



**Islamic Community of Bryan/College Station**  
417 Stasney \* College Station \* Texas 77840

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*In the Name of Allah, the most Beneficent, the most Merciful*

# Bylaws

As of July 27, 2007

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## BYLAWS

### Article I Identity

#### Section 1 Name of Organization

The name of the organization shall be "Islamic Community of Bryan/College Station" hereinafter referred to as "ICBCS" and/or "the Organization" interchangeably. ICBCS is a non-profit organization.

#### Section 2 Registered Office and Registered Agent

The registered office and registered agent of the Organization shall be as set forth in the Organization's Articles of Incorporation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

#### Section 3 Principal Office

The principal office of the Organization shall be at 417 Stasney Street, College Station, Texas 77840, provided that the Board of Directors shall have the power to change the location of the principal office. The aforementioned principal office is hereinafter referred to as the "Islamic Center".

#### Section 4 Other Offices

The Organization may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Organization may require or as may be desirable.

### Article II Nature

#### Section 1 Nature

The Organization shall be a mosque (hereinafter referred to as the "Islamic Center"), a religious institution that is an established physical place for worship for Muslims at which religious services are the primary activity and are regularly conducted.

#### Section 2 Conformity With Quran & Sunnah in Operations

In conducting its functions and affairs, the Organization shall abide by the rules of the Qur'an (Revelation from Almighty God to Prophet Muhammad (peace be upon him)) and Sunnah (teachings of the Prophet Muhammad (peace be upon him)) and their interpretation according to the Ahl-Assunnah wal Jamaa'ah (the mainstream Sunni Muslim community).

#### Section 3 Conformity With Quran & Sunnah in Bylaws

No Article in the Bylaws shall be in contradiction with the Qur'an, the Sunnah, the beliefs of the Ahl-Assunnah wal Jamaa'ah (the mainstream Sunni Muslim community), and the laws of the State of Texas and the United States.

## **Article III Purpose & Objectives**

### **Section 1 Purpose**

The purpose of the Organization shall be to advance the cause of Islam, serve Muslims of the Bryan/College Station area and enable them to adopt Islam as a complete way of life. In so doing, the Organization shall aim to please Allah (Almighty God) in accordance with the teachings of His Prophet Muhammad (peace be upon him).

### **Section 2 Objectives**

The specific objectives are to:

- a) conduct religious services for the Muslim community,
- b) maintain the Islamic Center and make it available to all Muslims in accordance with the policies and regulations outlined in Appendices V and VI of the Bylaws and as set forth by the Board of Directors,
- c) strengthen unity among Muslims in the Bryan/College Station and surrounding areas,
- d) provide means for the collection and distribution of charity,
- e) present Islam to Muslims and non-Muslims and promote good relations and understanding between them,
- f) represent and serve Muslims of the Bryan/College Station area and develop their Islamic personalities,
- g) develop service institutions for Islam and Muslims,
- h) serve as a provider of meat prepared in the Islamic manner for sale in which all revenue will belong to the Organization in the administration of the above-mentioned purposes, and
- i) procure and develop necessary resources to achieve its purpose and objectives.

## **Article IV Relationship With Other Organizations**

### **Section 1**

The Organization shall cooperate with other organizations in matters of mutual interest to further enhance the achievement of its objectives through group affiliation. Any organization in the Bryan/College Station area that meets the conditions specified in Appendix VII (Sections 1 and 2) of the Bylaws, may become a group affiliate of ICBCS.

## **Article V Members**

### **Section 1 Types**

There shall be two types of membership in the organization. These are members and voting members.

## **Section 2      Members**

Any Muslim, at or above the age of maturity (puberty), who resides in the Bryan/College Station area, endeavors to practice Islam as a total way of life, agrees to abide by and respect the Bylaws of the Organization and pays the membership dues either as an individual or as a member of his or her family (unless exempted according to the Bylaws) may become a member of the Organization.

## **Section 3      Voting Members**

Any member who also satisfies the following requirements shall become a voting member of the organization:

- (a) Subscribes to the general belief and understanding of the Ahl-Assunnah wal Jamaa'ah.
- (b) Has been a member of ICBCS for the last six months or has renewed his or her membership in accordance with Section 4 of this article, at least one week before a general assembly meeting,
- (c) Is at or above the age of 18 years.
- (d) Is known to be of good Muslim character, and a regular attendant of prayers at the Islamic Center.
- (e) Is a regular participant in ICBCS activities.

In determining the eligibility of individuals for voting membership based on the above criteria, the decision of the Fiqh Committee, or an equivalent ad-hoc committee performing duty number 3 listed in Article VII Section 2.4.1.2 of the Bylaws shall be final.

