

Constitution of the Islamic Center of Irving

**September 12, 2021
Version 3.0**

TABLE OF CONTENTS

ARTICLE I: NAME AND AFFILIATION	7
Section I: Name	7
Section II: Affiliation	7
ARTICLE II: AIM AND PURPOSE AND OFFICE	7
Section I: Aims and Purpose	8
Section II: Office	8
ARTICLE III: ORGANIZATION AND STRUCTURE	8
Section I: Governance Structure	9
ARTICLE IV: THE SHURA COUNCIL	9
Section I: Composition	9
Section II: Tenure	9
Section III: Removal of Shura Council Members	10
Section IV: Vacancy and Appointment of New Members	10
Section V: Functions	10
Section VI: Officers, Roles and Responsibilities	11
Section VII: President of the Shura Council	11
Section VIII: Vice President of the Shura Council	12
Section IX: Secretary of the Shura Council	12
Section X: Treasurer of the Shura Council	14
Section XI: Shura Council Meetings and Procedures	14
ARTICLE V: SHURA BODY	14
Section I: Functions	15
Section II: Composition	16
Section III: Membership and Tenure of the Shura Body	17
Section IV: Roles and Responsibilities	18
ARTICLE VI: Ethics and Conflicts	18
Section I: ICI Code of Ethics	19
Section II: ICI Conflict of Interest	19
Section III: Financial Conflict of Interest	20
ARTICLE VII: AFFILIATES	23



Section I: Creation of Affiliates	23
ARTICLE VIII: SPECIAL COMMITTEES	24
ARTICLE IX: GENERAL ASSEMBLY	25
Section I: Composition and Roles	25
Section II: General Membership Requirements	25
Section III: Membership Dues	26
Section IV: Amendment Restrictions	26
ARTICLE X: FINANCE	26
Section I: Contributions	26
Section II: Separation of Accounts	26
Sections III: Budget	27
Sections IV: Audit	27
ARTICLE XI: ISLAMIC SCHOOL OF IRVING	28
ARTICLE XII: AMENDMENTS	29
Section I: Amendment requests	29
Section II: Approval	29
ARTICLE XIII: ARBITRATION	29
Section I	29
Section II	29
ARTICLE XIV: DISSOLUTION	30
ARTICLE XV: EFFECTIVE DATE OF CONSTITUTION	30
Section I	30
ARTICLE XVI: ELECTION COMMISSION	31

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VERSION CONTROL:

Revision Name	Edited/Revised by	Articles/Sections [A=Amended; N=New addition; D=Deleted]	Date of Shura Body Approval
Constitution of ICI – Version 3.0	Hassan Hye Abdul Khabeer Yasir Arafat Kamal Hassan Saad Bairuty	Article V, Section III, d (A) Article V, Section IV, Bullet #1(D) Article IX, Section I (A) Article IX, Section I, b (N) Article IX, Section I, c (N) Article IX, Section II, d (A) Article XII, Section 1c (A) Article XII, Section 2a (A) Article XII, Section 2b (A) Article V, Section III, d (A) (Continuation of pending vote on method of selecting 10 departing Shura Body members for staggered terms)	August 15, 2021 ICI Shura Body Meeting # 30 – 8/ 5/2021 September 12, 2021 ICI Shura Body Meeting # 31 - 9/12/2021
Constitution of ICI – Version 2.1	Hassan Hye Humayun Kabir Abdul Khabeer Yasir Arafat	Article IV, Section 1c-f - (A) Article IV, Section 2b - (D) Article V, Section 2k - (A) Article V, Section 2l - (N) Article VI, Section 2e - (D) Article VIII, g - (D) Article X, Section IV - (A) Article IX, Section 1a,d-f,i - (A) Article XIII, Section I-2 - (A) Article XV, Section I – (N) Article XVI – (N)	December 15, 2019 ICI Shura Body Meeting #5.pdf – 12/15/2019 ICI Approved Constitutional Amendments .pdf

