



WATERBURY
ISLAMIC CULTURAL CENTER

BYLAWS

Of
Waterbury Islamic Cultural Center (WICC)

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Version 1.0

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IN THE NAME OF ALLAH, THE MOST GRACIOUS, THE MOST MERCIFUL

**BYLAWS
OF
WATERBURY ISLAMIC CULTURAL CENTER, INC
(Non-Stock Corporation)**

ARTICLE I

The Corporation

The Corporation shall be known as **WATERBURY ISLAMIC CULTURAL CENTER, INC.** and shall be referred to in these Bylaws as the "WICC."

ARTICLE II

Purposes and Core Tenets

Section 1: Purposes

The purposes of the Corporation, as set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut, shall be to be organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows:

- A. To promote goodwill, tolerance, unity, and understanding about Islam amongst Muslims and Non-Muslims;
- B. To operate a Mosque/Masjid in accordance with Qur'an and Sunnah in the Waterbury area that is inclusive to our diverse community of all ages and backgrounds;
- C. To promote religious, educational and charitable activities based on the principles of the Islamic faith;
- D. To provide services in a transparent and efficient way, leveraging a team of dedicated and volunteer resources; and
- E. To engage, subject to the foregoing limitations and any further limitations set forth in the Certificate of Incorporation, in any lawful act or activity for which a non-stock corporation may be organized.

In the event of any conflict between the purposes set forth in these Bylaws and those set forth in the Certificate of Incorporation (Appendix A), the provisions of the Certificate of Incorporation shall prevail.

Notwithstanding any other provision of these Articles, this Corporation may not take action that would be inconsistent with the requirements for tax exemption under the Internal Revenue Code, Section 501(c)(3), and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under the Internal Revenue Code, Section 170(c)(2), and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

- A. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- B. Serve a private interest other than one clearly incidental to an overriding public interest.
- C. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures.
- D. Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- E. Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- F. Distribute its assets on dissolution other than for one or more exempt purposes.

Section 2: Core Tenets

The core tenets of WICC are as follows:

- A. The activities of this organization shall be governed by the teachings of the Qur'an and the Sunnah as understood by the companions of Prophet Muhammad (SAW). The principle of Shura shall be the governing principle in arriving at decisions.
- B. WICC shall strive to procure in its affairs and activities, the participation and representation of Muslims of all races, national origins, linguistic or ethnic backgrounds, and Islamic schools of jurisprudence, without giving preference to any group.

- C. WICC shall strive to create an open and welcoming environment for the entire family including children and young adults in its facilities and activities.
- D. WICC shall strive to create an environment where everyone is given the opportunity to grow spiritually and enhance the practice of Islam in their daily lives.
- E. WICC will support a range of activities within the bounds of the Sharia and the laws that govern a 501(c)(3) non-profit organization. Such activities include but are not limited to social gatherings, field trips, visits, lectures, and educational classes on a variety of areas.
- F. WICC will encourage that women have the opportunity to participate in all of its activities as prescribed by Quran and Sunnah.

ARTICLE III

Offices

The Corporation's principal office and any other of its offices shall be located within the State of Connecticut as the Board of Directors, hereafter referred to as BoD, may from time to time determine. The Corporation shall maintain within the State of Connecticut a registered office at such place, which may be the principal office, as the BoD may from time to time determine.

ARTICLE IV

Members

Section 1: Membership

The Corporation shall have a single class of voting members entitled “Member”. All others shall be deemed “Honorary Members.” A Member shall be a Muslim of at least eighteen (18) years of age meeting all of the membership requirements set in the Articles of Incorporation and Bylaws, who files an application with the required dues, as may from time to time be set by the BoD, and agrees to abide by the Articles of Incorporation and Bylaws of WICC. All applications are subject to the approval by the BoD.

Requirements of Membership

1. Those who attend regularly to WICC functions and meetings.
2. Who reside in the Greater Waterbury Area or within 10 mile radius from the principal office of WICC.
3. Those who are not voting members of any other Masjid.
4. Any single person or family who has paid the annual fee or has obtained a waiver of the fee.
5. Agree to adhere to Ahl al-Sunnah and Masjid policies.

6. Application must be reviewed and approved/denied by the BoD during open enrollment as advertised by the BoD.
7. Membership is for an annual basis until renewed.

The BoD reserves the right to cancel membership of a member for cause.

Section 2: Withdrawals and Disqualification

1. Withdrawal from the membership of WICC is voluntary.
2. A member can be disqualified for failure to meet the qualifications listed in ARTICLE IV, Section 1, or for acting in a way detrimental to WICC pending investigation. An investigation can be initiated by the EC or by a formal request from the BoD to the EC. The disqualification process shall be as follows:
 - a. The Executive Council (EC) shall conduct a fair investigation to determine the reasons for disqualification. The investigation shall be concluded within 30 days by a vote of 50%+1 of the EC members. In the event of disqualification, the investigation shall be escalated to the BoD for final determination.
 - b. Upon disqualification by the EC, the Member status shall be suspended. In case the member has an assigned role within WICC, the role shall be fulfilled by the EC till final determination has been completed.
 - c. The BoD shall assess the investigation completed by the EC and conduct an independent investigation to determine the merits of disqualification by the EC. The final determination shall be concluded within 30 days by a vote of 2/3rd of the BoD.