## **Section 4      Expiration and Renewal**

Membership, if approved, shall be valid until December 31<sup>st</sup> of the year for which it is sought. Membership cannot be valid for a period longer than one calendar year. New applicants who apply within a six month period ending on December 31<sup>st</sup> need to pay only half of the membership dues otherwise applicable. Upon the expiration of a one-year grace period allowed for renewal of membership, an application for new membership must be submitted to ICBCS for reevaluation.

## **Section 5      Termination**

The Board of Directors may suspend or expel a member for cause after an appropriate hearing. The hearing shall be conducted in front of a panel consisting of at least two-thirds of the Board of Directors and three additional panel members chosen from the local Muslim community of Bryan/College Station. Of the additional panel members, the first panel member shall be appointed by the Board of Directors, the second shall be appointed by the member who is the subject of the hearing and the third shall be appointed by the agreed appointee of the first and second additional panel members. In the event that the member who is the subject of the hearing is unwilling or unable to appoint a panel member on his or her behalf, one shall be appointed for the member by the Board of Directors. An affirmative vote of two-thirds of the panel shall be required to terminate or suspend the membership of the member who is the subject of the hearing.

## **Section 6      Resignation**

Any member may resign by filing a written resignation with the Secretary.

## **Section 7      Reinstatement**

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two thirds (2/3) of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

## **Section 8      Transfer of Membership**

Membership in this Organization is not transferable or assignable.

## **Section 9      Membership Fees**

The membership fees shall be determined by the Board of Directors. The annual membership fee shall not be increased more than 25% in any year without the approval of the General Assembly. The membership fee may be waived due to straitened circumstances as decided by the Board of Directors'

## **Section 10     Certificates of Membership**

The Board of Directors may provide for the issuance of certificates, or cards, or other instruments evidencing membership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued thereafter upon such terms and conditions as the Board of Directors determine.

## **Article VI     Organizational Structure**

The Organization shall consist of two organizational units. The organizational units will be the General Assembly and the Board of Directors .

### **Section 1      General Assembly**

#### **Section 1.1    Voting**

The voting members of the organization shall constitute the General Assembly. The voting members shall have the right to vote, in person or by proxy, on issues presented to and discussed by the General Assembly, including but not limited to the following:

1. Amendments of the Bylaws of ICBCS.
2. Election of the Board of Directors of ICBCS.
3. Approval of appointed Fiqh Committee members as detailed in Article VII Section 2.4.1.3 of the Bylaws.
4. Approval of appointed members of the Board of Directors as detailed in Appendix I Section 7 of the Bylaws.

#### **Section 1.2    Amendments**

The General Assembly shall have the right to amend the Bylaws of the Organization in accordance with its procedures described in Article IX of the Bylaws. Article II of the Bylaws cannot be amended.

### **Section 1.3 Elections**

The General Assembly shall elect the Board of Directors according to the procedures outlined in Appendix I of the Bylaws.

### **Section 1.4 Resolutions**

The General Assembly may adopt resolutions and, in general, exercise all powers necessary to promote the main purpose and objectives of the Organization.

### **Section 1.5 Meetings**

#### **Section 1.5.1 Number of Meetings**

The General Assembly shall meet at least twice a year. One of these meetings shall be an annual meeting, as described in Section 1.5.3. The second meeting shall be a semi-annual meeting to be held either in June or July on a date and time set by the Board of Directors.

#### **Section 1.5.2 Place of Meetings**

The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Texas.

#### **Section 1.5.3 Annual Meeting**

The annual meeting of members (the General Assembly meeting) shall be held in the month of November on the date and time set by the Board of Directors.

Failure to hold the annual meeting at the designated time shall not work a dissolution of the Corporation. In the event the Board of Directors fails to call the annual meeting at the designated time, any member may make demand that such meeting be held within a reasonable time, such demand to be made in writing by registered mail directed to any officer of the Corporation. If the annual meeting of members is not called within sixty (60) days following such demand, any member may compel the holding of such annual meeting by legal action directed against the Board of Directors, and all of the extraordinary writs of common law and of courts of equity shall be available to such member to compel the holding of such annual meeting.

#### **Section 1.5.4 Notice of Meetings**

The meetings of the General Assembly shall be announced by the Board of Directors at least seven (7) days in advance of the meeting. At least one such announcement shall be made verbally following the weekly Friday congregational prayers at the Islamic Center. The announcement shall include the place, day and the hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called.

#### **Section 1.5.5 Special Meetings**

Special meetings of the members may be called by the President, the Board of Directors, or by members having not less than one fourth of the votes entitled to be cast at such meeting.

Only business within the purpose or purposes described in the notice of the meeting may be conducted at a special meeting of the members.

Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by certified mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten days from the date of its receipt cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting of members called by action of the Board of Directors may be held.