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<p>Constitution of ICI – Version 2.0</p>	<p><u>ICI Constitution Review Committee</u> Jaffar Edhi Khalid Hussain Syed Farhan Asif Bilal Bijith Moopen Asim Rahim Feroz Tofayel Naveed Sheriff Syed Latheef Mohammed Sirajuddin</p>	<p>Full Review conducted as per CLCMA and the best practice recommendations. All changes approved will go into effect immediately after 2019 General Body Election</p>	<p>24-Aug-2019</p> <p> Approved Amendment Text</p> <p> Shura Approval Votes</p> <p>Shura Approval Document Attached</p>
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Constitution of ICI – Version 1.4.1	Feroz Tofayel, Khalid Hussain	Article IV, Section I, e,f - [A]	09-May-2017
Constitution of ICI – Version 1.4	Hassan Hye, Ehap Sabri, Raed Sbeit	Article IV, Section XI - [D] Article VI, Section II - [D]	10-May - 2015
Constitution of ICI – Version 1.3	Hassan Hye, Syed Yusuf H Latheef, Mohammed Azam Khan	Article IV, Section III - [A] Article V, Section I - [A] Article V, Section III - [A] Article V, Section IV - [N] Article VI, Section I - [N] Article VI, Section II - [N] Article VII - [A] Article VIII, Section II - [A] Article VIII, Section III - [A] Article IX, Section II - [A] Article IX, Section III - [A] Article X - [N] Article XI, Section III - [A] 20-SEP-2010 Constitution Ver 1.4 Page No. 4 Article XII, Section I & II - [A] Article XIII, Section I & II - [N]	20-SEP-2010
Constitution of ICI – Version 1.2	Hassan Hye Mohammed Azam Khan, Ahmed Elmalky	Changes in reference to grammar and clarity, suggested by Lawyer Br. Khaled Hamedah: Article II, Section I; Article IV, Section I, II; Article IV, Section V (g); Article IV, Section VII; Article IV, Section VIII (b); Article IV, Section IX, (e), (g); Article IV, Section X, (a); Article IV, Section XI, (b), (e), (g), (h); Article V, Section II (b), (d), (g) Article V, Section III (e); Article VII, Section II (b), (d); Article VII, Section III (c); Article VIII, Section II (a); Article VIII, Section III (a), (b), (c), (d); Article IX, Section I (c); Article IX, Section II (b); Addition of Article IV, Section III	21-APR-07
Constitution of ICI – Version 1.1	Mohammed Azam Khan, Ahmed Elmalky	Article V, Section III, (a) – [A] Article VII, Section II, (e) – [N]	19-FEB-06
Constitution of ICI – Version 1.0	Original	-N/A-	01-JUN-01

ARTICLE I: NAME AND AFFILIATION

Section I: Name

This organization is called the Islamic Center of Irving, hereinafter referred to as "ICI".

Section II: Affiliation

- (a) ICI shall establish and maintain membership with the Islamic Society of North America (hereinafter referred to as ISNA) currently headquartered in Plainfield, Indiana, in accordance with organizational membership guidelines laid down in ISNA's By Laws. ICI will maintain membership dues and be eligible for the privileges available to all member organizations of ISNA.
- (b) ICI conveyed the title of the Islamic Center of Irving property (2555 Esters Rd, Irving TX 75062) to the North American Islamic Trust (NAIT) in perpetual trust (Waqf). NAIT holds the title and the property for the exclusive benefit of ICI and its community. The property is possessed, used, and operated by the beneficiary (ICI) exclusively for religious, educational, and similar activities in compliance with Islam and in accordance with the beneficiary's (ICI) constitution/by-laws and with the understanding that NAIT does not administer ICI nor interferes with its management, and instead, responds to the needs of ICI.
- (c) Real estate purchased or donated to ICI shall be entrusted with the North American Islamic Trust (hereinafter referred to as NAIT).
- (d) ISNA may designate a representative to serve on the ICI Election Committee

ARTICLE II: AIM AND PURPOSE AND OFFICE

Section I: Aims and Purpose

The Islamic Center of Irving is organized solely for Islamic religious activities. Joint collaboration with other organizations has to be based on bilaterally signed agreements. The aims and purposes of ICI are to serve the best interest of Islam and of the Muslims of North Texas, particularly the Muslims living in the Irving area and the neighboring communities. All assets of the Islamic Center of Irving are to be used in furtherance of its mission. To this end, ICI shall:

- (a) Strive to strengthen and enforce the faith of all Muslims in Allah (S.W.T), His Prophet Mohammad (P.B.U.H) and the Holy Qu'ran.

- (b) Help the Muslims of Irving (and neighboring communities) carry out Islamic programs in accordance with the guidance of the Quran and Sunnah.
- (c) Promote unity and joint action among the Muslims
- (d) Conduct social, cultural, educational, religious and other activities in the best traditions of Islam
- (e) Ensure that all shall be in accordance with the Qu'ran and authentic Sunnah, with specific regard to congregational prayers and Islamic religious festivals and other activities.
- (f) Promote friendly relations and understanding between Muslims and non-Muslims
- (g) Endeavor to make Islamic teaching known to non-Muslims
- (h) Ensure that all ICI activities are aligned with the ICI Mission and Purpose, primarily under the auspices of ICI, and that activities involving outside organizations are subject to formalized collaborative agreements.

Section II: Office

ICI shall maintain an office on the premise of the center or at a location as designated by the Shura Council.

ARTICLE III: ORGANIZATION AND STRUCTURE

Section I: Governance Structure

ICI shall have the following entities within its organization.

