



Bylaws of
**THE INDO-CHINESE
ISLAMIC CENTER**

A California Nonprofit Religious Corporation

(Restated April 2014)

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE AND LOCATION

The principal office and location of The Indo-Chinese Islamic Center (the “corporation” or “ICIC”) for its operations is 1001 E. Grant Street, Santa Ana, California 92701-6560.

SECTION 2. CHANGE OF ADDRESS

The address of the corporation's principal office and location can be changed only by amendment of these bylaws.

SECTION 3. OTHER OFFICES AND LOCATIONS

The corporation may also have offices and locations at such other places as its operations may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

At all times, this corporation shall engage in religious activities, in accordance with its articles of incorporation, the requirements of the Internal Revenue Code and the California Nonprofit Religious Corporation Law.

The primary objectives and purposes of this corporation shall be to advance the teachings of Islam and to serve the Muslim community and society at large. Toward these objectives and purposes, the corporation shall, without limitation:

- (A) Arrange and hold congregational prayers and Islamic religious festivals and ceremonies at appropriate times;
- (B) Promote unity and cooperation among Muslims to achieve ICIC’s goals and objectives to the extent permitted by law;
- (C) Provide Islamic services and develop institutions to meet the needs of Muslims;
- (D) Endeavor to make Islamic teachings known to interested non-Muslims;
- (E) Conduct religious, educational, social, cultural, and other activities in the best traditions of Islam; and
- (F) Promote better relations and understanding between the Muslim communities and other communities at large, and educate Muslims and non-Muslims about Islam.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have at least five (5) but no more than fifteen (15) directors, unless changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws. The exact number of directors shall be fixed, within those limits, by resolution adopted by the board of directors. Until changed by resolution, the number of directors of the corporation shall be seven (7). Collectively, the directors shall be known as the board of directors.

SECTION 2. QUALIFICATIONS

Each director shall have the following qualifications as determined with respect to each nominee for director in the discretion of the board of directors or the committee to which the board of directors delegates such matters:

- (A) At least 25 years old;
- (B) Practicing Muslim known for his or her Islamic manners and morals in his or her community and organization dealings;
- (C) A member of the ICIC in good standing for a minimum of the two (2) years immediately prior to nomination;
- (D) Committed to supporting the ICIC financially; and
- (E) Agreement to the conflicts of interest and arbitration provisions set forth in Article 10 of these bylaws.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Religious Corporation Law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may delegate the management of the activities of the corporation to any person or persons or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (A) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (B) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (C) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (D) Meet at such times and places as required by these bylaws; and
- (E) Register their current addresses, telephone numbers, facsimile numbers and electronic mail ("e-mail") addresses with the secretary of the corporation.

SECTION 5. TERMS OF OFFICE; ELECTION OF SUCCESSORS

The directors shall be divided into three approximately equal groups or classes, designated as Class I, Class II and Class III. Except as provided in this Section 5 below, the term of office of each class of directors shall be three (3) years. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term of the class for which he or she was elected and until his or her successor is elected and qualifies, or until that director's earlier resignation or removal in accordance with these bylaws and the provisions of the California Nonprofit Religious Corporation Law.

Prior to the annual meeting of members to be held in January 2015, the board of directors shall designate two (2) of the four (4) then existing directors as Class I directors, and the other two (2) then existing directors as Class II directors. At the annual meeting of members to be held in January 2015, three (3) new directors shall be elected, who shall be designated as Class III directors.

The Class I directors shall be elected at the annual meeting of members to be held in January 2016, and every three (3) years thereafter. The Class II directors shall be elected at the annual meeting of members to be held in January 2017, and every three (3) years thereafter. The Class III directors shall be elected at the annual meeting to be held in January 2015 (as noted above), and every three (3) years thereafter.

SECTION 6. VACANCIES

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from office by order of the superior court for engaging in fraudulent acts pursuant to Section 9223 of the California Nonprofit Religious Corporation Law. Additionally, the board of directors may, by a majority vote of the directors who meet all of the required qualifications to be a director set forth in Section 2 of this Article, declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

Directors may be removed without cause by a majority of directors then in office, or by the affirmative vote of two-thirds (2/3) of the members present in person or by proxy at a duly held meeting at which a quorum is present.