## **Section 1.6 Quorum**

Unless otherwise provided in the Articles of Incorporation or in these Bylaws, members holding one third of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Unless otherwise provided in the Articles of Incorporation or these Bylaws, once a quorum is present at a meeting of members, the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the members represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a vote of the majority of the members represented in person or by proxy at that meeting.

## **Section 1.7 Decisions**

The decisions of the General Assembly shall be based on the votes of the simple majority of its voting members. However, the adoption of amendments shall be in accordance with Article IX of the Bylaws and elections shall be decided in accordance with Appendices I and IV of the Bylaws.

## **Section 1.8 List of Members Entitled to Vote**

The list of members entitled to vote at any members' meeting shall be prepared one week in advance of the meeting. The list (in alphabetical order by name) shall include names and addresses of all members entitled to vote at the meeting. This list must be made available to any member for inspection upon request.

## **Section 2 Board of Directors**

### **Section 2.1 Number of Directors**

A body of ten members shall be duly elected as the Board of Directors by the General Assembly for a term of one calendar year in accordance with the procedure detailed in the Bylaws. The members of the Board of Directors shall also serve as the officers of the Organization. Each member of the Board of Directors shall be elected by the General Assembly to only one office according to the gender requirements specified in Section 2.3.1.

### **Section 2.2 Functions of Board of Directors**

To the extent not limited or prohibited by law, the Articles of Incorporation, or the Bylaws, the powers of the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of the Board of Directors of the Organization.

The functions of the Board of Directors will be to:

1. Adopt policies and formulate plans in consonance with the Shari'ah (Islamic law) to implement the Bylaws of the Organization.
2. Initiate specific projects to implement plans and policies.
3. Appoint and supervise functional committees.
4. Raise funds for the operation of the Organization.
5. Appoint 3 or 5 persons to the Fiqh Committee (Jurisprudence Committee) whenever possible.
6. Manage, operate, and maintain the Islamic Center.
7. Hire and fire employees of the Organization.
8. Define job descriptions for employees and define policies governing their employment.

### **Section 2.3 Officers**

The members of the Board of Directors shall consist of the following officers:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. President of the Muslim Students' Association at Texas A&M University (College Station)
6. Officer of Da'wah (Imparting the message of Islam)
7. Officer of Social Affairs
8. Officer of Educational Affairs
9. Coordinator of Women's Affairs
10. Assistant Coordinator of Women's Affairs

#### **Section 2.3.1 Gender Requirements**

The members of the Board of Directors elected to the offices of Coordinator of Women's Affairs and Assistant Coordinator of Women's Affairs shall be sisters. The member of the Board of Directors elected to the office of President of the Muslim Students' Association at Texas A&M University shall be either a brother or sister. All other members of the Board of Directors shall be brothers.

### **Section 2.4 Duties**

The duties of the Officers are as described in Appendix III of the Bylaws.

### **Section 2.5 Meetings**

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors. The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by three (3) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

### **Section 2.6 Board of Directors Quorum**

Six members including the President shall constitute a quorum of the Board of Directors. In the absence of the President, the Vice-President must be present to make up the quorum. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or the Bylaws. In case of a tie, the side of the President shall prevail.

## **Section 2.7 Compensation**

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or Directors. A director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for such services. Members of committees may be allowed similar compensation and reimbursement of expenses for attending committee meetings. To avoid any conflict of interest, Directors shall not do business with or participate in any competitive bidding to render any paid services to the organization.

## **Section 2.8 Resignation**

A director may resign by providing written notice of such resignation to the Organization. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

## **Article VII Committees**

The Board of Directors shall appoint two types of functional committees, as follows:

### **Section 1 Ad Hoc Committees**

#### **Section 1.1 Procedure for Establishment**

The Board of Directors may appoint an Ad Hoc Committee of a specific number of members for a specific assignment that shall be precisely defined in a memorandum signed by the president and given to the Chairperson of the Committee. Any expenditure constraints shall be stated in the memorandum.

#### **Section 1.2 Chairperson**

The Chairperson of the Committee shall be appointed by the Board of Directors. He or she will call for, preside over and adjourn committee meetings and plan and conduct the Committee's work.

#### **Section 1.3 Tenure**

The tenure of the Ad Hoc Committee may vary from a fraction of an hour to more than a year depending upon the nature of the assignment.

#### **Section 1.4 Report**

Unless the Board of Directors decides otherwise, the Committee shall be allowed to continue its work uninterrupted until completion of the assignment. The Chairperson shall then dismiss the Committee and submit a report to the President of the Board of Directors.