1. Shura Council
2. Shura Body
3. Special Committees
4. General Assembly (Regular Members)

ARTICLE IV: THE SHURA COUNCIL

Section I: Composition

- a) The Shura Council shall consist of 7 members as stated in the Article IV Section VI of this Constitution.
- b) One of the (7) seven members of the Shura Council shall serve as a liaison to ISNA. The ISNA liaison will be designated by the ISNA board, or as delegated by the ISNA board to an ISNA official, from among the (7) seven members of the Shura Council.
- c) One of the (7) seven members of the Shura Council must serve as President of Islamic School of Irving.
- d) One of the (7) seven members of the Shura Council must serve as the Lead of Outreach Department.
- e) No person shall be elected by the Shura Council as ICI President for more than two (2) consecutive terms.
- f) A Shura Council member must be willing to volunteer at least 2 hours a week to the affairs of the ICI. Non-compliance may constitute sufficient grounds for the removal of the member from Shura Council.
- g) A Shura Council member and/ or their spouse cannot be the employee of ICI and any of its subsidiaries.
- h) No two members of Shura Council can be from the same household.

Section II: Tenure

- (a) All Shura Council members shall be elected for a period of 3 years at the end of which they will also be eligible for re-election.

Section III: Removal of Shura Council Members

Under certain conditions and upon the recommendation of the Shura Council, a Shura Council member may be removed by a 2/3-majority vote of the Shura Body members. The Shura Council shall appoint an Ad-Hoc committee consisting of 3 members from the Shura Body (inclusive of members of the Shura Council) to be chaired by the Resident Imam of ICI and on the recommendation of that committee, the Shura Council may proceed to expel the said Shura Council member.

Some of the conditions for removal of a Shura Council member are as follows:

- Open and persistent acts of a major sin as defined by the Qu’ran and the authentic Sunnah of the Prophet (P.B.U.H)
- Engaging in the business of selling alcohol, lottery tickets, gambling or other Islamically prohibited trades
- Direct and willful violation of the Constitution
- Misuse or appropriation of funds
- Damaging the existence or interest of ICI
- Non-compliance or unwillingness to volunteer, without reasonable excuse, at least 2 hours a week to the affairs of ICI when requested to do so by the Shura Council.

Section IV: Vacancy and Appointment of New Members

- (a) A Shura Council vacancy may be created when a member dies, becomes incapacitated, resigns, is removed or, leaves the geographic area of membership limits or his or her term expires.
- (b) All vacated/ open position(s) should be elected by the Shura Body Members with a simple majority.
- (c) A vacancy may be filled with any member from the Shura Body.
- (d) A person must be a member of the Shura Body before being eligible for election to the Shura Council.

Section V: Functions

The Shura Council is the highest executive authority in ICI. Its decisions, as long as they do not contradict Shariah or the Sunnah, are binding to the Shura Body, Special Committees and people working for ICI. The following are the general functions of the Shura Council:

- a) Supervising the implementation of the Constitution.

- b) Finding ways and means to raise new funds for ICI.
- c) The general management, maintenance, and growth of ICI.
- d) Approving and signing all withdrawal and expenses.
- e) Appointment of an Imam or other employees of ICI.
- f) Overseeing and evaluating the performance of the Shura Body or any special committees.
- g) By majority votes, suspension or cancellation of any member of the Shura Body or the General Assembly in accordance with similar conditions under Article IV Section III.
- h) For any Bilateral Service and Collaborative agreements with other organizations, a resolution should be approved by the Shura Council. The final agreement with the other organization must be signed by Shura Council, duly authorized by the approved resolution. The approved resolution must be reviewed and ratified by the newly elected Shura Council.

Section VI: Officers, Roles and Responsibilities

The following are the Officers of the Shura Council:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) and 3 Shura Council members

Section VII: President of the Shura Council

President of the Shura Council will be elected from amongst the members of the Shura Council. The following are the roles and responsibilities of the President:

- a) Supervision and general management of the affairs of ICI.
- b) Calling and presiding over the meetings of the Shura Council and the Shura Body.
- c) Co-signing with the Treasurer checks in accordance with article VIII.
- d) Presenting reports about the affairs of ICI as required.

- e) Arranging speakers for special occasions (other than Fridays).
- f) Arranging and supervising fundraising activities.
- g) Ensuring the legal and tax requirements of the Federal and State Governments are being fulfilled.
- h) To act in an advisory capacity to all special committees.
- i) ICI President will serve on the ICI Waqf Board as defined in the ICI Waqf By-laws.

Section VIII: Vice President of the Shura Council

The Vice President of the Shura Council will be elected from the members of the Shura Council. The following are the roles and responsibilities of the Vice President:

- a) Carrying out the management activities, in the absence of the President.
- b) Temporarily assuming the functions of the President when requested to do so or if the President is incapacitated. In the latter case, if the remaining term of the vacated position is 1 year or less, the Vice President of the Shura Council will assume the position of the President of the Shura Council to complete the rest of the term of the President. In such instance, a new member will be elected to the Shura Council per Article IV Section IV, and a new Vice- President will be elected by the Shura Council.
- c) Performing any special assignments delegated by the President.

Section IX: Secretary of the Shura Council

The Secretary of the Shura Council will be elected from the members of the Shura Council. The following are the roles and responsibilities of the Secretary:

- a) To serve as the registered agent of ICI.
- b) Keeping ICI registered in the State of Texas.
- c) Reporting the important events and activities of ICI to the external bodies.