Any director may resign effective upon giving written notice to the president/chairperson, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Except for a vacancy created by the removal of a director by the members of this corporation, vacancies on the board of directors may be filled by approval of the board of directors or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article of these bylaws, or (3) a sole remaining director. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this section shall hold office until the expiration of the term for which he or she was elected or until his or her death, resignation, or removal from office.

SECTION 7. COMPENSATION

Directors shall serve without compensation.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board of directors or at such place within or without the state of California which has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all directors have been given written notice of the meeting as hereinafter provided for special meetings of the board of directors.

Any meeting of directors, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (A) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (B) Each director is provided the means of participating in all matters before the board of directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (C) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board of directors are taken and cast only by directors and not by persons who are not directors.

SECTION 9. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held on the first Sunday of each month at 1:30 p.m. Additionally, each year the board of directors shall hold a meeting immediately following the annual meeting of members for the purpose of confirming the election of new directors, appointing officers and committees, setting membership fees and dues, and transacting other business. This meeting is sometimes referred to in these bylaws as the "annual meeting of directors."

SECTION 10. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the president/chairperson, the vice president/vice-chairperson, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the state of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 11. NOTICE OF MEETINGS

Regular meetings of the board of directors may be held without notice. Special meetings of the board of directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), facsimile, e-mail or other means of electronic transmission. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 13. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board of directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR MEETINGS

A quorum shall consist of a majority of directors then in office.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board of directors at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board of directors.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

SECTION 15. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Religious

Corporation Law require a greater percentage or different voting rules for approval of a matter by the board of directors.

SECTION 16. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the president/chairperson or, in his or her absence, by the vice president/vice-chairperson or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board of directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by rules of procedure as may be determined by the board of directors from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of this corporation, or with provisions of law.

SECTION 17. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board of directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the board of directors.

SECTION 18. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law

relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. EXECUTIVE OFFICERS

The executive officers of the corporation shall be the president/chairperson, the vice president/vice-chairperson, the secretary, and the chief financial officer/treasurer. The executive officers must be selected from among the directors. A person may not hold two (2) or more executive offices.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Executive officers shall be elected by the board of directors at the annual meeting of directors for a term of one year, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The board of directors may, at any time, appoint such other (non-executive) officers or agents as it may deem desirable, including additional vice presidents, assistant secretaries, assistant treasurers, or other officers, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors. Such (non-executive) officers must be members of the corporation but they need not be selected from among the directors, and any number of such (non-executive) offices may be held by the same person.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president/chairperson or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president/chairperson, such vacancy may be filled temporarily by appointment by the president/chairperson until such time as the board of directors shall fill the vacancy. Vacancies occurring in non-executive offices of officers may or may not be filled as the board of directors shall determine.

SECTION 6. DUTIES OF PRESIDENT/CHAIRPERSON

The president/chairperson shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors, and at all meetings of the members. Except

as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

SECTION 7. DUTIES OF VICE PRESIDENT/VICE-CHAIRPERSON

In the absence of the president/chairperson, or in the event of his or her inability or refusal to act, the vice president/vice-chairperson shall perform all the duties of the president/chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president/chairperson. The vice president/vice-chairperson shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

SECTION 8. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board of directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board of directors, committee, members, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of the members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 9. DUTIES OF CHIEF FINANCIAL OFFICER/TREASURER

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the chief financial officer/treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president/chairperson and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of chief financial officer/treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 10. COMPENSATION

Officers shall serve without compensation.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The four (4) members of the board of directors who also serve as executive officers (i.e., the president/chairperson, the vice president/vice-chairperson, the secretary and the chief financial officer/treasurer) shall constitute an executive committee to whom the board of directors may, by a majority vote of directors, delegate any of the powers and authority of the board of directors in the management of the business and affairs of the corporation, except with respect to:

- (A) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members;
- (B) The filling of vacancies on the board of directors or on any committee which has the authority of the board of directors;

- (C) The amendment or repeal of bylaws or the adoption of new bylaws;
- (D) The amendment or repeal or any resolution of the board of directors which by its express terms is not so amendable or repealable; or
- (E) The appointment of committees of the board of directors or the members thereof.