Section 3: Voting Rights

1. Members in good standing have voting rights.
2. Each voting Member shall be entitled to only one vote.
3. A Member, whose dues are in arrears loses the right to vote or run for elections for BoD or EC as long as the membership is still in such arrears.
4. Members shall not have voting rights until 1 year (12 months) have elapsed from the approval of membership application and payment of dues.
5. In the event that membership dues are delinquent for more than sixty (60) days, Members shall become Honorary Members and the Voting Rights criteria of ARTICLE IV Section 3 (4.) shall apply.
6. Honorary Members do not have voting rights but may attend community meetings.

Section 4: Membership Dues (Fees)

Annual membership dues shall be determined and may be changed from time to time by the BoD. Members can request a waiver of the membership dues only on grounds of financial hardship.

ARTICLE V

General Assembly

Section 1: Composition

The General Assembly shall consist of all Members of WICC and shall meet at least once a year.

Section 2: General Powers and Responsibilities

WICC shall be managed by its EC, which is elected by the General Assembly in accordance with the Bylaws.

Responsibilities of the General Assembly shall include:

1. To safeguard the ideological integrity of WICC and hold the EC accountable.
2. Elect all members of EC and BoD.
3. The General Assembly has the power to remove a member of the BoD for gross misconduct or deliberate violation of the WICC Bylaws. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a member of BoD. Upon passing the "No Confidence Motion", a simple majority vote (50% +1) of the members of the EC will be required to approve the removal of the BoD member.
4. The General Assembly has the power to remove a member of the EC for gross misconduct or deliberate violation of the WICC Bylaws. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a member of EC. Upon passing the "No Confidence Motion", a simple majority vote (50% +1) of the members of the BoD will be required to approve the removal of the EC member.

Section 3: Annual Meeting

An Annual meeting of the General Assembly shall be held at a predetermined and announced date and time in accordance with ARTICLE V, Section 5. For newly elected EC, the date of the Annual meeting shall be set by the EC within 60 days from the election of the EC. During the Annual meeting, the following will be (but not limited to) reviewed and acted upon:

1. An Annual report presented by the President of the EC on behalf of the EC.
2. Financial Report and/or other transactions as may properly come before the meeting.
3. Any major or strategic initiatives pursued by EC based on the long-term objectives that were established by the BoD.

Section 4: Special Meeting

A special meeting of the General Assembly may be called by the President of the EC or by two-thirds (2/3rd) vote of the EC. Special meetings may also be called by a written petition signed by 25% of the voting members. The EC Secretary must verify the signed petition requesting special meeting within 2 weeks of submittal. If the petition is approved, the meeting date and time shall be announced in accordance with ARTICLE V, Section 5. If the petition is declined for not meeting the required number of signatures, the outcome must be publicly communicated along with the reasons.

Section 5: Notice of Meeting

Written or printed notice stating the place and time of any meeting of the General Assembly shall be delivered, either in person or by email, to each voting member and shall be posted on the WICC Notice Board and on WICC website not less than ten (10) days, nor more than thirty (30) days before the date of such meeting by or at the direction of the President of the EC, the Secretary or the Officers. The purpose and agenda of the meeting shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the Member address as it appears on the records of WICC. The notice of the meeting shall also be deemed delivered when the email is sent to the public WICC mailing list and posted on the WICC website.

Section 6: Quorum

The required General Assembly quorum for the purpose of voting is 50% of the registered WICC Members. If this requirement is not achieved, voting shall be postponed for one week, at which time at least 33% of Members must be present. If this requirement is not achieved, then voting shall be postponed for one week and a minimum of 25% of registered Members must be present for voting to take place. If this requirement is not achieved, then voting shall be postponed for one additional week with the members in attendance.

Section 7: Absentee Ballots

At any meeting, a voting member can vote in person. Absentee ballots are allowed only for the following reasons: traveling out of town or if admitted to a hospital at the time of voting. Absentee ballots must be submitted to the EC Secretary at least 48 hours before the General Assembly meeting. In the event of elections, the ballots must be handed in person to the Election Committee within the time set by the Election Committee.

ARTICLE VI

Board of Directors

Section 1: Purpose

The purposes of creating a BoD are as follows:

1. Preserving the overall vision and mission of WICC.
2. Protecting the assets of the organization.

The officers of BoD are not officers of EC. The BoD is not responsible for the day to day activities as this is the responsibility of the EC. The BoD, however, acts a means of checks and balances to the EC and ensuring that all the major decisions are in conformity to the Bylaws of WICC.

Section 2: Powers

The Corporation shall act by and through its BoD. The BoD may delegate its powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, the Bylaws, the Connecticut Revised Nonstock Corporation Act, as amended, and Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”) (or the corresponding provision of any future federal tax code).