## **Section 2 Associate Committees**

### **Section 2.1 Procedure for Establishment**

The Board of Directors may appoint Associate Committees to assist in carrying out the day-to day affairs and activities of the Organization. Any member of the Board of Directors may propose Associate Committees he may require to carry out his respective duties.

### **Section 2.2 Chairperson**

The member(s) of the Associate Committee shall be directed by a member of the Board of Directors unless otherwise stated.

### **Section 2.3 Tenure**

The tenure of the Associate Committee shall end with the tenure of the Board of Directors that appointed it.

### **Section 2.4 Fiqh Committee**

Unless the requirement for the Fiqh Committee is waived by Article VII, Section 2.4.1, the Fiqh (Jurisprudence) Committee (see subsection 2.4.1) shall always exist.

#### **Section 2.4.1 In the Absence of a Fiqh Committee**

In the absence of qualified individuals (see subsection 2.4.1.1) to constitute the Fiqh Committee (see subsection 2.4.1.3), the Board of Directors shall, as the need arises, appoint one or more Ad-Hoc committees in accordance with Article VII section 1, each of which shall carry out one or more of the duties of the Fiqh Committee as specified in Article VII section 2.4.1.2.

##### **Section 2.4.1.1 Eligibility Requirements for Fiqh Committee**

1. He shall be a voting member of ICBCS for at least three (3) months.
2. He shall not be a member of the Board of Directors or else he shall resign from either post.
3. He should be known as a regular attendant of daily prayers at the mosque and Jumu'ah (Friday congregational prayer) prayers.
4. He must subscribe to the general belief and understanding of the Ahl-Assunnah-wal-Jamaa'ah.
5. He must have participated in and helped in the execution of past activities of the organization.

6. He shall have demonstrated leadership ability and willingness to devote time and effort for the Islamic activities.
7. He must be more knowledgeable in matters related to the understanding of Qur'an, Sunnah, principles of Fiqh (Islamic jurisprudence), and Fiqh.
8. He must be known to have good behavior and moral character.

### **Section 2.4.1.2 Duties**

The Fiqh Committee (FC) shall have the final authority on the following duties:

1. The FC shall seek answers to Fiqhi matters (matters pertaining to Islamic Law).
2. The FC shall arrange for local moon sighting for the first day of Ramadan and the days of both Eids.
3. The FC shall verify the eligibility of the nominees for all elected and appointed offices of the Board of Directors and WAC as detailed in Appendix II and Appendix IV of the bylaws.
4. The FC shall verify the eligibility of voting members as outlined in Article V Section 3 of the Bylaws.
5. The FC shall interpret the Bylaws in cases of disagreement.
6. The FC shall resolve disputes which may arise between members of ICBCS and the Board of Directors. The FC may invite an impartial Muslim (satisfying the qualifications of the FC except residency in B/CS and membership in ICBCS) from outside the local Islamic community to help resolve specific disputes as they deem necessary.

The FC shall perform the following duties in consultation with the Board of Directors:

7. The FC shall recommend the imams for the regular prayer.
8. The FC shall recommend the khateeb for Jumu'ah prayers.

### **Section 2.4.1.3 Formation / Duration / Replacements**

1. **New Committee:** The Board of Directors will appoint 3 or 5 members to the Fiqh Committee and seek approval for their appointments in the next general assembly meeting. The approval will be in accordance with Article VI Sections 1.1, 1.6 and 1.7 of the Bylaws.
2. **Duration:** The Fiqh Committee members shall perform their duties as long as they are eligible and are fulfilling the conditions of Fiqh Committee eligibility requirements. In the event that an FC member no longer meets eligibility requirements, the Board of Directors shall pursue peaceful means to correct the situation. If resolution cannot be achieved in this manner, the Board of Directors shall refer the matter to the General Assembly.
3. **Additions and Replacements:** In case of replacing an existing member or adding a new member to the Fiqh Committee, the Board of Directors will make such an appointment.

The Board of Directors must seek General Assembly approval in the next duly convened meeting held no later than six months after appointment.

## **Article VIII Finances**

### **Section 1 Sources of Revenue**

The Organization shall finance its activities and objectives through the collection of membership fees, donations, and revenues generated from the provision of services of the organization at cost.

### **Section 2 Fiscal Year**

The fiscal year of the Organization shall be as determined by the Board of Directors.

### **Section 3 Use of Funds**

All funds collected for a specific cause shall be used for that cause unless the Board of Directors and the General Assembly authorize its use for a different purpose according to the voting procedures for the amendment of Appendices of the Bylaws. Funds collected for the specific purpose of establishing, expanding, or maintaining the Islamic Center shall not be used for any other purpose.

### **Section 4 Deposits and Bank Accounts**

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select. The Treasurer shall maintain any required accounts. The accounts shall be interest free whenever possible. In case any such account accrues interest, such amounts shall not be used for the organization's capital and operational expenses, programs or activities.

