

CONSTITUTION AND BYLAWS OF WYLIE PEACE CENTER (WPC)

(Also Known as: WoodBridge Masjid)

ARTICLE I – WYLIE PEACE CENTER (WPC)

A. Name The name of the organization is Wylie Peace Center. The organization may also be known as Woodbridge Masjid (WPC).

B. Principal Office The principal office of WPC is located at: 2812 Exchange St Wylie, Texas 75098 Collin County

C. Creed WPC follows the creed of Ahl al-Sunnah wal-Jama'ah in accordance with the Qur'an and Sunnah as understood by the four major Sunni schools of jurisprudence.

ARTICLE II – VISION, MISSION, AND OBJECTIVES

A. Vision To build a unified, spiritually uplifting Islamic community rooted in education, social harmony, and service.

B. Mission To serve and engage the Woodbridge Muslim community by offering religious, educational, and social programs grounded in the Qur'an, the Sunnah of the Prophet Muhammad (peace be upon him), and the methodology of Ahl al-Sunnah wal-Jama'ah (i.e., following the understanding of the majority of the esteemed scholars among the four main Sunni schools of thought, based on the Qur'an, Sunnah, the practices of the four rightly guided Caliphs, and the example of the Prophet's Companions).

C. Objectives of WPC

1. Foster unity, Islamic education, and moral development in the community.
2. Provide religious, social, youth, and educational services for community growth.
3. Create a safe, welcoming space for worship, learning, and social development.
4. Build partnerships with Muslim and non-Muslim civic organizations for the betterment of society.
5. Support charitable, dawah, and community outreach initiatives.
6. Develop future generations of responsible Muslims committed to Islamic values.

ARTICLE III – ORGANIZATION

A. Legal Status WPC is a non-profit religious organization that qualifies as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code.

B. Additional Offices WPC may maintain additional offices as designated by the Board of Directors (BOD).

C. Compliance WPC shall comply with all local, state, and federal laws, Islamic ethics, and these bylaws.

D. Governing Bodies WPC shall be governed by:

- General Body – all registered members of WPC.
- Board of Directors (BOD) – five (5) members elected by the General Body.

ARTICLE IV – DEFINITIONS

The following terms are defined for the purposes of this Constitution and Bylaws:

- **BOD:** The Board of Directors of WPC.
- **General Body:** All registered WPC members.
- **Voting Member:** A member who fulfills the membership rules and required payments.
- **Immediate Family:** Spouse, parents, children, siblings, and similar close relations.
- **Sunni Muslim:** A believer following the Qur'an and Sunnah in accordance with Ahl al-Sunnah wal-Jama'ah.
- **Clergy:** WPC Imam(s), scholars, or religious staff.
- **Calendar:** Gregorian calendar.
- **Qur'an:** The holy book of Islam, considered the final revelation revealed to Prophet Muhammad (peace be upon him).
- **Muslim:** For the purpose of these bylaws, a Muslim is a person who believes in Allah (the one true God); in Prophet Muhammad (peace be upon him), upon whom the Qur'an was revealed, as the last and final prophet and messenger of Allah; in the Qur'an; in the angels; in the Hereafter; and in destiny (Qadar). A Muslim also believes in the Qur'an and the Sunnah as the basis for binding guidance in life.
- **Sunnah:** The authentic tradition of the Prophet Muhammad (peace be upon him), which is related through hadith (sayings of the Prophet), reports of his actions, or his approval of an action, and the Sunnah of the four rightly guided Caliphs.
- **Shura:** The Islamic principle of consultation in decision-making, in this instance represented by consultation within the governing body, the BOD.

- **President:** Means “the arbitrator” or “coordinator.” It signifies someone who resolves disputes or makes decisive judgments, often with a focus on informed decision-making by presenting different options, weighing their pros and cons, and offering guidance based on Islamic principles. The President shall practice Shura in all matters in the broadest forum possible.

ARTICLE V – GENERAL RULES AND REGULATIONS

A. Property WPC may accept real or personal property through gift, bequest, or trust.

B. Compensation of BOD Members WPC BOD members shall not receive salaries or monetary compensation for their services as Directors.