- d) Preparing, circulating and maintaining the minutes of the Shura Council Meeting.
- e) Preparing the agenda for the Shura Council/Shura Body meeting and notifying the members of the Shura Council/Shura Body of it.
- f) Maintaining the list of members and the volunteers for the various functions of ICI.
- g) In case of emergency and when requested to do so by the President, preside over the Shura Council meetings when both the President and Vice President are absent.
- h) Presenting at the beginning of every Shura meeting, the minutes of the last meeting for approval by the Shura Council.
- i) Posting as necessary, a list of members eligible to vote.
- j) Maintaining all the records of ICI.
- k) Within the first sixty (60) days of elected Shura Body, the secretary should collect and present the structure, responsibilities, and members of all existing serving committees. Within the same period, the secretary shall publish to Shura Body members a list of all active and approved committees for members to enroll in, subject to provisions under the constitution and bylaws in existence.
- l) Should Conduct Annual General Body meeting of ICI, on the last Sunday of August of each year, at ICI or at an appropriate place determined by the Shura Council. Guidelines for the meeting is below.
 - 1. This meeting shall be held after Zuhr prayer.
 - 2. The purpose of this meeting is to disseminate information to the membership.
 - 3. This meeting shall be chaired by the President of the ICI. In the absence of the President, the Vice President or any other member of the Shura Body designated by the President shall conduct the meeting.
 - 4. No quorum is required for this meeting.
 - 5. Members of the community, who are not registered Members, may attend this meeting as observers.
 - 6. Notification of Annual Meetings: ICI Members shall be notified of the time, date and place of the meetings by the announcement from the pulpit, posting on ICI notice board and through electronic means (e.g., email, social media, etc.).
 - 7. The following activities shall be conducted at this meeting:
 - i. The Annual Report including the financial status shall be presented by the President or the President's designee.

- ii. A summary of the preliminary budget for the next year shall be presented by the Treasurer.
 - iii. Update on the three-year (3-year) plan shall be provided.
- m) Prepare and facilitate the election procedure, to be conducted on the 3rd Saturday of October of every three (3) years. In case the 3rd Saturday of October coincides with the day of Eid, then the following Saturday will be designated as election day.

Section X: Treasurer of the Shura Council

The Treasurer of the Shura Council will be elected from the members of the Shura Council. The following are the roles and responsibilities of the Treasurer:

- a) Maintaining the record of all the financial transactions of ICI. The treasurer will be responsible for the systematic maintenance of books, check disbursements, receipts, recording of all assets including but not limited to investments, properties, bank statement reconciliation and presenting the financial status of ICI.
- b) Collecting and depositing all funds received on behalf of ICI.
- c) Co-signing all withdrawals and check disbursement in accordance with article VIII.
- d) Preparing the annual budget(s) for the fiscal year.
- e) Presenting before the Shura Council monthly and yearly reports on the status of the financial affairs of ICI.
- f) Ensuring proper back-up materials are maintained for disbursements.
- g) Post quarterly financial summary on ICI notice board.
- h) Ensuring the tax requirements of the Federal and State Governments are being fulfilled.
- i) Perform all other duties related to the office of Treasurer.
- j) ICI Treasurer will serve on the ICI Waqf Board and carry out the duties defined in the ICI Waqf By-laws.

Section XI: Shura Council Meetings and Procedures

- (a) The Shura Council shall at a minimum meet once in every two months.
- (b) Presence of 4 members shall constitute a quorum. The President or the Vice President shall be among the four.
- (c) For a Shura Council decision to be binding it must be approved by at least 4 members.
- (d) A decision reached by the Shura Council cannot be modified, changed, or altered by any individual Shura Council member(s) unless it is done by way of this Constitution inclusive of notice, quorum, meeting in person or by phone. In the event of an emergency, which requires an immediate or quick decision, approvals may be received over the phone. In such a case, the issue must be notified to the Secretary, or in his or her absence the Vice President.

The Secretary (or Vice President) will contact the Shura Council members and obtain their votes on the issue over the phone. The decision reached in this manner should be documented and presented in the next meeting by the Secretary.

- (e) The Shura Council will approve the job responsibilities of any hired employees.
- (f) A Shura Council member who fails to attend at least three consecutive scheduled meetings without being excused prior to the meeting by the President shall be asked to provide an explanation in writing. The appropriate course of action may be taken in accordance with Article IV Section IV. The Shura Council must grant the individual a hearing before taking any action.
- (g) In case of ambiguity or conflict regarding the interpretation of any sections of this Constitution, the interpretation of the Shura Council shall be final.

ARTICLE V: SHURA BODY

Section I: Functions

- (a) The general purpose of the Shura Body is to assist the Shura Council to carry out the charters, goals, and activities of ICI.
- (b) It will also serve in a general fiduciary capacity by identifying and recommending areas of improvement to Shura Council.

- (c) Shura Body members are authorized to join and serve any committee of their choice except for the committees that have by-laws which dictate specific process for selecting members.
- (d) Any single Financial Expense exceeding \$250,000 should be approved by Shura Body by simple majority vote, in addition to approval functions outlined in Article V, Section IV, item(a).

