election Commission a final list of eligible voting members by the first Sunday of September. The Commission shall announce election procedures and make the nominations available to all eligible voters for downloading on the ICPC website by the first Sunday of October. Only nomination forms bearing the signed acceptance of the nominees received by the Election Commission by noon on the third Sunday of October shall be accepted by the Election Commission for review.

## Section 4: Qualification of Nominees and Announcement of Nomination

- A. Qualification of Nominees for a position on the Board of Directors:
  - (i) In addition to the eligibility requirements set forth in the Constitution, Article V, Section 6, each nominee for a position on the Board of Directors must meet all of the following conditions:
    - a. Has been involved in ICPC as a Board of Director, Masjid Director, or Masjid Representative for at least two years or in any of the ICPC standing or special committees for at least two years.
    - b. Is not serving and has not served, during the two-year period immediately preceding the date of nomination, as a director, officer, employee, Imam or Ameer of any Islamic organization not affiliated with ICPC, at the time of nomination.
    - c. Has not been an employee of ICPC at any time during the two year period immediately preceding the date of nomination.
    - d. Has not been removed from an elected office of ICPC (as per Bylaws Article VII Section 8) or expelled from ICPC membership for ethical reasons (as per Bylaws Article VII Section 9).
    - e. Has signed a statement that he:

- Does not himself seek an elected position
  - Does not put his decisions or other people's decisions over and above the decisions of Allah in the Quran and Sunnah
  - Is obedient to Shariah
  - Does not commit major sins.
  - Has not been convicted of a felony or pled guilty or no contest to charge of committing any state or federal felony offense.
  - Consents to ICPC undertaking background checks.
- (ii) Qualification of Nominees only for a positions of President and Vice President: All requirements enumerated in Article VII Section 4.A(i) except that Section 4.A(i)(a) is replaced by the following requirement:
- (a) Has served or is serving one full two-year term as an ICPC Board of Director or a Masjid Director.
- (iii) Any member of the BOARD who has served two consecutive terms on the Shura shall not be nominated or be eligible for election to a third consecutive term for the same position.
- (iv) Any person who has previously served, in the aggregate, five full terms on the BOARD, shall no longer be nominated or be eligible for election to any position on the ICPC Board of Directors nor Masjid Director. A person who has served more than one year of a two year-year term shall be deemed to have served a full term. Calculation of the number of terms a person has served as a member of the BOARD shall be made on a retroactive basis beginning from the inception of ICPC. This provision shall apply to each election held after the date of enactment of this provision.
- (v) No person who, at any time while a Muslim, has been convicted of or who has pled guilty or no contest to a charge of committing any state or federal felony offense shall be nominated, elected, or appointed to serve, or continue to serve, in any elected position of ICPC. If a vacancy occurs due to a person's disqualification under this section, the vacancy shall be filled in accordance with Article VII, Section 7.
- (vi) Prohibited relationships on ICPC Board, Boards of ICPC subsidiaries and Islamic Center Councils:
- a) ICPC Board: No person who is related by blood or marriage to another current ICPC Board member or nominee ("Board Member"), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin ("Relative") shall serve or be elected, appointed or nominated to serve on the ICPC Board at the same time as the Board Member.
- b) Board of ICPC Subsidiary: No person who is related by blood or marriage to another current Board member or nominee of the Board of an ICPC subsidiary ("Subsidiary Board Member"), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin ("Relative") shall serve or be elected, appointed, or nominated to serve on the Board of the ICPC subsidiary at the same time as the Subsidiary Board Member.
- c) ICPC Islamic Center Council: No person who is related by blood or marriage

to another current ICPC Islamic Center Council Masjid Representative or Masjid Director, or nominee (“Council Member”), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin (“Relative”) shall serve or be elected, appointed, or nominated to serve on the same Islamic Center Council at the same time as the Council Member.

- d) If nominations of two or more related individuals are received for different elected or appointed positions as described in subsections (a), (b) and (c) above, all such nominations will be rejected unless all nominations for all positions, but one, are timely withdrawn. If a prohibited relationship is not disclosed and is discovered later, the Board or Council membership of the related individuals shall be automatically terminated and vacancies thus created shall be filled in accordance with Article VII, Section 7, or in the case of an ICPC subsidiary, in accordance with the Articles of Incorporation and approved bylaws of the subsidiary.

- (vii) The automatic removal resulting from prohibitions prescribed in the Bylaws, Article VII Section 4, Sub-Section A, subparagraphs (v) and (vi) is separate and distinct and shall be independent of the removal process set forth in the Bylaws, Article VII, Section 8.