Section 3: Composition of BoD

1. The BoD shall consist of exactly 5 voting members. The officers of WICC Board of Directors shall be identified as the following:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Member
2. The term of office of the elected BoD shall be 3 years.
3. BoD members, either elected or appointed, will serve no more than three consecutive terms regardless of whether they completed their term. Such a member must stay out of the BoD for at least one term before running for the BoD.
4. All decisions of BoD require approval of a simple majority of BoD.

The BoD shall meet at a minimum, on a quarterly basis.

Section 4: Responsibilities of the BoD

The BoD shall be responsible for:

1. Long term Strategic Planning and general direction (including financial projections) for WICC. The BoD shall invite the EC and may also invite some General Assembly members to conduct these sessions. EC shall execute to the mutually agreed items set forth from the long-term strategic plan set forth by the BoD.
2. Overseeing, selling, purchasing and renting any real estate property.
3. Assigning tasks to the Executive Council when needed.
4. Define means of raising funds for the organization with the assistance of the EC.
5. Review and approve the transfer of funds from the endowment account to the operations account as requested by the President of the EC.
6. Approving any type of projects that involve the addition or removal of structures of any premises owned or operated by WICC.
7. Defining the requirements and selection criteria of the Imam and establishing the Imam's contract.
8. Settling all disputes regarding the interpretation of the Bylaws. Such interpretation shall be in written form and approved by the BoD with the proper quorum.
9. The BoD holds power to declare decisions of the EC as invalid if it determines that the decision taken by EC is in violation of the Bylaws. In the event of such action, the BoD has the right to take the following actions:
 - a. Declare the particular action of EC as void upon written notice and grant the EC 30 days to correct it.
 - b. If the EC does not correct the decision according to the guidance of the BoD within 30 days, then the BoD determination shall be upheld.

Section 5: The President

1. The President shall be a member of the BoD and shall have such powers and duties as usually pertain to the office of President and as may be assigned by the BoD.
2. The President shall preside over the BoD meetings and shall be the spokesperson for BoD activities.

Section 6: The Vice-President

1. The Vice-President shall be a member of the BoD and shall have such powers and perform such duties as may be assigned by the BoD or the President.
2. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

Section 7: The Secretary

1. The Secretary shall be a member of the BoD.
2. The Secretary shall send notice of all meetings of the BoD and shall keep the minutes of all such meetings
3. The Secretary shall have charge of the Corporation's seal; shall authenticate the Corporation's records; shall perform, in general, all the duties incident to the office.
4. The Secretary shall have such other powers and perform such other duties as may be assigned by the BoD or the President.
5. In the absence or disability of the President and the Vice-President, the Secretary shall perform the duties and exercise the powers of the President.

Section 8: The Treasurer

1. The Treasurer shall be a member of the BoD.
2. The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation.
3. The Treasurer shall assume responsibility for all of the Corporation's funds and securities; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status.
4. The Treasurer shall have such other powers and perform such other duties as may be assigned by the BoD or the President.

Section 9: Qualifications of BoD

The member of the BoD must be:

1. a Member of WICC over the age of 25;
2. a citizen or a permanent resident of the United States;
3. a Sunni Muslim abstaining from Kaba'er (major Islamic violations);
4. a regular attendee of the Masjid and preferably an active participant as a volunteer or a leader of activities of the Masjid and WICC;
5. should have good people management skills and demonstrated leadership abilities;
6. should have communication skills necessary to conduct the affairs of WICC including verbal, written and electronic communication skills (such as email);
7. must not be a paid employee of WICC;
8. primarily resides in the greater Waterbury area or within a 10-mile radius of WICC;
9. not convicted of a felony or a misdemeanor involving moral turpitude or trust. Exception may be made for Muslim converts in case of conviction prior to embracing Islam;
10. cannot be serving on the Committee or Board of any other Masjid concurrently;

11. cannot be the spouse, brother, sister, son, daughter, mother, father, first cousin or the aforementioned of a spouse, of a serving Director or EC.

Section 10: Nomination and Election Process for Vacancies

1. Nominations for Directors to replace Directors may be submitted at any time when a vacancy exists.
2. Nominations may be made by any Director or by a nominating committee appointed by the BoD.
3. Nominated Directors shall be elected by a majority vote of the Directors present and voting.
4. In the event of a tie, the President of the EC shall cast the tie-breaking vote.
5. All members of the BoD must have a criminal background check performed before they assume office.

Section 11: Terms

The BoD shall hold office for a term of three years. A BoD member cannot serve more than three consecutive terms, after which, the member becomes ineligible to stay on the BoD for a minimum of one-term (3 years) before becoming eligible again.

Section 12: Resignation and Removal

1. A member of the BoD may resign at any time upon delivery of written notice to the BoD, the President, the Vice-President or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.
2. A Director may be removed as a Director at any time by the affirmative vote of the majority of Directors then in office at a special meeting of the Directors called expressly for the purpose of considering such removal. In such case, the Executive Council (EC) shall conduct a fair investigation to determine the reasons for removal. The investigation shall be concluded by a vote of 50%+1 of the EC members.
3. A Director who, without a valid excuse accepted by the BoD, misses three consecutive Regular Board meetings is automatically removed as a Director.
4. The General Assembly has the power to remove a member of the BoD for gross misconduct or deliberate violation of the WICC Bylaws. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a member of the BoD. Upon passing the "No Confidence Motion", a simple majority vote (50% +1) of the members of the EC will be required to approve the removal of the BoD member.
5. Upon resignation or removal, the BoD may fill the vacancy with any person for the period remaining before the next election in accordance with ARTICLE VI, Section 10. The appointed member must meet the requirements set forth in ARTICLE VI, Section 9.