Section II: Composition

- a) The Shura Body may have up to 30 members. All Shura Body members should have reached the age of 19 years and hold valid state identification.
- b) The election process needs to accommodate the above provisions for categories.
- c) The Shura Body will be elected from the general members of the Islamic Center of Irving who are in good standing as described in Article IX, Section II. The Shura Council may reject the nomination request of an applicant if a majority of the Shura Council members believes that the individual's membership will be detrimental to the interests and charters of ICI.
- d) The members of the Shura Council are also members of the Shura Body.
- e) To be considered functional the Shura Body shall have at least 15 members (which includes 7 members of the Shura Council).
- f) The Shura Body must meet at least once every 3 months.
- g) A Shura Body member must be willing to volunteer at least 2 hours a week to the affairs of the ICI. Non-compliance may constitute sufficient grounds for the removal of the Shura Body member.
- h) The presence of 2/3 of the members shall constitute a quorum. If 2/3 of the members do not appear at the meeting, another Shura Body meeting shall be called to discuss the same within a month. In the second meeting, there shall be no quorum requirements for voting on matters which were to be voted in the previous meeting.
- i) Shura Body sub-committee formation will require specific approval and consultation with the Shura Council.
- j) All sub-committees formed are limited to the term of its elected Shura Body term except sub-committees that have specific by-laws and the term defined in it.

- k) If 2 or more members of the same household are elected to the Shura Body, the Shura Body, will by simple majority determine if there is a “conflict of interest”. The persons in question may not vote. If a conflict of interest is determined, one (or more if more than 2 are elected) of the household members must resign. If there is no agreement between the members of the household as to who should resign, the person with lower vote count(s) in the election will be asked to resign.
- l) An employee of ICI or it’s subsidiary may not be a member of Shura Body.

Section III: Membership and Tenure of the Shura Body

- a) A general member of ICI in good standing is eligible for membership in the Shura Body. However, the general membership must be in good standing for 12 months before being eligible for membership in the Shura Body.
- b) The Shura Council may reject the nomination/ election of any member to the Shura Body if it believes that the individual may be detrimental to the interest of ICI.
- c) Members of the Shura Body will be elected from amongst the general members of ICI who are in good standing.
- d) 10 members of the Shura Body will be elected on a staggered 3-year term basis every year by the General Assembly. The first staggered election will be held sometime between October 19, 2021 and December 19, 2021 – exact date being determined by election readiness.

At the time of 2021 election, 10 members of the existing Shura Body (2019-2022 term) will vacate their seats. Seats may be vacated voluntarily first and if that does not yield 10 seats then the remaining seats will be vacated first based on back-fills after the 2019 general elections with any remaining seats based on lowest vote counts in the last 2019 general election.

The action to determine the 10 departing members in 2021 and subsequently in 2022 and 2023 must be completed at least 30 days in advance of the election. The departing members will be eligible for reelection.

At the time of 2022 elections, 10 additional members of the existing Shura Body will vacate their seats. Seats may be vacated voluntarily first and if that does not yield 10 seats then the remaining seats will be vacated based on procedures outlined for the 2021 elections.

At the time of the 2023 election, 10 remaining members of the existing Shura Body will vacate their seats. This election will complete the staggering of the 30 members

who were elected in the 2019 General Elections.

- e) A Shura Body member and/ or their spouse cannot be the employee of ICI and any of its subsidiaries
- f) Under certain conditions and upon the recommendation of the Shura Council, a Shura Body member may be removed by a 2/3-majority vote of the Shura Body members. Although not limited, some of the conditions for removal of a Shura Body member are as follows:
 - 1) In case a member of the Shura Body openly and persistently commits a major sin as defined by the Qu'ran and the authentic Sunnah of the Prophet (P.B.U.H), the Shura Council shall appoint an Ad-Hoc committee consisting of 3 members from the Shura Body (which includes the Shura Council) to be chaired by the Resident Imam of ICI and on the recommendation of that committee, the Shura Body may proceed to expel the said Shura member.
 - i.Engaging in the business of selling alcohol, lottery tickets, gambling or other Islamically prohibited trades
 - ii. Direct and willful violation of the Constitution
 - iii.Misuse or appropriation of funds
 - iv.Damaging the existence or interest of ICI
 - v.Non-compliance or unwillingness to volunteer, without reasonable excuse, at least 2 hours a week to the affairs of ICI when requested to do so by the Shura Council.
 - vi. Is in violation of the Code of Ethics and Conflicts mentioned in Article VI
- g) Failure to attend at least two (2) consecutive scheduled Shura Body meetings by a Shura Body member without being excused by the Meeting Facilitator (Secretary, or the President) prior to the meeting will be considered a resignation of that Shura Body Member by abandonment of attending the Shura Body meetings.