B. Qualification of Nominees for the position of Masjid Director: All requirements enumerated in Article VII Section 4 A (i) except that Section 4 A (i) (a) is replaced with the following requirements:

- a) Has been involved in ICPC as a Board of Director, Masjid Director, or Masjid Representative, or in any of the ICPC standing or special committees or as a faculty member in any of the ICPC or affiliated educational entities.
- b) Has not previously served, in the aggregate, three full terms as Masjid Director whether in the same or different Islamic Centers. A person who has served more than one year of a two-year term shall be deemed to have served a full term. The calculation of the number of terms a person has served as Masjid Director shall be made on a retroactive basis beginning from the inception of ICPC. This provision shall apply to each election held after the date of enactment of this provision.

C. No employee of ICPC or of any of its subsidiaries shall be eligible to be nominated or appointed to hold an elected position in ICPC.

D. The Election Commission shall review the nominations and ensure that the nominees meet the standards and criteria stated in the Code of Ethics, and the other requirements for the various elected positions as defined in the Constitution and Bylaws of ICPC. An individual member can accept nomination for only one elected position.

E. Announcement of Nominations:

The Election Commission shall make an announcement of the preliminary list of nominees by the first Sunday of November. A nominee may revoke his acceptance of the nomination by submitting a written revocation signed by the nominee, to the Election Commission, no later than noon on the second Sunday of November. The Election Commission shall declare the final nominations by 5:00 PM on the third Sunday of November. The final list of nominations shall include only those nominees who have passed the background checks.

F. Additional Qualifications applicable to Nominees for the position of Treasurer: 1. Must be able to read and understand financial statements, and 2. Have an academic or professional finance and/or accounting background or relevant experience.

G. Qualification of Nominees for the position of Masjid Representative: All requirements enumerated in Article VII Section 4 A (i) except Section 4 A (i) (a), 4 A (i) (b), 4 A (i) (c)

H. Mandatory orientation for all ICPC elected positions:

Prior to the final list of Nominees being announced by the Election Commission, all candidates (including those seeking reelection), who are otherwise qualified, seeking ICPC elected offices shall attend an ICPC Orientation session either in person or remotely via electronic means as described herein below. The Board shall designate the date, time and location for holding ICPC Orientation sessions and notify all candidates seeking ICPC elected offices in a timely manner. Any candidate who is unwilling or fails to attend, without a valid reason (i.e. being out of the country, sick in a hospital, or death in the family) shall be declared unqualified by the Election Commission and their names shall not be included in the Final Nominations List or on the election ballot.

Candidates who were willing but unable to attend due to a valid reason must present documentation to the satisfaction of the Election Commission prior to release of final Nomination list, and if elected, must attend an ICPC Orientation session, either in person or remotely via electronic means prior to the date specified in Article VII, Section 6 for taking Oath of Office. Failure to attend will result in the newly elected candidate not being allowed to take Oath of Office and the position to which he or she may have been elected shall be declared vacant.

ICPC shall ensure that ICPC Orientation made available online, to be remotely accessed via electronic means, shall be a recorded orientation with capability for viewing upon signing in, and by a system that provides access to the orientation in a manner or by which each appointed official who completes the course is properly identified and keeps a record of the completion date.

## Section 5: Balloting and Election Results



- A. (i) The Election Commission shall hold early voting for the election of ICPC officials on the Sunday preceding the general election day, in each Islamic Center and, if feasible via remote or online voting. For the purpose of early balloting, eligible voting members may only vote in their respective Islamic Center, unless otherwise provided by the Election Commission.
- (ii) If Online Voting option is being made available for the given election cycle, then in person Early Voting shall be held at each Islamic Center that has at least 100 eligible voting members associated with it. If for whatever reason(s) Online Voting option is not available then in person Early Voting shall be held at each Islamic Center that has at least 25 eligible voting members associated with it.
- (iii) For any election cycle, Shura, upon request of Election Commission, may adjust the 'in-person' Early Voting centers' threshold specified above. Such approval shall require approval from at least six (6) Shura members.
- (iv) If no Islamic Center in any City qualifies as in person Early Voting station, and notwithstanding any other qualifications or limitations, in person Early Voting shall be made available at minimum at one Islamic Center with the highest eligible voting members in a City.
- (v) When such an option is provided for Online Voting by means of remote communications, the Election Commission shall implement reasonable measures to verify that every person voting is sufficiently identified. A member opting for online voting shall be required to provide a valid email address and certain specific personal information that would help verify the identity of person casting the ballot. Each eligible voting member wanting to avail the option of Online Voting must opt-in by the deadline set by the Election Commission. A verification code will be sent to such a member by email no later than 2 days prior to the early voting day. Early online voting shall close at the same time as the closing time set by the Election Commission for in person voting. A record of voting shall be kept.
- B. The Election Commission shall arrange for balloting on the election day at the ICPC Headquarters and count the ballots promptly after the close of balloting. A candidate or his representative may be present during the ballot count. A plurality of all votes cast for an office is necessary for election.
- C. Immediately after the Election Commission has counted the ballots, the Chairman of the Election Commission shall announce the results and, within one week, submit a written report to the BOARD. Upon receipt of the Election Commission's report by the BOARD, the Election Commission shall stand dissolved unless its term is extended by the BOARD.
- D. In the event that no candidate receives a plurality of the votes cast for an elective position, or if the Election Commission is unable to ascertain the result

with clear probability, it shall declare the election for that position null and void and the BOARD shall announce a special election for that position to be held within thirty days. In the event the Election Commission has been dissolved or its term has ended, a special Election Commission shall be appointed by the BOARD to conduct the special election in accordance with the guidelines prepared by the BOARD.