Section 13: Meetings of the BoD

1. **Location.** Meetings of the BoD may be held within or without the State of Connecticut by agreement and as set forth in any notice of meeting.
2. **Regular Meeting.** The BoD shall meet at a minimum, on a quarterly basis.
3. **Annual Meeting.** The Annual Meeting of the BoD shall be held at such time as the BoD shall determine. Written notice of the date, time and place of each Annual Meeting shall be given to each Director at least five (5) days before the Annual Meeting.
4. **Special Meeting.** Special meetings of the BoD may be called by the President or by a majority of the Directors then serving. Notice of the date, time, and place of each Special Meeting shall be given to each Director at least two (2) days prior to such meeting.
5. **Notice and Waiver of Notice.** Unless otherwise specified in the Bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the BoD may be waived by any or all of the persons entitled to notice. A Director may waive notice by filing a written waiver filed with the Secretary before, at, or after such meeting. A Director is also deemed to have waived notice of a meeting that the Director attends or in which the Director participates, unless the Director at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 14: Transaction of Business

1. **Quorum.** Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of a majority of the Directors in office who are entitled to vote. A Director may participate in a meeting of the BoD by means of a conference telephone or other means of communication enabling all participating Directors to hear one another simultaneously and such participation shall constitute presence in person.
2. **Voting.** Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or by law, the affirmative vote of a majority of the Directors entitled to vote and present at a meeting duly held at which a quorum is present shall be the act of the BoD.

Section 15: Compensation

All decisions concerning compensation to Directors shall be governed also by the Article of these Bylaws entitled "Conflicts of Interest."

Compensation. No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine.

ARTICLE VII

Executive Council

Section 1: Charter of the Executive Council (EC)

Subject to the Provisions of these Bylaws, the day to day activities of WICC shall be managed by the EC and will be accountable to the BoD. The EC shall hold in trust, the properties of WICC. The EC shall take actual care of the properties, but shall have no power to buy, sell, exchange, mortgage, lease, pledge, transfer, or dispose of in any manner, any real estate property of WICC without specific vote of the General Assembly authorizing such action and approval of BoD.

Section 2: Authority

The Corporation may act through Committees of the Executive Council under the purview of the BoD, subject to the Section of this Article entitled "Limitations on Powers." Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such a committee, or in resolutions of the EC adopted from time to time.

Section 3: Role of the EC

The responsibilities of the Executive Council shall be as follows:

1. Safeguarding the ideological integrity of WICC.
2. Responsible for conducting an annual tactical planning session that enables the EC to execute towards achieving at least one of the Strategic Goals developed by the BoD and approved by the General Assembly. The EC shall invite the BoD and some General Assembly members to conduct this session. The output of this session is to create overall short-term objectives for WICC which would be executed by EC.
3. Providing policy guidelines and executing the programs and activities.
4. Providing financial stability to WICC.
5. Operating under the budget outlined by the BoD.
6. Ensuring permanency and continuity of operation and programs.
7. Selecting members of the Committees necessary to conduct WICC operations.
8. Hiring, firing, and managing employees and contractors.
9. Executing on the overall vision and mission of WICC.
10. Safeguarding the spirit and intent of the Bylaws and ensuring that the core Tenets of WICC as outlined in ARTICLE 2, Section (2) are followed.

Section 4: Structure of the EC

The EC officers shall consist of seven members. All seven members shall be elected by the General Assembly during election period. The officers of WICC Executive Council shall be identified as the following:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Three Members

Section 5: Appointment of Committees

The EC shall form Committees to assist in the execution of WICC tasks. The elected EC members may choose to lead the Committees themselves or may instead select Members of WICC to lead the Committees. Each Committee must contain at least one member of the EC to ensure adherence to WICC goals and Bylaws.

The initial committees may include the following:

1. Security Committee
2. Events Committee
3. Sisters Committee
4. Youth Committee
5. Facilities Committee

More Committees may be formed as determined by the EC or BoD.

Section 6: Limitations on Powers

Notwithstanding any provision of this Article or these Bylaws to the contrary, no EC Member or Committee shall have any power to:

1. Concurrently serve on the BoD;
2. Amend the Certificate of Incorporation;
3. Adopt, amend, or repeal the Bylaws;
4. Approve a plan of merger, sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business;
5. Approve a proposal to dissolve the Corporation;
6. Take any decision to sell or acquire real property.