### **Section 5 Checks, Drafts, etc.**

All checks, drafts or other instruments for payment of money or notes of the Organization shall be signed by such director or directors or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

### **Section 6 Financial Bookkeeping**

The Treasurer shall be the bookkeeper for the different accounts.

### **Section 7 Limits on Spending**

The President or the Treasurer shall not authorize expenditures of more than \$100.00 on a single expense without prior approval of the Board of Directors, nor shall he authorize total expenses on one occasion of more than \$200.00 without the prior approval of the Board of Directors.

## **Section 8 Financial Records & Annual Reports**

The Organization shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Organization, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the Organization shall be kept at the registered office or principal office of the Organization in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Organization may charge for the reasonable expense of preparing a copy of a record or report.

## **Section 9 Annual Budget**

The annual budget and financial report shall include all items of expenditure approved for the fiscal year. The President is responsible for the proper implementation of the annual budget. However the Board of Directors shall be responsible for its own duties collectively and individually as described in the Bylaws and as they relate to the budget of the Organization.

## **Article IX Amendments to the Bylaws**

### **Section 1 Requirements/Procedure for Submission**

Amendments to the Bylaws shall be submitted in writing to the President of the Organization not less than a month prior to a General Assembly meeting, signed by at least 10% of the voting members of the General Assembly.

### **Section 2 Presentation of Amendments**

The President shall inform the Board of Directors of the amendments and present them to the next General Assembly meeting.

### **Section 3 Approval**

Amendments to the Bylaws shall be approved by two-thirds majority of the voting members present in a duly convened General Assembly meeting with a quorum as specified in Article VI Section 1.6 of the Bylaws.

### **Section 4 Restriction**

The proposed amendment cannot be discussed or presented for voting more than three times through one term of the Board of Directors.

## **Article X Amendments to the Appendices to the Bylaws**

### **Section 1 Procedures**

All procedures pertaining to amendments to the Appendices to the Bylaws shall be identical to those stated in Article IX, except that:

- 1) The signatures of only 5% of the voting members of the organization shall be needed to submit such amendments.
- 2) Only a simple majority vote of the voting members of the general assembly shall be required for the approval of such amendments.

## **Article XI Arbitration**

### **Section 1 Method of Arbitration**

Disputes within the ICBCS shall be resolved as much as possible through informal means of mediation. As a last resort, disputes may be resolved through arbitration. Arbitration shall involve selecting an individual by each side, and the two selected will select a third person to be the head of the arbitration team. The decision of the arbitration team (three persons) shall be final and enforceable in court. However, in cases where the Board of Directors seeks to suspend or terminate an individual's membership in the Organization, Article V, Section 5 7 of the Bylaws shall overrule this article.

## **Article XII Dissolution**

### **Section 1 Dissolution**

The Board of Directors shall not allow upon dissolution of the Organization or the winding up of its affairs, the assets of the Organization to be distributed to anyone other than the North American Islamic Trust (NAIT). If NAIT does not exist or no longer qualifies as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, the assets shall be distributed to an organization which would then qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code for use in furtherance of the purpose or purposes for which the Organization was organized. The Board of Directors shall determine any alternative recipients of the Organization's assets if they are to be distributed to an organization other than NAIT.

## **Article XIII Miscellaneous**

### **Section 1 Indemnification**

ICBCS shall indemnify all officers, directors, employees, and agents to the extent required by Article 1396-2.22A of the Texas Non-Profit Corporation Act. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

### **Section 2 Insurance**

ICBCS may purchase and maintain insurance, or make any other arrangement, on behalf of any person as permitted by Article 1396-2.22A(R) of the Texas Non-Profit Corporation Act, whether or not ICBCS has the power to indemnify that person against liability for any acts.

### **Section 3 Seal**

ICBCS may adopt a corporate seal in such form as the Board of Directors may determine. ICBCS shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by ICBCS.

### **Section 4 Contracts**

The Board of Directors may authorize any director or directors, agent or agents of ICBCS, in addition to the directors so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

### **Section 5 Gifts**

The Board of Directors may accept on behalf of ICBCS any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

### **Section 6 Books & Records**

ICBCS shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and shall keep at the registered office or principal office in this state a record of the names and addresses of its members.

## **Article XIV Construction**

### **Section 1 Invalid Provisions**

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

### **Section 2 Use of the Terms ‘Brother’ and ‘Sister’**

Both in the Bylaws as well as in the Appendices to the Bylaws, the term “brother(s)” is used to denote individuals of the male gender, and not male siblings. Likewise, the term “sister(s)” is used to denote individuals of the female gender, and not female siblings.