Section IV: Roles and Responsibilities

- a) Shura Body will have the following roles and responsibilities:
 - By simple majority approve the creation of ICI affiliates
 - By simple majority approve any major ICI expansion functions

- Coordinating and overseeing various sub-committees' functions at ICI
- Electing Shura Council
- Each Shura Body member should be a member of a committee serving ICI strategic initiatives

ARTICLE VI: Ethics and Conflicts

Section I: ICI Code of Ethics

- a. The ICI Shura Body members and employees will comply with the following code in all their actions. If ICI is in existence, no Shura Body Member, Officer, committee member or employee of ICI shall:
 1. Commit any act in violation of this Constitution or a binding obligation of ICI.
 2. Commit any act with the intention of harming ICI.
 3. Commit or encourage any act that would make it unnecessarily difficult to carry out the intended or ordinary business of the ICI.
 4. Receive direct or indirect personal benefit from the operation of ICI or its programs.
 5. Use the assets, premises, and facility of ICI, directly or indirectly, for any purpose other than carrying on the business of ICI.
 6. Wrongfully dispose or transfer ICI assets or property. This includes but is not limited to intellectual property and digital assets.
 7. Use the name of ICI or any logo, trademark, or tradename adopted by ICI except on behalf of ICI in the ordinary course of ICI's mission.
- b. The Shura Body may, from time to time, approve and publish a Code of Conduct to be observed by ICI Members, employees, members of the masjid congregation, and any visitors on the premises of any ICI property.

Section II: ICI Conflict of Interest

- a) The Shura Body/Shura Council/Committee Member of ICI owe a duty of

loyalty to the organization which requires that in serving ICI they act not in their personal interest, or in the interest of others, but rather solely in the interest of ICI.

- b) Shura Body/Shura Council/Committee members must have undivided allegiance to ICI mission and may not use their position as ICI Management, the information they have about ICI or ICI's property in a manner that allows them to secure pecuniary or other benefits.
- c) A Shura Body/Shura Council/Committee Member shall not use inside information of ICI for his/her personal benefit or use such inside information or his/her position as ICI Management to the detriment of ICI.
- d) Each Shura Body/Shura Council/Committee member has a duty to act in the best interest of ICI foremost in any dealings involving ICI and has a continuing responsibility to comply with the requirements of this section.
- e) A Shura Body/Shura Council/Committee member, employee must make full disclosure to the Shura Body of any potential conflict of interest including investment, business and employment interests with self or other individuals serving at ICI, or such that might arise during his/her term.
- f) A Shura Body/Shura Council/Committee member, employee must notify the Shura Body if there is a preexisting supervisory or subordinate relationship of that Shura Body member with another currently serving Shura Body member.
- g) Business transactions or financial arrangements of ICI including, but not limited to, any competitive bidding to render any paid services to ICI in which a Shura Body/Council/ Committee member or employee has an interest shall be prohibited, except by the rules and procedures as set out in Section III.

Section III: Financial Conflict of Interest

- a) Purpose. The purpose of this section is to protect ICI's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Shura Body/Council member or employee or Officer or might result in a possible excess benefit transaction. This section is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

b) Definitions.

1. Interested Person. Any Shura Body/Council member, Officer, employee or member of a committee with powers delegated by the Shura Body, who has a direct or indirect financial interest, as defined below, is an Interested Person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which ICI has a business transaction or financial arrangement;
 - A compensation arrangement with any entity or individual with which ICI has a business transaction or financial arrangement; or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ICI is negotiating a business transaction or financial arrangement.
3. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

c) Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Shura Body.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Shura Body meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Shura Body shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - An Interested Person may make a presentation at the Shura Body meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - The Lead Facilitator or his/her designee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or

arrangement.

- After exercising due diligence, the Shura Body shall determine whether ICI can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Shura Body shall determine by a majority vote of the disinterested Shura Body members whether the transaction or arrangement is in ICI's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy.

1. If the Shura Body has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the Interested Person's response and after making a further investigation as warranted by the circumstances, the Shura Body determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

e) Records of Proceedings.

Concerning conflict of interest determinations, the minutes of the Shura Body Meeting shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Shura Body's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the

proceedings.

3. Once the conflict of interest has been determined, the failure of duty to disclose will result in the following:
 - i. That Shura Body/Council member will be ineligible for the position of Shura Body for the next five years.
 - ii. That Shura Body member's current position will be deemed as vacant, and subject to replacement.
 - iii. That committee member will be expelled from the committee and his general membership will be ineligible for next five years.
 - iv. That Employee will be terminated and will be ineligible to rehire

f) Compensation

1. Any Shura Body/Council/Committee Member or employee who receives compensation, directly or indirectly, from ICI for services rendered is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ICI for services is precluded from voting on matters pertaining to that member's compensation.
3. Any Shura Body/Council/ member or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ICI is prohibited from providing information to any committee regarding compensation.

ARTICLE VII: AFFILIATES

Section I: Creation of Affiliates

- a) ICI may create organizational affiliates, from time to time, to better serve its charter and be of service to the Islamic Community of North Texas.
- b) These affiliates will operate under the ICI charter and existing ICI legal entity.
- c) The existing ICI Shura Council and Shura Body will have complete legal

authority over the creation and dissolution of such affiliates in accordance with existing state and federal rules.