#### Section 6: Oath of Office

The newly elected officers shall take their Oath of Office and assume their responsibilities on the first Sunday of January following the day of elections. In the event the first Sunday of January falls during the holiday weekend of 1 January or falls during the three days of Eid ul Fitr or during the three days of Eid ul Adha, the Oath of Office shall be taken the following Sunday.

- A.** The term of office for an elected official shall begin on the first Sunday of January or on the second Sunday, following the day of elections, whichever is later, at the conclusion of the meeting said elected official is entitled to participate and vote. The term of office shall end on the first Sunday of January or on the second Sunday, following the day of second succeeding election, whichever is later, at the conclusion of the meeting said official was entitled to participate and vote.
- B.** In the event of floods, hurricanes, epidemics, pandemics, and other natural disasters and extreme weather conditions, Oath of Office may be administered to newly elected officers, either in person or by means of remote video conferencing in the presence of the Chair of the Election Commission, or the Board, or Islamic Center COUNCIL. ICPC shall implement reasonable measures to verify that every newly elected official taking oath of office by means of remote video conferencing is sufficiently identified.

#### Section 7: Vacancy

- A.** A person can hold only one elected office of ICPC at any given time. A vacancy on the BOARD or in Council of Representatives of an Islamic Center or that of an Masjid Director may exist at the occurrence of death, resignation, forfeiture or due to removal from the position, or due to loss of membership rights, or due to disqualification under Article VII, Section 4 A (v), or under Article VII, Section 4 (vi) subsections (a), (b) and (c); or when he or she ceases to be a resident and eligible voting member of the Islamic Center from which he or she was elected; or when he or she becomes an employee of ICPC or any of its subsidiaries; or due to catastrophic illness which permanently and continuously incapacitates and prevents from performing the duties of the elected office; or when he or she as a newly elected official refuses or otherwise fails to take the prescribed oath of office.

- B. Upon a vacancy of an elected office of the BOARD (except that of the President), the Board by a majority vote (at least five) shall appoint an eligible candidate to that position for the remainder of the year.
- C. If a position on the BOARD becomes vacant in the first year of its term, that position shall become eligible for election at the end of that year.
- D. Upon a vacancy of the position of Masjid Director, the BOARD shall appoint an eligible candidate to that position for the remainder of the year. If the position becomes vacant in the first year of its term, it shall become eligible for election for a one-year term at the end of that year.
- E. Upon a vacancy in a Council of Representatives, the Masjid Director shall nominate and the COUNCIL, by a majority vote of the elected Masjid Representatives of that Islamic Center, shall appoint an eligible candidate for the remainder of the year.
- F. In the event a Board member accepts a position as the President, Vice President, General Secretary, Treasurer, Ameer, Imam/Employee of any Islamic Center / Masjid not affiliated with ICPC, then his position shall be declared vacant by the BOARD. Such a member shall forfeit the right to serve out the remainder of his term, and the vacancy thus created shall be filled according to Article VII Section 7 B.
- G. All eligible candidates to fill-in vacant elected positions pursuant to Article VII Sections 7B, 7D, and 7E, shall attend an ICPC Orientation session in person or remotely via electronic means prior to their appointment or within one week after his or her appointment. Any newly appointed person to an elected position who is unwilling or fails to attend an ICPC Orientation session prior to or within one week of his appointment shall not be allowed to take his or her Oath of Office and the elected position, to which he or she was appointed, shall be declared vacant. ICPC shall ensure that ICPC Orientation made available online, to be remotely accessed via electronic means, shall be a recorded orientation with capability for viewing upon signing in, and by a system that provides access to the orientation in a manner or by which each appointed official who completes the course is properly identified and keeps a record of the completion date.

#### Section 8: Removal of Elected Office Holders of ICPC

- A. Any elected office holder of ICPC can be removed from office for: (a) willful violation of the code of ethics, provisions of ICPC Certificate of Formation, Constitution or Bylaws in connection with any functions, activities or business of his elected office, or (b) for misconduct (including misrepresentation, embezzlement of funds that belong to ICPC or misappropriation of ICPC assets or funds), or (c) for gross neglect of duty, or for being absent from three consecutive scheduled meetings without a valid cause (e.g. international travel, hospitalization,

or death in the family).