## APPENDICES TO THE BYLAWS

### Appendix I Board of Directors Election Procedures

#### Section 1 Time of Elections

The General Assembly shall elect the Board of Directors in a duly convened meeting of the General Assembly during the month of November by secret ballot for a term of one year beginning the first of the following January.

#### Section 2 Election Committee

The election shall be conducted by an Election Committee consisting of 3 members to be nominated by the incumbent Board of Directors and approved by the Fiqh Committee at least one month before the election. Fiqh Committee members may not be in the Election Committee. In the absence of the Fiqh Committee the Board of Directors shall appoint an ad-hoc committee to fulfill the roles of the Fiqh Committee as specified in Article VII, Section 2.4.1.2, clauses 4, 5 and 6 of the Bylaws. The members of such an ad-hoc committee may not be members of the Election Committee.

#### Section 3 Nominations

The Election Committee shall receive nominations with recommendation to a specific office within the Board of Directors from any voting member until one week before the time of election. Only female voting members may submit nominations for the offices of the Coordinator of the Women's Affairs and the Assistant Coordinator of the Women's Affairs.

#### Section 4 Eligibility of Nominees

The Election Committee shall, in consultation with the Fiqh Committee (or the ad-hoc committee as specified in Appendix I Section 2 of the Bylaws), verify the nominations in view of the conditions stated in Article VI, Section 2.3.1 and Appendix II of the Bylaws, and it shall contact those nominees who are eligible for election to seek their consent.

#### Section 5 Percentage of Votes Required

The nominee with the highest votes for a specific office shall be elected to that office on the Board of Directors, provided that he/she must get at least 25% of the votes, or at least 50% if he/she is the only nominee for that office. Only female voting members may vote for the offices of the Coordinator of the Women's Affairs and the Assistant Coordinator of the Women's Affairs. The office(s) for which the above conditions are not satisfied shall be filled through another election (including new nominations for the vacant office(s) only) within one month after the first election.

#### Section 6 Quorum

The quorum requirement for election shall be as specified in Article VI Section 1.6 of the Bylaws.

## **Section 7      Vacancies**

During the term of the Board of Directors, if any of its elected members becomes unable to perform his/her duties until the end of the term (e.g. leaves B/CS area, becomes disabled, etc.), the Board of Directors may appoint an appropriate individual to replace him/her for the remaining period and announce the appointee's name to the community. In the General Assembly meeting following this appointment, the Board of Directors shall seek the approval of the General Assembly, or else the election of another brother/sister.

## **Section 8      Election to One Office Only**

A nominee for office can only be elected to a single office on the Board of Directors.

## **Section 9      Method of Voting By Proxy**

The method of voting by proxy shall be determined by the election committee.

## **Appendix II      Qualifications for the Board of Directors**

### **Section 1      Qualifications**

A nominee for each office shall qualify by meeting the following conditions:

1. He/she shall be a voting member of ICBCS for at least three months prior to the election.
2. He/she must subscribe to the general belief and understanding of the Ahl-Assunnah wal Jamaa'ah.
3. He/she must have participated in and helped in the execution of past activities of the Organization.
4. He/she shall have demonstrated leadership ability and willingness to devote time and effort for Islamic activity.
5. He/she shall be residing legally in the United States.
6. The nominee for President must have resided either two years in the USA inclusive of nine months in Bryan/College Station, or a year in Bryan/College Station prior to elections.
7. In addition to the above mentioned qualifications,
  - a. The brother nominees ought to be known to be a regular attendants of daily prayers at the Islamic Center and Jumu'ah (congregational Friday) prayers.
  - b. The sister nominees ought to be known to adhere to general Islamic practices (e.g., Islamic dress).

## **Appendix III      Officers**

## **Section 1 Powers of the Officers**

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as the Board of Directors shall from time to time designate. Each officer of the Organization shall seek approval for all proposals and activities related to his duties from the Board of Directors.

All officers and agents of the Organization, as between themselves and the Organization, shall have such authority and perform such duties in the management of the Organization as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Organization, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Organization or another person, that were prepared or presented by: (1) one or more other officers or employees of the Organization; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

## **Section 2 President**

1. The President shall be the chief executive officer of the Organization and shall preside at all meetings of all directors and members. He shall see that all orders and resolutions of the Board of Directors are carried out
2. The President shall be the official representative and spokesman of the organization.
3. The President shall manage, maintain, and operate the Islamic Center.
4. The President shall execute any instruments requiring a seal, in the name of the Organization. When authorized by the Board of Directors, the President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.
5. The President shall submit a report of the operations of the Organization for the year to the members at the annual General Assembly meeting.
6. Subject to the approval of the Board of Directors, the President shall provide financial assistance within the capabilities of the Organization to those in need.
7. The President shall perform such other duties as may be prescribed by the Board of Directors.