Section 7: Qualification of the EC

The member of the EC must be:

1. a Member of WICC over the age of 21;
2. a citizen or a permanent resident of the United States;
3. a Sunni Muslim abstaining from Kaba'er (major Islamic violations);
4. a regular attendee of the Masjid and preferably an active participant as a volunteer or a leader of activities of the Masjid and WICC;
5. should have good people management skills;
6. should have communication skills necessary to conduct the affairs of WICC including verbal, written and electronic communication skills (such as email);
7. must not be a paid employee of WICC;
8. primarily resides in the greater Waterbury area or within a 10 mile radius of WICC;
9. not convicted of a felony or a misdemeanor involving moral turpitude or trust. Exception may be made for Muslim converts in case of conviction prior to embracing Islam;
10. cannot be serving on the Committee or Board of any other Masjid concurrently;
11. cannot be the spouse, brother, sister, son, daughter, mother, father, first cousin or the aforementioned of a spouse, of a serving Director or EC.

Section 8: Term of the EC

The EC shall hold office for a term of two years. An EC member cannot serve more than three (3) consecutive terms, after which, the member becomes ineligible to stay on the EC for a minimum of one-term (2 years) before becoming eligible again.

Section 9: Meetings of the EC

1. **Regular Meeting.** The EC shall hold regular meetings at least once a month to approve programs, plans, budget, and other business that may come before the EC. The meeting agenda as well as meeting minutes shall be posted to General Assembly members except for those items that are confidential including but not limited to the following: personnel matters, real estate negotiations, and attorney consultations. At least one member of the BoD must be present at the EC Regular meeting to ensure continued communication with the BoD and alignment on the organization's goals.
2. **Meeting Quorum.** Quorum shall consist of a simple majority of the members of the EC. This must include the President or the Vice President. Without the President or the Vice President, any meeting of the EC shall not be considered official. All decisions of the EC shall be carried by a simple majority vote, except for the cases otherwise stated in these Bylaws.
3. **Meeting by Telephone.** Members of the EC or any committee designated thereby may participate in an EC meeting or its committees by means of a conference telephone or similar communication equipment by means of which all persons participating in the

meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 10: Resignation and Removal

1. A member of the EC may resign at any time upon delivery of written notice to the EC, the President, the Vice-President or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.
2. An EC member may be removed from office at any time by the affirmative vote of the majority of the EC then in office at a special meeting called expressly for the purpose of considering such removal. In such case, the Board of Directors (BoD) shall conduct a fair investigation to determine the reasons for removal. The investigation shall be concluded by a vote of 50%+1 of the BoD members.
3. An EC member who, without a valid excuse accepted by the EC, misses three consecutive Regular meetings is automatically removed from office.
4. The General Assembly has the power to remove a member of the EC for gross misconduct or deliberate violation of the WICC Bylaws. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a member of the EC. Upon passing the "No Confidence Motion," a simple majority vote (50% +1) of the members of the BoD will be required to approve the removal of the EC member.

Section 11: EC Vacancies

Vacancies of the EC for any reason may be filled by a simple majority (51%) vote of the EC within sixty (60) days from the date of the vacancy. In case of more than four (4) vacancies on the EC within a two-week period, the EC should be considered dissolved, and the BoD should call the General Assembly within 30 days for an emergency meeting to elect a new EC in accordance with ARTICLE XI. If the President of the EC resigns or is removed from office, the Vice President shall assume the responsibilities of the President for the remainder of the term.

ARTICLE VIII

Responsibilities of the Executive Council

Section 1: President

The President of the EC shall be the principal EC Officer. The President of the EC shall:

1. Preside over the meetings of the EC and the General Assembly.
2. Direct and coordinate all the activities of WICC.
3. Appoint special and standing committees for various functions with the consensus of the EC.

4. Present the annual report to the General Assembly.
5. Sign alone or with other officer/s of WICC, as authorized by EC, WICC checks, contracts, or other instruments on behalf of WICC, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Bylaws to some other officer or agent of WICC.
6. The President or designated appointee is the spokesperson for WICC to other Muslim and non-Muslim communities and to other community organizations.
7. Ensure that the elections are held per the Bylaws.

Section 2: Vice President

The Vice President of the EC shall:

1. In the absence or the disability of the President, perform the duties and exercise the powers of the President of the EC.
2. In the event of resignation of the President, assume the functions of the President of the EC.
3. Assume any duties assigned by the President of the EC.
4. Assume responsibility for all publications.

Section 3: Secretary

The Secretary of the EC shall:

1. Handle and keep records of all official correspondence and documents of WICC that can be easily accessed by the EC.
2. Take minutes of all meetings of the EC and the General Assembly.
3. Publish the regular board meetings agenda as well as minutes on the Notice Board or through other means approved by the EC, in a timely fashion not to exceed one week.
4. Coordinate and distribute information regarding membership and activities of WICC.
5. Maintain up-to-date membership roster.
6. Be responsible for the legal matters of WICC.
7. Responsible for organizing the General Assembly meetings.
8. Ensure that elections are held per the bylaws.
9. Responsible for maintaining the official WICC website.

Section 4: Treasurer

The Treasurer of the EC shall:

1. Receive, collect, record, and deposit all dues, contributions, donations on behalf of WICC.
2. Prepare annual budgets of WICC.
3. Present financial reports at the EC and General Assembly meetings.