- d) In rare cases, an affiliate may be spun-off as a separate legal entity, to better serve the community. In such a case, the spin-off will require:
- Unanimous approval by all 7 members of the Shura Council
 - 2/3 majority of the Shura Body
 - A spun-off entity will have its own legal structure – separate 501 c and Board, and will maintain for the duration of its existence, the sole purpose of supporting the Mission of ICI.
 - The decision has already been made to spin-off the ICI Endowment Fund after it has achieved certain monetary thresholds

ARTICLE VIII: SPECIAL COMMITTEES

- a) The Shura Council may appoint at any time special committees to carry out an assignment. The tenure of these committees may vary from a fraction of an hour to more than a year depending on the nature of the assignment.
- b) The assignment given to any special committee shall be precisely defined in a memorandum from the Shura Council to the Special Committee.
- c) The committees will work under the general supervision of the Shura Council and the constitutional framework of ICI. However, specific committees will work under the general guidance of the Shura Council member responsible for that function.
- d) If Committee engages in any fundraising activity or has expenses, it must submit a budget to the ICI Shura Council. The budget must be ratified by ICI Shura Council.
- e) Each Committee must develop its yearly objectives and submit quarterly reports to the ICI Shura Council
- f) The following special committees may be appointed:
- Governance Committee
 - Education Committee
 - Dawah Committee
 - Technology Committee
 - FundRaising Committee
 - Maintenance and Construction Committee
 - Women's Affairs Committee
 - Fiqh Committee
 - Funeral Assistance Committee

- Dawah Committee
- Community Development Committee
- Social Services Committee
- Youth Committee
- Any Other committees as situation arises

ARTICLE IX: GENERAL ASSEMBLY

Section I: Composition and Roles

- a) The General Assembly will be comprised of the "General Members" of ICI.
- b) Ratify constitutional amendments per amendment process
- c) Elect Shura Body members per process described in the constitution

Section II: General Membership Requirements

- a) Any Muslim having valid identification showing City of Irving residency, parents of Islamic School of Irving students, parents of Tanzeel Academy students and employees of ICI and its DBAs/affiliates are eligible and may become a general member of ICI. People holding ICI membership, before this amendment's effective date will be grandfathered and may continue to maintain their membership if other membership requirements are fulfilled.
- b) To be a General Member in good standing, a member must be current with any monthly/yearly membership dues that may be established by ICI from time to time. Such member also must not be a member of any group, club, or organization that is known to have enmity towards Islam or Muslims.
- c) The Shura Council may reject the membership request of an applicant if it believes that the individual's membership may be detrimental to the interests and charter of ICI.
- d) The General Members in good standing will elect the 10 Shura Body members every year per staggered terms process described in Article V Section III, d.
- e) A General Member(s) must be in good standing for at least 6 months, prior to the date of the election, to be eligible to elect other general members to the Shura Body.
- f) An ICI member may not self-nominate oneself for Shura Body, Shura Council or any other executive position in ICI.
- g) Membership eligibility requirements may be subject to verification by ICI at the time application or renewal.

- h) An initial membership application can only be made in person.

Section III: Membership Dues

- a) Membership dues will be established by the Shura Council.
- b) Membership dues must be current for a member to participate in elections.

Section IV: Amendment Restriction

Amendments to any of the following Sections may not be valid without the prior proposal or the later confirmation of ISNA. These sections are:

- All of Section 2 of Article I
- Section 1 and 2 of Article II
- Section I. b of Article IV
- Section III. b of Article VII
- Section II. c of Article IX
- Section III of Article IX
- Section I and II of Article XII
- Article XIV

ARTICLE X: FINANCE

Section I: Contributions

- a) ICI may accept contributions in any form from any source consistent with the purpose of ICI and the principles of Islam.
- b) All funds collected for a specific cause shall be used for that cause.

Section II: Separation of Accounts

- a) Bank accounts will be created and maintained by ICI per decisions made by the Shura Council.
- b) All funds must be maintained in the non-interest-bearing checking account or other investment accounts as approved by ICI Shura Council.
- c) For regular monthly expenses (rent, electric, telephone, water/sewerage, and gas) and other miscellaneous expenses under \$2000, the signature of the Treasurer will be sufficient. All other expenses greater than \$2000, must be approved by the Shura Council.

- d) Written approval records must be maintained in the ICI meeting minutes for expenses greater than \$5000.
- e) Funds collected on behalf of other Masjids/Islamic Institutions/Schools must be tracked separately - a check to the receiving organization will then be written by ICI.
- f) An ICI Endowment Fund to support the Masjid and School functions will be created.
- g) Records must be maintained for funds received for specific purposes - Zakat, specific country relief funds, etc.