## **Section 3 Vice-President**

1. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
2. The Vice-President shall assist the President in the execution of his duties and perform such other duties as the Board of Directors shall prescribe.
3. The Vice-President shall execute any instruments requiring a seal, in the name of the Organization. When authorized by the Board of Directors, the Vice-President may affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary.

**Section 4 Secretary**

1. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform like duties for the standing committees when required. In the absence of the Secretary the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors.
2. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors.
3. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature.
4. The Secretary shall maintain the files, records and documents of the Organization.
5. The Secretary shall manage correspondence between the Organization and its members as well as other organizations.
6. The Secretary shall keep the Organization registered with in the State of Texas.
7. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.

**Section 5 Treasurer**

1. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization.
2. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors.
3. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
4. The Treasurer shall keep and maintain the Organization's books of account and shall render to the Board of Directors an account of all of his transactions as Treasurer and of the financial condition of the Organization and exhibit the books, records and accounts to the Board of Directors at any time.
5. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized.
6. Prepare an annual financial report at the end of the fiscal year.
7. Collect dues, donations, rental income and revenues, and report it every six months and post it in the Islamic Center.
8. The Treasurer shall file any required federal, state, or local taxes with the appropriate agency as required.
9. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.

10. All books, papers, vouchers, money and other property of whatever kind in the incumbent treasurer's possession or under his control belonging to the Organization, shall be restored to the Organization in case of his death, resignation, or removal from office.

### **Section 6      Officer of Social Affairs**

1. The officer of social affairs shall propose a budget for his planned activities.
2. The officer of social affairs shall organize trips, picnics, Eid prayers and parties, sports events, group iftars (meals for breaking the fast), etc.
3. The officer of social affairs shall announce or cause to be announced the graduation of students, birth of babies, etc. in the community.
4. The officer of social affairs shall extend condolences in times of personal grief, death, illness, etc.
5. The officer of social affairs shall perform such other duties as may be directed by the Board of Directors.

### **Section 7      Officer of Educational Affairs**

1. The officer of educational affairs shall propose a budget for his planned activities.
2. The officer of educational affairs shall supervise the operation of the Organization's weekend Islamic school.
3. The officer of educational affairs shall appoint a librarian for the Islamic Center library and supervise acquisitions.
4. The officer of educational affairs shall propose the Friday khateeb (speakers) to the Board of Directors, in consultation with the Fiqh Committee. He shall schedule Friday khutbahs (sermons) and integrate them into meaningful, relevant and timely themes.
5. The officer of educational affairs shall organize lessons in the Islamic Center to meet the needs of the Organization. He shall organize intensive courses, workshops, seminars, etc. in relevant topics.
6. The officer of educational affairs shall perform such other duties as may be directed by the Board of Directors.

### **Section 8      Officer of Da'wah (Imparting the Message of Islam)**

1. The officer of dawah shall propose a budget for the planned activities.
2. The officer of dawah shall be responsible for activities designed to disseminate the message of Islam to non-Muslims.
3. The officer of dawah shall coordinate such activities with the President of the MSA at Texas A&M University.
4. The officer of dawah shall perform such other duties as may be directed by the Board of Directors.

## **Section 9 President of the Muslim Students' Association (MSA) at Texas A&M**

1. The MSA president shall propose a budget for the planned activities.
2. The MSA president shall be the official representative of the Organization on campus.
3. The MSA president shall be responsible for Da'wah activities for Muslims and non-Muslims on the university campus in coordination with the Officer of Da'wah.
4. The activities of the MSA president may include the following:
  - a. Organize lectures on campus.
  - b. Organize Islamic study groups on campus.
  - c. Receive and initiate new students into the community, and facilitate their establishment. Organize orientation programs for new students. Organize welcome parties with the Officer of Social Affairs.
  - d. Encourage Muslim students to join various campus organizations, as officers or otherwise, if it promotes the Organization's purpose and objectives.
  - e. Learn about and utilize all campus resources.
5. The MSA president shall perform such other duties as may be directed by the Board of Directors.

## **Section 10 Coordinator of Women's Affairs**

- a. The Coordinator shall propose a budget for the planned activities.
- b. The Coordinator shall organize educational, social, and other activities for the sisters
- c. The Coordinator shall perform such other duties as may be directed by the Board of Directors

## **Section 11 Assistant Coordinator of Women's Affairs**

- a. The Assistant Coordinator shall assist the Coordinator in the execution of her duties and perform such other duties as the Board of Directors shall prescribe.

## **Appendix V Policy for Use of the Islamic Center**

### **Section 1 Opening Times**

The Islamic Center shall be open to all Muslims during the hours of regular daily prayers, and during activities arranged and sponsored by ICBCS. Normal operating hours of the Islamic Center include the regular daily prayers and ICBCS programs.