C. Use of Facilities WPC facilities and assets may only be used for intended Islamic purposes that align with the mission and objectives of WPC.

D. Records All legal documents and official records must be securely stored.

E. Language English is the official medium of communication for WPC.

F. Conduct Islamic manners, respectful behavior, and proper etiquette are mandatory for all attendees and participants in WPC activities.

G. Discipline Violations of conduct may result in Level I, Level II, or Level III disciplinary actions, as determined by the BOD.

- **Level I — Minor Violations:** Level I infractions generally involve minor or first-time violations and behaviors that are not severely disruptive but still contravene established rules or policies. Examples include:
 - Disrespectful behavior toward individuals or property.
 - Minor policy violations, such as quiet hours, dress code issues, or minor safety infractions.
 - Possession of inappropriate materials. Typical disciplinary actions for Level I include a warning, restitution (if applicable), educational assignments, behavioral contracts, community service, fines, loss of privileges, or other corrective measures.
- **Level II — Moderate Violations:** Level II violations are more serious, often including the repetition or accumulation of Level I offenses or behaviors that pose greater risk to others or the community. Examples include:
 - Less severe harassment, bullying, or intimidating conduct.
 - Vandalism or theft.

- Use or possession of alcohol or illegal substances with intent to consume.
- Inappropriate technology use.
- **Level III — Severe Violations:** Level III violations are serious or pervasive misconduct affecting the safety, well-being, or rights of others. These may involve the repetition of Level I or II offenses or major violations such as:
 - Severe harassment, bullying, hazing, assault, or intimidation.
 - Sexual misconduct, dating or domestic violence, stalking, hate speech.
 - Repeated Level II violations.
 - Theft or severe damage to property.

H. Jurisdiction Disputes fall under the jurisdiction of the courts of Collin County, Texas, subject to the mediation and arbitration provisions of these bylaws.

I. Criminal Indictment Individuals under criminal indictment may be suspended from roles or access, as appropriate, until cleared.

ARTICLE VI – MEMBERSHIP

A. Eligibility Membership is open to Sunni Muslims residing in the following areas:

- Woodbridge Community Phase 21 and 22
- Manors
- Grenadier
- Woodbridge Villas

B. Membership Requirements To qualify as a member, an individual must:

- Agree to WPC’s vision, mission, and objectives.
- Abide by the WPC bylaws and policies.
- Register as a member in the manner prescribed by the BOD.
- Donate fifty dollars (USD \$50) per month for twelve (12) consecutive months prior to any election in which the member wishes to vote.

C. New Residents If a resident moves into the eligible area within the twelve (12) months before an election and wishes to vote, they must donate the full six hundred dollars (USD \$600) for that year prior to the election.

D. Membership Term Membership expires annually and must be renewed in accordance with WPC procedures.

E. Membership Revocation The BOD may use a disciplinary framework that includes written warnings, restricted access, or membership revocation for violations of the bylaws or misconduct, including but not limited to violence, possession of weapons, harassment, or divisive speech.

ARTICLE VII – ELECTIONS

A. Election Committee An Election Committee shall be formed in accordance with these bylaws when elections are to be held. The Election Committee shall consist of five (5) members in good standing.

B. Special WPC Election Rules

- The first Board (founding BOD) shall serve four (4) years, which constitutes two (2) consecutive terms.
- No elections shall take place until the outstanding loan for WPC’s facilities is fully repaid. In the year where the loan is repaid, the next Board after election will take office after the transition is complete.
- Once the loan is paid off, an Election Committee shall be formed and elections shall be held.
- If the loan is not paid off within the initial four-year period, the founding BOD shall continue to serve until repayment is completed.

C. Duties of the Election Committee The Election Committee (or Election Commission) will:

- Confirm eligibility criteria for candidates and voters, consistent with these bylaws, specifically Article IX.
- Facilitate nominations and ensure a fair nomination process.
- Conduct transparent, fair, and orderly elections.