#### B. Removal of a Member of the BOARD

The following sequential procedure shall be taken for removal of a member of the BOARD:

(a) A resolution for removal shall be passed by the affirmative vote of two-third majority of all the members of the BOARD, at a duly called meeting, regular or special, and the intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed, and,

(b) Once passed by the BOARD, the resolution shall then be passed by the affirmative vote of at least two-third majority elected officials entitled to vote in the joint session of BOARD and COUNCILS, at a duly called meeting, regular or special, and intent to act upon such matter has given in the notice calling such meeting, and,

(c) Once passed by the joint session of BOARD and COUNCILS, the resolution shall then be passed by the General Assembly by an affirmative vote of least two-third majority at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting, for the removal to be effective forthwith.

(d) If a quorum for the General Assembly cannot be obtained, the resolution for removal shall be sent to the General Body as a referendum in accordance with the procedure set forth in Bylaws Article VII, Section 9. Upon approval of the resolution in the referendum, the removal shall be effective forthwith.

#### C. Removal of Masjid Director or Masjid Representative

(i). For removal of an Masjid Director, a resolution shall first be passed by affirmative vote of at least two-third majority of the COUNCIL for the Islamic Center from which he has been elected, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. The resolution shall then be passed by a two-third majority of the BOARD at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed. If this resolution is then passed by a two-third majority of joint session of BOARD and COUNCILS, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting, the Masjid Director shall be removed from office forthwith.

(ii). For removal of a Masjid Representative, a resolution shall first be passed

by affirmative vote of at least two-third majority of the COUNCIL for the Islamic Center from which he has been elected, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. If this resolution is then passed by the affirmative vote of at least two-third majority of the BOARD, at a duly called meeting, regular or special and intent to act upon such matter has been given in the notice calling such meeting, the Area Representative shall be removed from office. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed.

- D. In the event an elected official (including a Masjid director) or a committee member has or appears to have conflict of interest, the matter shall be dealt in accordance with the conflict of interest policy set forth in ICPC Policies and Procedures Manual.

#### Section 9: Expulsion of a Member

The following sequential procedure shall be followed for expulsion of a member of ICPC for engaging in conduct detrimental to the purposes and interests of ICPC, or for misconduct on ICPC property (i.e. physical or verbal abuse, or refusal to comply with lawful and reasonable instructions):

- A.** A resolution for removal shall be passed by the affirmative vote of two-third majority of the BOARD, at a duly called meeting, regular or special, where quorum is present and intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be expelled.
- B.** Once passed by the BOARD, the resolution shall then be passed by affirmative vote of two-third majority of elected officials entitled to vote in the joint session of the BOARD and COUNCILs, at a duly called meeting, regular or special, where quorum is present, and intent to act upon such matter has been given in the notice of calling such meeting, for the expulsion to be effective forthwith.

#### Section 10: Suspension of a BOARD Member:

A Board member may be suspended from the BOARD for conduct in violation of the Constitution and Bylaws of ICPC by the following procedure:

- a) At a duly called BOARD meeting, one or more specific violations of the Constitution and Bylaws by the member is established by an affirmative vote of at least two third plus one  $\{(2/3)+1\}$  members of the BOARD and the BOARD determines that the violation(s) is/are of such a serious nature that the member should be suspended.
- b) The BOARD shall refer the matter to the Constitution and Bylaws Committee (“CBC”) to determine whether or not the conduct of the member is in violation of the

Constitution and Bylaws.

- c) The CBC shall submit its determination of the matter to the BOARD within 10 days.
- d) The determination of the CBC shall be binding on the BOARD and
  - i. If CBC determines that the conduct is not in violation of the Constitution and Bylaws then the member shall not be subject to suspension.
  - ii. If CBC determines that conduct of the member is in violation of the Constitution and Bylaws, the Board, in another duly called meeting, may, by a majority vote, suspend the member for no more than 90 days.
- e) The BOARD shall assign the duties of the suspended member to one or more members, for the duration of the suspension. No interim appointment shall be made to replace the suspended member.

Section 11: Suspension of Masjid Director:

A Masjid Director may be suspended from his office for conduct in violation of the Constitution and or the Bylaws by the following sequential procedure:

- a) At a duly called and constituted meeting, one or more specific violations of the Constitution and/or the Bylaws by the Masjid Director is established by a passing of a resolution with an affirmative vote of at least two third (2/3) members of the BOARD and a determination is made by the BOARD that the violation(s) is/are of such a serious nature that the Masjid Director should be suspended. Prior to passing the resolution, the BOARD shall afford an opportunity to the Masjid Director to explain why proposed action should not be taken.
- b) Upon passing of the resolution mentioned in (a) above, the BOARD shall refer the matter to the Constitution and Bylaws Committee (“CBC”) to determine whether or not the conduct of the Masjid Director is in violation of the Constitution and/or Bylaws.
- c) The CBC shall submit its determination of the matter to the BOARD within 10 days.
- d) The determination of the CBC shall be binding on the BOARD and,
  - i. If CBC determines that the conduct of the Masjid Director is not in violation of the Constitution and/or the Bylaws then the Masjid Director shall not be subject to suspension.
  - ii. If CBC determines that the conduct of the Masjid Director is in violation of the Constitution and/or the Bylaws, the BOARD in another duly called meeting, at which quorum is present, shall, by a majority affirmative vote, suspend

the Masjid Director for a period of no more than 90 days. The suspension will be effective upon passing of the resolution.