4. Maintain up-to-date financial records for WICC and have it audited annually by an independent Certified Public Accountant (CPA).
5. Publish and post the monthly financial statement as approved by EC.
6. Be responsible for the banking activities, day-to-day expenses of WICC.
7. Ensure that the donations are collected from the donation boxes and provide receipt of donations promptly.
8. Ensure all required forms are filed on time to maintain WICC as a registered entity in the state of Connecticut and maintain the 501 c (3) status of WICC.

ARTICLE IX

Advisory Committee

The BoD or the President may appoint one or more persons as an Advisory Committee. The role of the Advisory Committee is to help ensuring the financial health of WICC and to help maintain positive public relations. The Advisory Committee shall have no power to exercise any power of the BoD or the EC, and the provisions of the preceding Sections of Articles V, VI, VII, and VIII need not apply to such advisory committees.

ARTICLE X

Officers, Agents, and Attorneys

All officers of WICC shall serve in such capacity at the pleasure of the BoD without prejudice to any other contractual relationship they may have with the Corporation. The BoD may appoint such other agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, as the BoD may determine.

ARTICLE XI

Elections

Section 1: Elections of Board of Directors and Executive Council

1. The elections for the BoD and EC are held during the Annual Meeting of the General Assembly.
2. Incumbent Directors of the BoD are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of an intent not to serve.
3. Elections for BoD and EC shall be conducted at least sixty (60) days before the expiry of the term of the current BoD or EC.

4. The elections shall be conducted by an Election Committee appointed by the BoD.
5. In the event a quorum is not present at the General Assembly meeting, the Election Committee shall seal the ballots until subsequent meetings of the General Assembly are called to attain the quorum.

Section 2: Election Committee

1. The BoD shall appoint an Election Committee consisting of a chairman and two other members to conduct the elections at the annual meeting. All three members of the Election Committee must be voting Members of WICC and cannot be members of the BoD or EC.
2. The Election Committee members shall not run for any officer position neither on the BoD nor the EC.
3. The nomination for the elections must reach the Elections Committee four weeks before the specified time for the elections.
4. To qualify as a nominated person, one needs to be nominated by a member and seconded by another member using a WICC Board Nomination Form.
5. The nominators as well as the one who seconds the nominations shall be Members of WICC.
6. The nominee must meet the relevant qualifications of the position per ARTICLE VI, Section 9 for BoD nomination, and ARTICLE VII, Section 7 for EC nomination.
7. The Elections Committee members shall not run for office, nor campaign in favor of or against any candidate at the election site; however, they shall have the right to vote as Members of WICC.
8. The elections will be conducted in accordance to the rules laid down by the Bylaws.
9. All nominees shall agree and sign the letter as written in Appendix B when accepting the nomination.
10. The elections shall be held in accordance to the quorum detailed in ARTICLE V, Section 6.
11. The elections shall be conducted and results announced during the same meeting.
12. The positions of officer for both BoD and EC, shall be filled based upon the number of votes. The candidate with the most tallied votes shall determine their Office. The candidate with the second most tallied votes shall choose their position among the remaining Offices. The remaining candidates shall continue to choose their Office in like manner.
13. The elected officers shall hold a meeting within one week to ratify their positions of choice, or may elect to rearrange their positions upon mutual agreement.
14. After the meeting of the elected officers, the Election Committee will announce the final positions of the new officers.

ARTICLE XII

Rules of The Initial Elections

1. The Interim Board of Directors is responsible for running the affairs of WICC until the completion of the first elections.
2. Membership applications will be reviewed for approval by the Interim Board in accordance with ARTICLE IV, Section 1.
3. Once approved as a Member, the Member will be able to vote or run in the first elections without the need to wait for one year period as required per ARTICLE IV, Section 3.
4. The Interim BoD will appoint three Members from WICC to serve as the Election Committee. The Election Committee shall oversee the initial election process in accordance with ARTICLE XI, Section 2.

ARTICLE XIII

The Imam

The Imam is the leader of the WICC community in religious and spiritual affairs and shall not engage in the management of WICC.

1. The Imam shall be a Sunni Muslim and shall possess a strong knowledge of Quran, Sunnah and Fiqh.
2. He shall preferably be a hafiz (one who has memorized the Quran).
3. The Imam shall be fluent in both Arabic and English with strong communication skills.
4. The Imam shall possess a degree in Islamic Education from an internationally recognized Islamic University.
5. The Imam shall not have any affiliation with any political group or political organization.
6. The Imam should be legally permitted to reside and work in the USA.
7. The Imam shall neither campaign nor endorse any candidate for any WICC office.
8. The duties and responsibilities of the Imam shall be set by the BoD and detailed in a binding contract.
9. The Imam shall be responsible for running the Islamic School of WICC and shall appoint a School Board to assist in the educational and administrative functions.
10. The Imam may elect to appoint a Da'wah Committee.
11. In the event of a vacancy, the BoD may appoint a committee for the selection process of a new Imam. The final authority to hire an Imam shall rest with the BoD.

ARTICLE XIV

Islamic School Board

There shall be an Islamic School Board to promote educational activities based on the principles of the Islamic faith.