D. Regular Elections Once elections begin, regular elections will occur every two (2) years, with Directors eligible to serve up to two (2) consecutive terms, subject to other provisions of these bylaws.

ARTICLE VIII – SERVING TERM OF THE BOARD OF DIRECTORS

A. Composition and Terms The BOD consists of five (5) members serving two-year terms. The officers of the BOD include:

- **President:** One trustee is designated as the President to coordinate major decisions based on the consensus of the Board of Directors. The President holds no executive or unilateral authority over other Directors. Decisions require majority BOD consensus. The President is responsible for facilitating coordination of decisions and ensuring Shura is practiced.
- **Secretary:** The Secretary shall maintain accurate records of all meetings, correspondence, and official documents of WPC. Duties include preparing and distributing meeting agendas and minutes, maintaining membership and organizational records, handling official

communication, and providing reports on organizational activities as requested by the President or the Board.

- **Treasurer:** The Treasurer shall oversee all financial matters of WPC, ensuring proper management, accounting, and reporting of all funds in accordance with Shariah principles. Duties include maintaining accurate financial records, preparing and presenting financial reports to the Board and membership, assisting in budget preparation, monitoring expenditures, and ensuring transparency in all financial transactions.
- **At-Large Directors (Two BOD Members):** At-large Board Members shall assist in governance and oversight of WPC's operations, participate in decision-making, and support the implementation of programs and policies. They shall act in the best interest of WPC, uphold its mission and objectives, and collaborate with officers to ensure compliance with Islamic principles and applicable laws.

The General Body shall elect the President, but all other officers will be chosen from amongst the elected directors.

B. Founding Board Term The initial founding BOD may serve up to four (4) years (two consecutive terms) and longer if loan repayment is pending, as specified in the election rules.

C. Postponement of Elections Elections are postponed for the first four (4) years. The first election will be scheduled after the initial four-year period, depending on the status of the loan.

D. Loan-Linked Term Extension If the outstanding loan is fully repaid within the initial four-year term, the founding BOD shall conclude its service at the end of that term, and an Election Committee shall be established to oversee the next election cycle. However, if the loan remains unpaid at the end of the four-year term, the founding BOD shall continue to serve until the loan obligation is satisfied in full. Only upon repayment of the loan will the Election Committee be formed and the subsequent election cycle commence.

E. Term Limits No Board member may serve more than two (2) consecutive terms, except members of the founding Board as specified in these bylaws.

ARTICLE IX – QUALIFICATIONS FOR BOARD MEMBERS

To serve on the Board of Directors, a person must: A. Be a practicing Sunni Muslim with good manners, character, and reputation in the community. B. Have active WPC membership for at least one full year immediately preceding the election or appointment. C. Must have volunteered one (1) full year with his skills and service to WPC and demonstrate commitment to its mission. Self-nominate for the election process. D. Pass a background check as determined appropriate by the BOD. The candidate shall not have had any criminal conviction for a crime of moral turpitude and no personal bankruptcy within the last five (5) years. E. Once all of the above are confirmed, the Volunteer Head will confirm the application.

ARTICLE X – TRANSITION PROCESS OF THE BOARD OF DIRECTORS

The transition process between outgoing and incoming Boards of Directors shall include:

- **Orientation Program:** Mentorship from outgoing Board members to incoming Board members, including explanation of current projects, policies, and ongoing commitments.
- **Handover of Documentation:** Transfer of manuals, strategic plans, financial reports, contracts, and other key documents necessary for continuity of operations.
- **Advisory Roles for Past Board Members:** Past Board members may serve in a non-voting “Emeritus Board” capacity to provide guidance and institutional memory, as requested by the current Board.

ARTICLE XI – RESPONSIBILITIES OF THE GENERAL BODY

The General Body has the following responsibilities:

1. Elect the Board of Directors (after loan repayment, in accordance with Article VII).
2. Participate in bylaw amendments in accordance with Article XVIII.
3. Safeguard WPC facilities and property, using them responsibly and in accordance with WPC policies.
4. Follow Islamic conduct and uphold the mission, vision, Constitution and Bylaws, and creed of WPC.