Sections III: Budget

- a) The treasurer of ICI will be responsible for creating an annual budget.
- b) The budget must be submitted a month before the following fiscal year and be approved by the Shura Council before the start of next fiscal year.
- c) The budget must be ratified by the ICI Shura Council.
- d) Quarterly “best views” of the budget should be created and approved by the Shura Council.
- e) All ICI affiliate and sub-committees which are collecting funds must create an annual budget and submit to ICI Shura Council for approval.

Sections IV: Audit

An annual audit of ICI’s financial accounts must be performed by a qualified accountant.

Findings and recommendations of the audit will be presented to the Shura Council for further action, as necessary.

ARTICLE XI: ISLAMIC SCHOOL OF IRVING

- a) The Islamic School of Irving will serve as the wholly owned subsidiary of ICI
- b) It will operate under ICI's legal and tax structure with dba "Islamic School of Irving"
- c) ISI will be managed by a 7 to 11-member Advisory Board.
- d) At least 3 members of Advisory Board will be from the ICI Shura Body. Their term will coincide with the Shura Body election
- e) ISI Advisory Board members will be nominated and approved by the ICI Shura Council.
- f) ISI Advisory Board will have the following 7 to 11 officers:
 - Chair
 - Vice Chair
 - Treasurer
 - Secretary
 - 3 - 7 General Members
 - 3-5 members maybe non-parents and from the general community (not necessarily members), to allow experts, professional and educationists to serve in the School Board
- g) ISI may create a separate set of by-laws which will not contradict the ICI constitution.
- h) The President (Chair) of ISI will be a member of the ICI Shura Council.
- i) The treasurer of the ISI Advisory Board will be responsible for creating an annual budget under the Leadership of ICI Treasurer
- j) The budget must be ratified by the ICI Shura Council
- k) ISI may maintain a separate bank account under the ICI legal name and Tax ID
- l) All donation deposits must be channeled through the ICI check/cash collection process in order that an annual statement may be provided to the donor for tax purposes

ARTICLE XII: AMENDMENTS

Section I: Amendment requests

- a) A general member in good standing, the Shura Body or the Shura Council may suggest constitutional amendment proposals. However, 10 members of the Shura Body must sign the proposal.
- b) Constitutional amendment requests must be made in writing to the secretary of the Shura Council.
- c) The secretary shall mail the proposal to all the members of the General Assembly and call a General Assembly meeting within 60 days notice the proposed amendments.
- d) Meeting to discuss the constitutional amendments should be held no sooner than 30 days from the date of notification (post-marked date).

Section II: Approval

- a) To be effective, an amendment must be approved by at least 51 percent of the total General Assembly members attending the meeting.
- b) The Quorum required for voting on amendments shall be 50% (fifty) percent or 250 members of the total General Assembly members whichever is lower.

ARTICLE XIII: ARBITRATION

Section I

All and any dispute regarding ICI or any of its affiliates and subsidiaries must be settled through ICI's Arbitration Board

Section II

The Arbitration Board shall be comprised of all former Presidents of ICI who were formally elected during the 3-year general elections. The Arbitration Board, on its own discretion, may add the current Resident Imam of ICI or up to 5 additional respected members of the community to address the issues on hand.

The decision of the ICI Arbitration Board shall be binding on the ICI Shura Council, the ICI Shura Body, the Islamic School of Irving, Tanzeel Academy or any of the ICI affiliates or subsidiaries.

ARTICLE XIV: DISSOLUTION

- a) ICI shall hold, own, and manage all its assets for the sole purpose of fulfilling its mission.
- b) A three fourths (3/4) majority of the total membership of the Shura Body may vote in affirmative to dissolve the ICI in a meeting called for this purpose. Two (2) week notice for such a meeting will be mandatory. After this vote, the President of the of the ICI shall call for a special meeting of the general body for the Voting Members to vote on this issue. Two (2) week notice for such a meeting will be mandatory. The quorum for general body meeting shall be at least one half (50%) of the Voting Members in presence. For the dissolution to become final a three fourths (3/4) majority of the Voting Members present at that meeting must vote in affirmative.
- c) "Dissolution" means the complete disbanding of ICI so that it no longer functions as an association or as a corporate entity. Prior to the dissolution of the corporation, the Shura Body shall appoint a five (5) member Dissolution Committee consist only of previous presidents of ICI in reverse chronological order. Upon the dissolution of ICI, its property shall be applied and distributed as follows:
 - 1) all liabilities and obligations of ICI shall be paid and discharged, or adequate provision shall be made therefore;
 - 2) assets held by ICI upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and
 - 3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to NAIT.

Any legal actions regarding the dissolution may only be instituted in a court of competent jurisdiction in Dallas County, Texas.

ARTICLE XV: EFFECTIVE DATE OF CONSTITUTION

Section I

The constitution will be effective on day approved. Implementation or application of the Constitution will be on a going forward basis and Not retroactive. However, if a new person becomes a member of the Shura Body/Shura Council, he/she will be subject to the new rules

ARTICLE XVI: ELECTION COMMISSION

An independent Election Commission should be formed with ISNA representative (as appointed by ISNA Board) as Chief Election Commissioner at least 60 days before the election