The BOARD shall assign the duties of the suspended Masjid Director to one or more Masjid Representatives of the Islamic Center for the duration of the suspension. No interim appointment shall be made to replace the suspended Masjid Director. The suspended Masjid Director shall not have the right to vote or participate in activities of the COUNCIL of the Islamic Center for duration of the suspension.

**Section 12: Resignation of a Masjid Director or an Elected Official:**

An elected official (including a Board Member, an Masjid Director or Masjid Representative) may at any time resign from his position effective upon giving a written notice to the ICPC. Acceptance of the resignation shall not be necessary to make it effective.

**ARTICLE VIII - COMMITTEES**

**Section 1: Standing Committees and Special Committees.**

To assist the BOARD and Islamic Center Councils in developing and implementing ICPC policies, ICPC shall have Standing and Special committees. Standing Committees have perpetual duration while each Special Committee is established for a specific duration not to exceed one year. All committees shall be advisory in nature and may be established at either the BOARD level, at the Islamic Center level, or at both levels.

The purpose and objective of each committee shall be as defined by the BOARD or the respective Islamic Center Council and recorded in the ICPC Policy Manual which is maintained by the BOARD.

**Section 2: Standing Committees of the BOARD**

All Standing Committees of the BOARD report to one of the Executive Body members who shall nominate the Chairperson and members of these committees, with the exception of those Standing Committees that are designated to report to the Executive Body. Members and Chairpersons of the Standing Committees that report to the Executive Body shall be nominated by the Executive Body. All nominations shall be approved by the BOARD.

The following shall be the BOARD Standing Committees:

COMMITTEE	
A. Audit	Executive Body
A1. Dawah & Outreach	President
A2. Transparency and Accountability Committee	President

A3. ICPC Security	President
B. Fatwa Council	President
B1. Arbitration and Mediation	President
C. Children Education	President
D. Adult Education	President
E. Public Relation & Media	President
F. Planning	President
G. Sisters'	Vice President
H. Constitution and Bylaws	Vice President
I. Funeral & Cemetery	Vice President
J. Publications	Vice President
K. Social	Vice President
L. Eidain	Vice President
M. Young Brothers'	Vice President
N. Young Sisters'	Vice President
O. Job Networking	General Secretary
P. Membership	General Secretary
Q. Elections	General Secretary
R. Finance	Treasurer
S. Fund Raising	Treasurer
T. Zakat & Welfare	Treasurer
U. Endowment Fund	Treasurer
V. Central Construction	Treasurer



The BOARD shall have the authority to modify the membership of these committees.

### Section 3: Special Committees of the BOARD

In addition to the Standing Committees, the President may appoint annually, such Special Committees as the BOARD may authorize. Chairpersons and members of Special Committees shall be nominated by the President and approved by the BOARD.

### Section 4: Islamic Center Committees

A. The following shall be the Standing Committees of each Islamic Center.

- Dawah
- Weekend School Children Education
- Adult Education
- Construction
- Facilities Maintenance
- Masjid Policy
- Social
- Membership
- Finance & Fund Raising
- Zakat & Sadaqa
- Sisters'
- Young Brothers'
- Young Sisters'
- Sports &
- Games Security

- B. The Masjid Director shall nominate the Chairman and members of the Islamic Center standing committees for each Islamic Center and submit the nominations to the respective Islamic Center Council for approval.
  
- C. In addition to the Islamic Center standing committees, the Masjid Director may appoint annually such special committees as the respective Islamic Center Council may authorize within the framework of Bylaws Article VIII Section 1. The Masjid Director shall nominate the chairman and members of each such committee and submit the nominations to the respective Islamic Center Council.

**Section 5: Linkage between BOARD and Islamic Center Standing Committees:**

Several Standing committees shall exist at the BOARD level and also at the Islamic Center level as shown below. It is expected that the Chairpersons of the Islamic Center standing committees will be included in the membership of the BOARD standing committees.

- Dawah
- Children
- Education Adult
- Education Social
- Membership
- Finance
- Fund Raising
- Sisters'
- Young Brothers'
- Young Sisters'
- Security

**Section 6: Membership of Committees**

Unless otherwise specified by the BOARD, each committee shall have a Chairperson and at least two other members. Chairpersons appointed to the Committees shall be Eligible Voting Members. Chairpersons and Members shall preferably be selected based on their skill sets and competencies required to carry out the responsibilities of their respective committees.