ARTICLE XII – RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors is responsible for:

1. Administering daily operations, finances, committees, human resources, and facilities of WPC.
2. Ensuring compliance with Islamic principles, applicable laws, and these Bylaws.
3. Maintaining transparent records, including minutes, financial records, and official documents.
4. Overseeing programs, events, educational initiatives, and youth activities.
5. Managing WPC staff and clergy, including hiring, evaluation, and, when necessary, termination, in accordance with applicable policies.

ARTICLE XIII – REMOVAL OF BOARD MEMBERS

A Board member may be removed for any of the following grounds:

- Absence from three (3) consecutive Board meetings without valid excuse.
- Fraud, criminal or physical misconduct, inappropriate conduct, or financial abuse involving WPC.
- Violations of Islamic ethics or serious breach of WPC policies.
- Disclosure of confidential information without authorization.

- A written petition by three (3) Directors seeking removal, followed by due process.

The Board member subject to removal shall have the right to a hearing before the Board. A two-thirds (2/3) vote of the remaining Directors is required to remove a Board member. The first Board (founding BOD) cannot be removed except for severe cause, including but not limited to fraud or criminal misconduct.

ARTICLE XIV – COMMITTEES

A. Formation and Scope The Board of Directors may establish standing or ad hoc committees as needed to carry out the mission and programs of WPC. Each committee must have clearly defined objectives and responsibilities.

B. Oversight The BOD shall provide oversight of all committees, including approval of their mandates and review of their reports and recommendations.

C. Leadership Committee leads and secretaries shall be appointed in a manner determined by the BOD, and shall report to the Board or its designated representative.

ARTICLE XV – CONTRACTORS AND EMPLOYEES

A. Separation from Governance Employees and paid contractors of WPC may not serve as members of the Board of Directors in order to avoid conflicts of interest.

B. Employment Status Employees and contractors may be removed, with or without cause, in accordance with applicable law and WPC policies.

C. Compensation Compensation for employees and contractors must be reasonable and consistent with market standards, Islamic principles, and all applicable laws and regulations.

D. CONFLICT OF INTEREST Whenever a Member, Director, or Officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- The interest of such individual is fully disclosed to the Board of Directors.
- No interested individual may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- Any transaction in which an individual Member, Officer, or Director has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
- Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

- Whenever a Member, Director, or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter.

ARTICLE XVI – FINANCES

A. Accounts WPC shall maintain non-interest-bearing accounts for its funds, in accordance with Islamic principles.

B. Audits A Certified Public Accountant (CPA) shall conduct an independent financial review or audit at least every two (2) years, or more frequently if required by law or deemed necessary by the BOD.

C. Financial Assistance and Fundraising Financial assistance, charity distribution, and fundraising activities shall follow Islamic guidelines and all applicable legal requirements. Procedures shall be documented and applied consistently.

ARTICLE XVII – MEETINGS AND QUORUM

A. General Body Meetings

- General Body meetings shall be held at least twice per year.
- At least seven (7) days' notice using electronic media, announcements at various prayer times, website, and other means traditionally used by the WPC to communicate with Members shall be provided to members, stating the date, time, location, and purpose of the meeting.

B. Special Meetings Special meetings of the General Body may be called by the BOD when necessary, with notice provided as above or as otherwise specified by policy.

C. Quorum for General Body Meetings

- A quorum for regular General Body meetings is ten percent (10%) of eligible voting members.
- A quorum of fifty-one percent (51%) of eligible voting members is required for meetings at which bylaw amendments are considered (WPC-specific rule).

D. Board of Directors Meetings

- The Board of Directors shall meet at least twice per month.
- A quorum for BOD meetings is three (3) out of five (5) Directors.
- A duly convened BOD meeting is required for hiring or firing employees or contractors, authorizing spending of ten thousand dollars (USD \$10,000) or more, removing a Board member, or calling a General Body meeting.