By a majority vote of its members then in office, the board of directors may at any time revoke or modify any or all of the authority so delegated, and fill vacancies therein from the members of the board of directors. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board of directors from time to time as the board of directors may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors to serve at the pleasure of the board of directors. The board of directors shall appoint a chairperson to each of such additional committees from among the directors, and such additional persons who must be members of the corporation but they need not be selected from among the directors. These additional committees shall act in an advisory capacity only to the board of directors and shall be clearly titled as "advisory" committees. All actions and recommendations of an advisory committee shall require ratification by the board of directors before being given effect. Such committees may include a women’s committee, a youth committee, the da’wah committee, a family counseling committee, a cemetery committee, a nominating committee, a facilities maintenance and repair committee, etc. The board of directors may discharge advisory committees and/or their members at any time.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

**ARTICLE 6
MEMBERS**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership in the corporation shall be a privilege, granted at the discretion of the board of directors. Without limiting the foregoing, the qualifications for membership in this corporation are as follows:

- (A) At least 18 years old;

- (B) Practicing Muslim known for his or her Islamic manners and morals in his or her community and organization dealings; and
- (C) Supporting and endorsing the purposes and objectives of this corporation as provided in Article 2.

Acceptance of membership shall constitute the member's agreement to strictly abide by and support the purposes and objectives and bylaws of this corporation.

SECTION 3. ADMISSION OF MEMBERS; FEES AND DUES

Applicants shall be admitted to membership following completion of a membership application, payment of the required initial fee, and ongoing payment of required membership dues. Continued membership is contingent upon being up-to-date on membership dues. All fees and membership dues shall be determined by the board of directors at the annual meeting of directors. Memberships shall be nonassessable.

SECTION 4. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 5. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 6. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 7. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- (A) Upon a determination by the board of directors that the member has failed or ceases to meet the qualifications for membership in this corporation as provided in Section 2 of this Article, or has otherwise engaged in conduct prejudicial to the interests or purposes of the corporation; or
- (B) Upon a failure of the member to pay membership dues within three (3) months of their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

Following the determination that a member should be expelled under this section, the following procedure shall be implemented:

- (A) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the

- reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (B) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board of directors. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - (C) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board of directors shall be final.

SECTION 8. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided. No refund of fees or dues already paid shall be owing to any person upon termination of membership, whether as a result of his or her death, resignation of membership, expulsion from the corporation or otherwise.

ARTICLE 7 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the state of California as may be designated from time to time by resolution of the board of directors.

SECTION 2. ANNUAL MEETING

The members shall meet annually in January of each year for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the board of directors or the president/chairperson. In addition, special meetings of the members for any lawful purpose may be called by twenty percent (20%) or more of the members.

SECTION 4. RECORD DATE.

The record date for determining members entitled to received notice of or to vote at the annual meeting of members or at any other meeting of members at which directors are to be elected, or any adjournments thereof, shall be ninety (90) days prior to the date of such meeting. Only members of record on such record date shall be entitled to receive notice of or to vote at such meeting. New members who become members after the record date (i.e., within ninety (90) days before such meeting) may attend such meeting, but shall not be entitled to vote thereat.

The record date for determining members for any other purpose shall be the day fixed, in advance, by the board of directors or, if no record date is fixed, the day on which the board of directors adopts the resolution relating thereto.

SECTION 5. NOTICE OF MEETINGS

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, by posting on the bulletin boards at the place where the principal office of the corporation is located or by announcement at the Friday prayer service. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

SECTION 6. CONTENTS OF NOTICE

Notice of a meeting of members shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board of directors, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

SECTION 7. NOTICE OF MEETINGS CALLED BY MEMBERS

If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the chairperson/president or secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board of directors and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

SECTION 8. SPECIAL NOTICE RULES FOR APPROVING CERTAIN PROPOSALS

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless the general nature of the proposal is stated in the notice of meeting:

- (A) Adoption, amendment, or repeal the bylaws pursuant to Section 9150(b) of the California Corporations Code;
- (B) Removal of directors pursuant to Section 9222 of the California Corporations Code;
- (C) Amendment of the articles of incorporation pursuant to Sections 9620 and 5812 of the California Corporations Code;

- (D) Disposal of all, or substantially all, corporate assets pursuant to Section 9631(a) of the California Corporations Code;
- (E) Approval of the principal terms of a merger pursuant to Section 9640(c) of the California Corporations Code;
- (F) Amendments to an agreement of merger pursuant to Section 6015(a) and 9640 of the California Corporations Code; and
- (G) An election to voluntarily wind up and dissolve the corporation pursuant to Section 9680(b) of the California Corporations Code.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of one-third (1/3) of the members of the corporation entitled to vote at the meeting.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

SECTION 10. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of the members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the articles of incorporation of this corporation, or these bylaws require a greater number.

SECTION 11. VOTING RIGHTS

Each member entitled to vote at a meeting is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot.

SECTION 12. PROXY VOTING

At any meeting of members, all voting shall be done by members present in person and entitled to vote at such meeting. There shall be no voting by proxy except that a husband or wife may vote on behalf of his or her spouse, provided both are members entitled to vote at the meeting and one of them has proper authorization executed by the other and filed with the secretary of the corporation.

SECTION 13. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the chairperson/president or, in his or her absence, by the vice president/vice-chairperson of the corporation or, in the absence of all of

these persons, by a chairperson chosen by a majority of the voting members, present in person or by proxy. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by rules of procedure as may be determined by the board of directors from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

SECTION 14. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

All actions required or permitted to be taken by the members shall be taken at a regular or special meeting, and such actions may not be taken by written consent or ballot.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

If and as specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the chief financial officer/treasurer and countersigned by the president/chairperson of the corporation. Any expenditure which shall exceed \$500.00 must be approved by resolution of the board of directors.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited in non-interest bearing accounts from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the religious purposes of this corporation.

ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the state of California:

- (A) Minutes of all meetings of directors, committees of the board of directors, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- (B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts and disbursements;
- (C) A record of its members, indicating their names and addresses and, if applicable, the termination date of any membership; and
- (D) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (A) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (B) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board of directors or committees of the board of directors, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 10 CONFLICTS OF INTEREST; ARBITRATION

SECTION 1. CONFLICTS OF INTEREST

All members of the board of directors, officers and members of committees of this corporation shall at all times remain clear of any action that could lead to a conflict of interest. Any such person that is either hired or is compensated by an individual or an entity shall at all times excuse himself or herself from any business dealing by this corporation with such individual or entity. Furthermore, such persons shall at all times be cognizant of conflicts of interest created by either hiring or providing contracts to relatives or friends or associates at the corporation.

SECTION 2. ARBITRATION

In the unlikely event that any disputes arise amongst members of the board of directors, officers or members of committees of this corporation with the corporation, or amongst themselves, with respect to activities or matters relating to the corporation, which are not resolved through amicable discussions, and with respect to any and all disputes arising in connection with the

performance of services under these bylaws as well as any matter related to the corporation, all such persons agree to submit any such disputes to binding arbitration under the auspices of an Islamic arbitration committee or panel convened for the purposes of addressing such types of disputes relating to Islamic institutions in the United States or, in the absence thereof, the American Arbitration Association (AAA). California law will apply to the resolution of any such disputes and discovery pursuant to the California Discovery Act will be permitted. Members of the board of directors, officers and members of committees of this corporation will be bound by the award made at the conclusion of the arbitration, which award shall be final and may be entered in any court of competent jurisdiction.

**ARTICLE 11
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on January 1 and end of December 31 of each year.

**ARTICLE 12
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of religious nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- (A) Subject to the power of members to change or repeal these bylaws under Section 9150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, changing from a variable board to a fixed board, or eliminating staggered terms for directors, may not be adopted, amended, or repealed except as provided in subparagraph (B) of this section; or
- (B) By approval of the members of this corporation.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of The Indo-Chinese Islamic Center, and that such bylaws were duly adopted by the board of directors of said corporation on April 13, 2014, and ratified by the members of said corporation on April 20, 2014.

Zulkiflee Aboutalep, Secretary