**ARTICLE IX - MEETINGS**

Notwithstanding anything stated in Sections 1 and 2 of this Article, an annual or a semi-annual meeting may be postponed for a period up to one month if it falls during Ramadan or in the event of floods, hurricanes, epidemics, pandemics, and other natural disasters for a period up to one month by two-thirds affirmative vote of the BOARD.

## Section 1: Annual Meetings

### A. BOARD/COUNCIL Joint Meeting:

ICPC shall hold a regular annual Joint Meeting of the BOARD and COUNCILs in September of each year. The date, time, and location of the meeting shall be designated by the BOARD. Annual Updates of Financial Plan for ICPC approved by the Board as well as the Annual Budget for I C P C Main Office approved by the Board shall be presented at the Joint Meeting. Any business properly brought before the Joint Meeting shall be transacted.

### B. Annual General Assembly Meeting

ICPC shall hold a regular General Assembly meeting of its members in January of each year.

(i) The date, time, and location of the meeting shall be designated by the BOARD.

(ii) A notice of this meeting shall be given to each member of ICPC two weeks prior to such meeting by electronic message transmission to an electronic message address provided by the member for the purpose of receiving notice and by posting on all ICPC media outlets.

(iii) At the meeting, an annual progress report with a financial segment shall be presented to the membership by the BOARD. Any other business properly brought before the General Assembly shall be transacted.

## Section 2: Semi-annual meeting

There shall be a regular semi-annual joint meeting of the ICPC BOARD and COUNCILs in March of each year. The date, time, and location of the meeting shall be designated by the BOARD. Annual Audited Financial Statements, approved by the Board, for the last audited fiscal year shall be presented at the Joint Meeting. Any business properly brought before the Joint Meeting shall be transacted.

## Section 3: Meetings of the Executive Body and Legislative Board of Directors

There shall be a regular meeting of the BOARD at least once each month. The date, time, and location of the meeting shall be designated by the BOARD. At all meetings of the BOARD, a simple majority of all BOARD members shall decide any question coming before the meeting unless specifically stated otherwise in the Bylaws.

## Section 4: Meetings of the Council of Representatives:

The Islamic Center COUNCIL shall meet at least once a month on the day and time as determined by a majority of the COUNCIL. At all meetings of the COUNCIL, a simple majority of Masjid Representatives shall decide any question coming before the meeting unless specifically stated otherwise in the Bylaws.

## Section 6: Special Meetings

- A. Special meetings of the General Assembly may be called at any time by the President, or five members of the BOARD, or one-fifth of the eligible voting members of ICPC, upon four weeks' notice stating the place (physical or virtual), date, time and the purpose or purposes thereof. The notice may be given by electronic message transmission to an electronic message address provided by each member for the purpose of receiving notice, and by posting on all ICPC media outlets.
- B. Special meetings of the BOARD may be called at any time by the President or three members of the BOARD upon 24 hours' notice.
  - B1. Subject to 24 hours' notice requirement, Special Meetings of the BOARD may also be conducted to deal with urgent matters by means of teleconference, video conferencing, internet or other similar remote electronic communications systems if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with other participants. If voting is to take place at the meeting, a record of any vote or other action taken shall be kept.
- C. Special meetings of any COUNCIL may be called at any time by the Masjid Director or upon the request of one-third of the Masjid Representatives of that particular Islamic Center upon 24 hours' notice.
  - C1. Subject to 24 hours advance notice requirement, Special Meetings of an Islamic Center COUNCIL may also be conducted to deal with urgent matters by means of teleconference, video conferencing, internet or other similar remote electronic communications systems if the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with other participants. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communication is identified and a record of any vote or action must be kept.
- D. Special meetings of the Joint BOARD and COUNCILS may be called at any time by the BOARD upon two weeks' written notice stating the place, date, and time of the meeting and purpose or purposes thereof.
- E. Subject to applicable notice requirements, a special meeting of the members (General Assembly), or a special meeting of the Joint BOARD-COUNCILS may also be held, to deal with urgent matters, by means of a conference telephone or similar equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any combination of those means, if the system permits each eligible person participating in the

meeting to communicate concurrently with all other eligible persons participating in the meeting. If voting is to take place at the meeting, reasonable measures shall be implemented by ICPC to verify that every person voting at the meeting by means of remote communication is sufficiently identified; and a record of any vote or other action taken shall be kept.

#### Section 7: Quorum

One-sixth of the eligible voting members shall constitute a quorum at any General Assembly regular or special meeting for matters other than amendments to the Constitution.

At all meetings of the General Body, regular or special, where a quorum is present, a majority of the eligible voting members in attendance at the meeting, shall decide any question coming before the meeting unless a greater majority is prescribed by statute or the charter of the Corporation or in the Constitution or as designated in Bylaws VII Section 8.