ARTICLE XVIII – DISSOLUTION OF WPC

In the event of dissolution of WPC: **A.** No part of the assets or net earnings of WPC shall inure to the benefit of any member, Director, officer, or private individual. **B.** After payment of all liabilities, remaining assets shall be distributed to another Sunni 501(c)(3) Islamic organization with similar creed and mission, as determined by the BOD, in accordance with applicable law.

ARTICLE XIX – AMENDMENTS

A. Authority to Call Amendment Meetings A General Body meeting to consider amendments to the bylaws shall be called by the BOD.

B. Non-Amendable Items The following items cannot be amended:

- Mission
- Vision
- Creed
- Definitions of Imam, Sunnah, and Sunni Muslim
- Woodbridge Masjid recognizes the valid differences of opinion within the Muslim community regarding the determination of important Islamic dates, including Ramadan, Eid al-Fitr, and Eid al-Adha. The Masjid affirms its commitment to unity and inclusivity by accommodating both groups—those who follow astronomical calculation and those who adhere to traditional moonsighting.
- In the event of differing dates, the Masjid will make every reasonable effort to accommodate both groups respectfully, without prejudice, including facilitating separate Eid Salah if necessary. The Masjid encourages mutual respect and discourages division over this matter, always resorting to the principles of the Qur'an and Sunnah when disputes arise.

C. Amendment Requests Any amendment requests from the General Body must be submitted in writing to the BOD.

D. Quorum and Voting

1. A quorum of fifty-one percent (51%) of eligible voting members is required for a meeting at which amendments are considered.
2. Amendments require approval by a two-thirds (2/3) majority of voting members present, after the loan has been fully paid off.
3. Amendments also require BOD approval and President sign-off.
4. No Shar'i ruling shall be subject to a vote; such matters shall be decided by the Head Imam or other qualified fiqh scholars, in accordance with the consensus (jumhur) of the learned scholars.

ARTICLE XX – MEDIATION AND ARBITRATION

A. Mediation In case of disputes involving WPC, the BOD shall first attempt to mediate and resolve the matter through internal processes consistent with Islamic principles and these bylaws.

B. Arbitration If a dispute cannot be resolved through mediation, it may be referred to an arbitration panel approved by the BOD. Decisions of the arbitration panel shall be final and binding, subject to applicable law.

ARTICLE XXI – WPC CLERGY

A. Qualifications Clergy (Imams and religious staff) shall meet the following qualifications, consistent with the WPC model and WPC’s creedal requirements:

- Sunni Muslim adhering to Ahl al-Sunnah wal-Jama'ah practicing any one of the four school of thoughts
- Demonstrated knowledge of fiqh (Islamic jurisprudence), Qur'an, and Sunnah.
- Strong communication and leadership skills.

B. Advisory Role Clergy may serve as advisors to the BOD on religious and spiritual matters, without necessarily being voting members of the Board.

ARTICLE XXII – INTERPRETATION OF BYLAWS

A. Interpretation In case of ambiguity or dispute regarding the meaning or application of any provision of these bylaws, the interpretation adopted by the Board of Directors shall prevail, consistent with Islamic principles, applicable law, and the Articles of Incorporation.

B. Articles of Incorporation In legal matters, the Articles of Incorporation of WPC shall supersede these bylaws in the event of any conflict.

(A) Insurance. To the extent permitted by the TBOC and other laws of the State of Texas, the WPC may purchase and maintain insurance or make some other arrangement on behalf of any person who holds or who has held any position named in Section 8.06 to cover against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Section 8.06. Such other arrangements may include, but shall not be limited to, the following:

(B) Creation of a trust fund;

(C) Establishment of any form of self-insurance;

(D) Granting a security interest on the assets of the Corporation; or

(E) Establishment of a letter of credit, guaranty, or surety agreement.

A majority of the Board of Directors shall determine whether to purchase insurance or make other arrangements. Should the Board of Directors determine to purchase insurance or make other arrangements with persons or entities not regularly engaged in the business of providing insurance coverage, and should the coverage provide for the payment of a liability—whether or not the WPC would have the power to indemnify against such liability hereunder—then such coverage for the additional liability must be approved by the Board of Directors.