1. The Imam shall be responsible for the selection of the School’s curriculum and educational methods.
2. The Imam of WICC shall appoint the members of the Islamic School Board. The Imam may request the support of the BoD and/or EC to assist in selecting the School Board members.
3. The School Board will operate independently. However, the BoD shall have the right to oversee activities of the Islamic School to insure alignment with the mission and objectives of WICC.
4. The Islamic School Board shall be responsible for developing and publishing the required policies and procedures necessary to run the Islamic School.
5. In case of dispute regarding the School’s administrative matters, the BoD will act to resolve any dispute and shall have the final decision.

ARTICLE XV

Finance

Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE XVI

Bylaws Amendments

Section 1: Amendments to Certificate of Incorporation, Purpose and Core Tenets

1. Amendments to Certificate of Incorporation and/or ARTICLE II, Section 1 and Section 2 of the Bylaws require approval of four-fifths of the General Assembly.
2. The amendment process may be initiated by the signatures of thirty percent (30%) of registered voters or by 4/5th majority vote of the BoD.

Section 2: Amendments to other sections of the Bylaws

1. Other sections of the Bylaws may be amended at the Annual meeting of the General Assembly or a special meeting duly called for this purpose. The notice of such meeting shall be mailed, or emailed to the voting members at least 10 days before the proposed meeting. The notice shall describe the amendments. A two-third (2/3rd) vote of the General Assembly shall be required to amend the Bylaws.
2. The amendment process may be initiated by the signatures of twenty percent (20%) of registered voters or by 2/3rd majority vote of the BoD.

Section 3: Maintaining the Bylaws document

The Bylaws document shall preserve the original text. All adopted amendments shall be attached to this original document with the amendment date. The adopted amendment shall reference the proper ARTICLE and Section and shall be made part of this document. All amendments or revisions of the Bylaws shall be filed with the Connecticut Secretary of State within thirty days of adoption.

ARTICLE XVII**Indemnification**

The Corporation shall indemnify, and advance expenses to, its Directors, officers, employees, and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

Section 1: Proceedings against Corporate Agents

The corporation (WICC) shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of WICC) by reason of the fact that the person is or was a member of the BOD, and/or EC officer, employee, or agent of WICC, partnership, joint venture, trust, or other enterprise. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred in connection with such action, suit, or proceeding. WICC shall indemnify the member of the BOD, and/or EC officer, employee, or agent of the corporation, only if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the WICC or its BOD, and/or EC, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2: Proceedings by or in the Right of the Corporation

The corporation (WICC) shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of WICC to procure a judgment in its favor by reason of the fact that the person is or was a member of the BOD, and/or EC officer, employee or agent of WICC, or is or was serving at the request of the corporation as a member of the BOD, and/or EC officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. WICC shall indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of WICC or its BOD or EC. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to WICC unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3: Corporate Agent Successful in Proceedings

To the extent that a member of the BOD, and/or EC, officer, employee, or agent of WICC has been successful on the merits or otherwise in defense of any action, suit, or proceeding, referred to above, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred.

Section 4: Expenses Payable in Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by WICC in advance of the final dispositions of such action, suit, or proceeding, as authorized in the Act, upon receipt of an undertaking by or on behalf of the member of the BOD, and/or EC officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the person is entitled to be indemnified by WICC.

Section 5: Rights Not Exclusive

Further provisions may be made to indemnify members, Directors or Officers in any action, suit, or proceeding, whether contained in the Articles, Bylaws, or resolution of the Board of Directors, an agreement or otherwise, so long as such provisions are not in conflict with the Act. Nothing contained in the Act shall affect any rights to indemnification to which persons other than the members of the BOD, and/or EC officers, may be entitled by contract or otherwise by law. Moreover, the indemnification provided in the Act continues as to a person who has ceased to be

a member of the BOD or EC, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6: Liability Insurance

WICC shall purchase and maintain insurance of behalf of any person who is or was a member of the BOD or EC, officer, employee, or agent of WICC, or is or was serving at the request of WICC as a member of the BOD or EC, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not WICC would indemnify that person against liability pursuant to the Act.

ARTICLE XVIII

Conflicts of Interest

Section 1: Compliance

No Director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The BoD may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

Section 2: Disclosure

Any Director for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board.

Section 3: Recusal

No Director shall discuss or vote on any matter which would involve a conflict of interest. Any Director for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

Section 4: "Conflict of Interest."

The term "conflict of interest" includes, without limitation, the reasonable possibility that the matter involves an arrangement to provide compensation or any financial or tangible benefit or payment, directly or indirectly, to a Director or any other "disqualified person" (including a person or entity related to or controlled by the Director, or otherwise as defined in section 4958 of the Internal Revenue Code). In the event that there is a question whether a conflict exists, the issue

shall be determined by majority vote of the Directors other than the affected Director (which shall consist of at least two Directors) present and voting. A matter does not involve a "conflict of interest" merely because a Director of the corporation serves on the board of another non-profit organization that will be giving a grant to, or receiving a grant from, the Corporation.