### **Section 2 Overnight Stay**

Overnight stay in the Islamic Center shall not be allowed for safety and security reasons, except in the following circumstances (and subject to the policies and procedures set forth by the Board of Directors):

1. Guests and individuals invited by the Board of Directors may stay overnight at the Islamic Center.
2. All attendees of ICBCS approved overnight programs (e.g. Itikaf, Ramadhan night activities) may stay overnight at the Islamic Center.

### **Section 3 Solicitation**

Verbal and written announcements, distribution of printed materials, or any other form of solicitation on the premises of the Islamic Center and at the location of ICBCS sponsored activities elsewhere, shall be approved by the Board of Directors and shall be in conformity with ICBCS policies.

### **Section 4 Use of Facilities & Equipment**

The use of the facilities and equipment in the Islamic Center (i.e. library, office, kitchen, classrooms, etc.) shall be in accordance with the policies and procedures set forth by the Board of Directors.

## **Appendix VI Other Policies of ICBCS**

### **Section 1 Fundraising Policies**

Fund-raising may be conducted for individuals and/or organizations approved by the Board of Directors in accordance with the following criteria:

1. The fundraising must be in conformity with the existing state and federal laws.
2. The objectives, means, administration, and affiliations of the beneficiary organizations/individuals must generally be in conformity with the Organization's understanding of Islam.
3. The distribution of funds shall be made by the Board of Directors to the intended individuals/organizations, in accordance with the designation of the donors, and in the absence of such designation, as deemed appropriate by the Board of Directors.

## **Appendix VII Policy for Cooperation between ICBCS and Other Organizations in B/CS**

### **Section 1 Islamic Organizations**

ICBCS shall cooperate with local Islamic organizations in matters of mutual interest and agreement as long as:

- a. their basic understanding of Islam is in accordance with the understanding of the Ahl-Assunnah wal Jamaa'ah (the mainstream Sunni Muslim community).
- b. they participate in ICBCS programs, particularly those in cooperation with their respective organizations.
- c. they agree that all major Islamic programs in B/CS be conducted under the umbrella of ICBCS (see Sections 5 & 6 for details).
- d. they apply for and are approved for group affiliate status with ICBCS.

- e. their presidents attend the group coordinating committee meetings (see Section 7) chaired by the president of ICBCS.

## **Section 2 Organizations Representing Muslim Countries**

ICBCS shall cooperate with organizations representing one or more Muslim countries in matters of mutual interest and agreement as long as:

- a. their constitution/bylaws do not include articles against Islam and the understanding of the Ahl-Assunnah wal Jamaa'ah (the mainstream Sunni Muslim community). An updated copy of their constitution/bylaws will be kept on file with ICBCS.
- b. their executive committee, members and activities are, in general, not in clear conflict with Islam.
- c. they encourage their members to become individual members in ICBCS and to participate in ICBCS programs, particularly those in cooperation with their respective organizations.
- d. they agree that all major Islamic programs in B/CS shall be conducted under the umbrella of ICBCS (see Sections 5 & 6 for details).
- e. they apply for and are approved for group affiliate status with ICBCS.
- f. their presidents attend the group coordinating committee meetings (see Section 7) chaired by the president of ICBCS.

## **Section 3 Non-Muslim Organizations**

ICBCS shall cooperate with non-Muslim organizations on matters of mutual interest and agreement. Furthermore, it shall seek to foster harmonious interfaith relations with local non-Muslim organizations.

## **Section 4 Bridging the Gap**

If conditions in section 1 and 2 of this article are not satisfied, then cooperation will be limited to necessary occasions whenever the need arises. In all cases, ICBCS will maintain a dialogue with such organizations aimed at bridging the gap if possible.

## **Section 5 Definition: Major Islamic Program**

A "major Islamic program" is defined as a program that is intended for all Muslims and possibly non-Muslims in the B/CS area.

## **Section 6 Definition: Umbrella of ICBCS**

The phrase "under the umbrella of ICBCS" implies that any cooperative event shall be implemented through the executive structure of ICBCS including representatives from affiliate groups.

## **Section 7 Coordination in Activities**

An associate committee named "ICBCS Group Coordinating Committee" shall be established to coordinate activities conducted in cooperation with affiliate organizations. The committee consists of presidents of

affiliate organizations and is chaired by the president of ICBCS. Representatives for presidents may attend provided that they have full authority and delegation from their respective organizations in writing. The role of this group coordinating committee is to agree on activities, events, and programs to be conducted cooperatively by ICBCS and its affiliate organizations.

Adopted by the Board of Directors on December 22, 2006.

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Secretary