At all meetings of the BOARD, a majority of all BOARD members entitled to participate and vote shall constitute a quorum.

At all meetings (general or special) of the COUNCIL a majority of all elected Masjid Representatives and the Masjid Director for that particular Islamic Center shall constitute a quorum.

At all meetings of the COUNCIL, regular or special, where quorum is present, a majority of eligible voting members of the COUNCIL in attendance at the meeting shall decide any question coming before the meeting unless a greater majority is prescribed by the Bylaws.

At all Joint Meetings of the BOARD and COUNCILS, one third of the elected office holders shall constitute quorum, and any business brought before the meeting, where a quorum is present, shall be decided by a majority of the eligible elected office holders in attendance at the meeting, unless a greater majority is specifically stated by statute or the Constitution or in the Bylaws.

#### Section 8: Referendum

In the event that a quorum is not available at any general assembly regular or special meeting, the business at hand may be sent after a period of not less than 30 days to the General Body for referendum by actual voting at a general or special election, or by mail-in ballot. In the event an amendment to the Constitution is sent for referendum as a business at hand, then it must have been previously approved by the Board as well as by the Joint Meeting of the Board-COUNCILS with prescribed two-third majorities. A referendum by mail-in ballot shall be valid only if a majority of eligible voting members respond. A majority of responses to a referendum shall constitute a decision by the General Body,

except in case of amendments to the Constitution the affirmative vote required for approval shall be at least two-third of the total votes cast in response to the referendum by actual voting at a general or special election. Upon dissolution of the Election Commission, all referendums shall be conducted by an independent committee appointed by the BOARD. The procedure for a referendum by mail-in ballot shall be as follows:

- i) A ballot stating the proposed amendment or transaction shall be mailed by the committee to each eligible voting member, with a confidential return envelope, postage prepaid, bearing a return address of the ICPC principal office. All ballots shall be sequentially numbered. Each eligible voting member shall personally sign the return envelope. The ballot shall not identify any member.
- ii) A final return date and time for receiving the ballots shall be specified on the ballot. The return date shall be not less than seven nor more than fourteen days after the mailing date. The return envelope containing the sealed ballot may be either mailed or hand-delivered to the ICPC principal office.
- iii) All sealed envelopes shall be opened and ballots shall be counted by the committee on the final return date and time for receiving the ballots. All BOARD members shall be invited to be present during the opening and counting of the ballots.
- iv) The decision of the General Body shall be immediately conveyed to the President.

#### Section 8A: Notice of Referendum

In the event any ‘business at hand’ item of a general or special meeting of General Assembly where requisite quorum was not available, is sent for referendum by actual voting at a general or special election as provided in Section 8 hereinabove, a written or printed notice of the date, place, time, and proposed amendment or a summary of changes to be effected by the business at hand shall be given at least three weeks prior to the date of the vote to each member of record entitled to vote by electronic message transmission to an electronic message address provided by the member for the purpose of receiving notice, and by posting on all ICPC media outlets.

### **ARTICLE X - FISCAL YEAR**

The accounting period to be followed by the ICPC shall be the fiscal year basis, and the year hereby adopted is the calendar year from January 1 (first) through December 31 (thirty first).

## **ARTICLE XI - SEAL**

The seal of the ICPC shall consist of a circle within which shall be inscribed "The ISLAMIC CENTER OF PROSPER AND CELINA."

## **ARTICLE XII - CONTRACTS AND CONVEYANCES**

### Section 1:

No sale, conveyance, or assignment, of any real estate owned by the ICPC, or the assignment of any leasehold interest owned by the ICPC, or the execution of a lease for a term of more than five (5) years by ICPC as lessor shall be made unless approved by the General Body in accordance with the provisions of ARTICLE IX Section 7.

### Section 2:

Any lease for a term of five (5) years or less of any real estate or personal property may be negotiated and executed by the President when authorized by the BOARD at a regular meeting or at a special meeting of which all the members of the BOARD have been notified as prescribed hereinbefore, specifying the specific transaction.

### Section 3:

No sale, conveyance, assignment, or lease of real estate or personal property approved by the General Body or the BOARD shall become effective and binding on ICPC until all relevant contract documents for the transaction are signed by the President (or in his absence by the Vice President) and attested by the General Secretary of the ICPC.

### Section 4:

- A. No transfer, conveyance, loan or assignment of cash funds in excess of \$20,000 but less than \$50,000, or personal property with a fair market value in excess of \$20,000 but less than \$50,000 shall be made in any twelve month period, to any person or entity unless approved by the Joint Shura-COUNCILs in accordance with the provisions of Article IX Section 1A, or Section 2 subsequent to the express approval of at least a two-third majority of the full Board.
- B. No transfer, conveyance, loan, or assignment of cash funds in excess of \$50,000 or personal property with a fair market value in excess of \$50,000 shall be made in any twelve month period, to any person or entity unless approved by the General Body in accordance with the provisions of Article IX Section 1B or Section 7A subsequent to the express approval of at least a two-third majority of the full BOARD.

- C. The foregoing subsections A and B will not apply to the payment of goods and services duly contracted for and received by ICPC.
- D. The foregoing subsections A and B will not apply to relief funds specifically collected by ICPC and earmarked and designated for a bona-fide charitable organization for emergencies arising from natural disasters, when such collection and designation has been expressly approved by at least a two-third majority of the full BOARD.

#### Section 5:

Any member of the BOARD of ICPC, who executes any sale, transfer, conveyance, loan, or assignment in violation of this Article, shall be personally liable to ICPC for the amount or value of the sale, transfer, conveyance or assignment that actually occurs.

### **ARTICLE XIII – OTHER PROVISIONS**

#### Section 1: Restriction on Benefits

No elected official (including a Board Member, a Masjid Director, and Masjid Representative) or a member of Administrative Body or Standing or Special Committees of the ICPC shall be entitled to receive any salary, wages, fees, compensation or other benefits for services rendered as an Officer, Masjid Director, Masjid Representative or as a member of Administrative Body, or Standing or Special Committees, with the exception of reimbursement of legitimate, pre-approved out-of-pocket expenses incurred for ICPC.

#### Section 2: Prohibition on Loans

Notwithstanding to the contrary elsewhere in these Bylaws, no loans shall be made to any elected official or a member of the Administrative Body or Standing or Special Committees of ICPC. The directors who vote for or assent to the making of such a loan and any officer who participates in making the loan, shall be jointly, personally, and severally liable to ICPC for the amount of the loan until the loan is repaid.

#### Section 3: Definitions

The provisions contained in ICPC Constitution and its Bylaws together constitute the code of rules adopted by ICPC, a Texas non-profit corporation, as its corporate bylaws for the regulation and management of its affairs, which, for convenience, are divided into two parts, Part I Constitution and Part II Bylaws (referred to as the “Constitution” and the “Bylaws” respectively) due to their distinct nature and different processes required (§ Constitution, Article IX, and § Bylaws Article XIII respectively) to approve amendments to the provisions contained in each of the two parts.

#### Section 4: ICPC Muslim Cemetery



ICPC Muslim Cemetery, owned and operated by ICPC, shall be a dedicated Muslims only cemetery. ICPC shall make available free gravesites at the cemetery to Muslims exclusively for burial of Muslim decedents in accordance with the rules established by ICPC. All burials shall be handled by ICPC Funeral Home Services on an exclusive basis. The ownership of the ICPC Muslim Cemetery, including any and all gravesites therein, shall remain solely and exclusively with ICPC at all times.

#### Section 5: ICPC Muslim School

ICPC Muslim school k-12, owned and operated by ICPC Shall be an Islamic curriculum focused school in accordance with rules established by ICPC. The ownership of the ICPC Muslim School, including any and all assets therein, shall remain solely and exclusively with ICPC at all times.

#### Section 6: Executive Director

The Executive Body shall appoint an Executive Director at a stipend fixed by it, after obtaining budgetary approval from the BOARD. The Executive Director shall, under the direction and supervision of the Executive Body, perform such duties as may be assigned by Executive Body and be responsible for day to day operations at the Main Center. The Executive Director shall supervise all other employees at the Main Center. The Executive Body shall formulate and establish a job description for the position. The Executive Director shall not be entitled to vote at any meetings of the Executive Body or those of the BOARD.

### **ARTICLE XIII - AMENDMENTS**

#### Section 1:

Amendments to these Bylaws may be made by a two-third majority vote of the office holders of ICPC attending a duly called Joint BOARD and COUNCILS meeting, regular or special, where requisite quorum is present, upon submission of a resolution by the BOARD to amend the Bylaw in accordance with Bylaws Article XIII Section 2 herein. The quorum of the Joint BOARD and COUNCIL meeting shall be one-third of the office holders.

#### Section 2: Resolution of Amendment

The Resolution of Amendment to the Bylaws shall first be approved by a two-third majority vote (at least five) of the BOARD at a duly called regular or special meeting, before it is submitted to a duly called Joint BOARD and COUNCILS meeting, where quorum is present, for approval. If the resolution is adopted by the Joint Meeting of the BOARD and COUNCILS, the amendment to the Bylaws shall become effective on a date specified therein or if effective date is not specified, it shall become effective immediately.

#### Section 3: Severability

If a competent court of law holds any part these Bylaws to be invalid, illegal or

unenforceable: (a) the remaining parts shall remain valid, operative and enforceable, and (b) to the extent possible and reasonable these Bylaws (including without limitation each such portion of these Bylaws containing any such provision held to be invalid, illegal or unenforceable) shall be construed as to give effect to the manifest intent.