ARTICLE XIX

Dissolution

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed by the BoD to either one or more Islamic organizations which are organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Appendix A



SECRETARY OF THE STATE OF CONNECTICUT

**CERTIFICATE OF INCORPORATION
NONSTOCK CORPORATION**

FILING PARTY (CONFIRMATION WILL BE SENT TO THIS ADDRESS)	
Name: WATERBURY ISLAMIC CULTURAL CENTER INC	FILING #0006301077 PG 1 OF 3 VOL E-00009 PAGE 2058 FILED ON 12/28/2018 04:07 PM SECRETARY OF THE STATE OF CONNECTICUT
Address: 140 HOMER ST STE. A	
City: WATERBURY	
State: CT Zip: 06704	
Country:	
1. NAME OF CORPORATION: WATERBURY ISLAMIC CULTURAL CENTER INC	
THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.	
2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:	
<input type="checkbox"/> A. THE CORPORATION SHALL NOT HAVE MEMEBERS. <input type="checkbox"/> B. THE CORPORATION SHALL ONLY HAVE MEMEBERS, WHICH ARE NOT ENTITLED TO VOTE. <input checked="" type="checkbox"/> C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMEBERS. <input type="checkbox"/> D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMEBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS: PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 & - 1056.	
3. APPOINTEMENT OF REGISTERED AGENT: (PLEASE SELECT ONLY ONE A. OR B.)	
<input checked="" type="checkbox"/> A. INDIVIDUAL'S AGENT NAME:KAMAL REKABY	
BUSINESS ADDRESS	RESIDENCE ADDRESS
Address: 140 HOMER ST STE. A	Address: 140 HOMER ST STE. A
City: WATERBURY	City: WATERBURY
State: CT Zip: 06704	State: CT Zip: 06704
Country:	Country:
<input type="checkbox"/> B: BUSINESS ENTITY AGENT NAME:	
CT BUSINESS ADDRESS	
Address: NONE	
City:	
State:	Zip:
Country:	
ACCEPTANCE OF APPOINTMENT: [This document has been executed and filed electronically]	
KAMAL REKABY	
SIGNATURE OF AGENT	

FILING #0006301077 PG 2 OF 3 VOL E-00009 PAGE 2059 FILED ON 12/28/2018 04:07 PM SECRETARY OF THE STATE OF CONNECTICUT	
4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION: PRAYER SERVICES TO COMMUNITY MEMBERS, PROVIDING AFTER SCHOOL EDUCATIONAL PROGRAMS, RECREATIONAL AND YOUTH ACTIVITIES PROGRAMS.	
5. OTHER INFORMATION:	
6. CORPORATION EMAIL ADDRESS - <u>REQUIRED</u>: (IF NONE, MUST STATE "NONE.") INFO@REKABY1040.COM	
7. INCORPORATORS:	
Name of Incorporator	Address of Incorporator
HUSSEIN AHMED	Address: 148 HIGH RIDGE RD City: NAUGATUCK State: CT Country: Zip: 06770
KAMAL REKABY	Address: 140 HOMER ST STE. A City: WATERBURY State: CT Country: Zip: 06704
JAWAD ASHRAF	Address: 97 IDYLWOOD AVE City: WATERBURY State: CT Country: Zip: 06705
WILLIAM COLSON	Address: 488 SOUTH ST. 2NDFL City: BRISTOL State: CT Country: Zip: 06010

FILING #0006301077 PG 3 OF 3 VOL E-00009 PAGE 2060 FILED ON 12/28/2018 04:07 PM SECRETARY OF THE STATE OF CONNECTICUT	
Name of Incorporator	Address of Incorporator
OSSAMA ELAWAD	Address: 1049 SUMMIT RD City: CHESHIRE State: CT Country: Zip: 06410
EXECUTION - REQUIRED: (SUBJECT TO PENALTY OF FALSE STATEMENT) [This document has been executed and filed electronically]	
Dated This <u>28</u> Day Of <u>December</u> , 2018	
NAME OF INCORPORATOR (print/type)	SIGNATURE (required)
KAMAL REKABY	KAMAL REKABY

Appendix B

The following is the letter that is to be signed by those who are running for Board of Directors (BoD) or Executive Council (EC) before they can run in the elections.

By accepting the nomination, I affirm as Allah Subhanahu wa ta'ala is my witness to serve the community for the sake of Allah and to adhere to the principles of prophet Muhammad (SAW) and his companions. I also affirm that I will uphold and champion the vision of Waterbury Islamic Cultural Center (WICC), which is guided by the Qur'an and Sunnah.

I agree to uphold the bylaws of WICC. I agree to the core tenets of the WICC (ARTICLE II, Section 2) and will adhere to those principles if I am elected to the Board of Directors or Executive Council. I agree to execute the responsibilities of my role and adhere to all the policies of WICC.

I, the undersigned, affirm that I subscribe and am committed to the foregoing. Additionally, I affirm that I am not a board member or in any other official capacity in any institution (religious or otherwise) whose charter, spirit or publicly stated positions are counter to (or are explicitly critical of) the charter, vision and practices of WICC.

Signed:

Date: