

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Offices

The name of the corporation will be Al-Huda Islamic Center Inc. (hereinafter referred to as "Al-Huda"), a non-profit corporation incorporated under the laws of the State of Georgia, located at 2022 South Milledge Avenue, Athens, Georgia, 30605 and its principal office address will also be 2022 South Milledge Avenue, Athens, Georgia 30605.

Section 1.02 Other Offices

Al-Huda may have such other office or offices, at such suitable place or places within the State of Georgia as may be designated from time to time by the Board of Trustees of Al-Huda (may also known as Al-Huda Shura).

Section 1.03 Registered Agent

Al-Huda will have and continuously maintain a registered office in the State of Georgia (which may be identical with the principal offices) and the Board of Trustees of Al-Huda will appoint and continuously maintain in service a registered agent in the State of Georgia, who will be an individual, shall be a US citizen or permanent resident of the State of Georgia or a corporation registered in Georgia, whether for profit or not for profit.

ARTICLE II: PURPOSES

The purposes for which Al-Huda is formed are to arrange and hold congregational prayers for Muslims and for propagation of Islamic education among all persons, irrespective of their gender, faith, creed, color or belief, undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love and justice. Al-Huda will be empowered to cooperate with other Islamic organizations, of similar purposes, in achieving these goals and engage in such other activities as may be desirable or required to fulfill the purposes and objectives of Al-Huda.

The foregoing enumeration of the purposes of Al-Huda is made in furtherance, and not in limitation, of the powers conferred upon Al-Huda by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of Al-Huda, other than as provided below. Al-Huda is organized and will be operated exclusively for religious, educational and charitable purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. No part of the net earnings or assets of Al-Huda will inure to the benefit of, or be distributable to the members, Trustees, Officers, other private individuals, or organizations organized and operating for profit (except that Al-Huda will be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

No part of the activities of Al-Huda will be the carrying on of propaganda or otherwise attempting to influence legislation, and Al-Huda will be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. Al-Huda will not participate in or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, Al-Huda will not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of Such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2),2055(A)(2),2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE III: GENERAL ASSEMBLY

Section 3.01 Membership

The membership of Al-Huda will consist of "Regular Members", "Distinguished Members", "Associate Members" and "Honorary Members". The General Assembly will consist of "Regular Members" and "Distinguished Members" only, who will be eligible to vote for and hold any office(s) of Al-Huda.

Section 3.02 Regular Members

A Regular Member will be a Muslim of at least eighteen (18) years of age, who is in good legal standing and files an application with the required dues, as may from time to time be set by the Board of Trustees, and agrees to abide by the Articles of Incorporation and Bylaws of Al-Huda. All applications are subject to the approval of the Board of Trustees. Each member will be entitled to one vote in all matters coming before General Assembly meetings.

Section 3.03 Distinguished Members

A Distinguished Member will be a Muslim who is deemed to have rendered distinguished service to the Muslim community in general and service and foundation of Al-Huda in particular more than five years in addition to having qualifications under Section 3.02 above, who files an application with the required dues, as may from time to time be set by the Board of Trustees, subject to the approval of application by the Board of Trustees. Regular and Distinguished Members will be hereinafter referred to as Members. Regular Members and Distinguished Members will have the right to vote in Al-Huda elections and will elect Trustees and Officers of Al-Huda. Associate Members and Honorary Members may attend all meetings of the General Assembly as observers.

Section 3.04 Associate Members

A non-Muslim interested in learning about Islam and Islamic activities can be eligible to become an Associate Member. An Associate Member would not be eligible for membership in the General Assembly, Board of Trustees, Committee Members or Officers. An Associate Member will neither be eligible to vote in the election nor hold any office of Al-Huda. Only a majority vote of the Board of Trustees can confer Associate Membership.

Section 3.05 Honorary Members

Any person who is deemed to have rendered distinguished service to the Muslim community in general and service to Al-Huda in particular. Honorary Membership shall only be an honor bestowed by the General Assembly of members at the recommendation of the majority of the Board of Trustees and will not be by application. An Honorary Member would not be eligible for membership in the General Assembly, Board of Trustees, Committee Members or Officers. An Honorary Member will neither be eligible to vote in the election nor hold any office of Al-Huda.

Section 3.06 Membership dues and Fees

The membership dues of Al-Huda may be revised by the Board from time to time. Dues for family membership will be less than double those for a single membership. A family membership will be defined here as husband and wife. An individual member will have one vote; family members will have a maximum of two votes. Children above the age of eighteen and living with the family can become individual voting members by paying dues at half the rate set for individual members. The Board may also authorize the remaining adults living with the family to become regular voting members by paying dues at a rate substantially lower than those for single members.

The annual dues will become payable on the first day of each calendar year. A payment for the appropriate amount must accompany the application. Honorary members will not be required to pay any dues. Additional charges and fees may be assessed by the Board, subject to approval of the General Assembly, for specific purposes, such as a building or maintenance fund. The Board may prescribe charges or fees for special events and activities as it sees fit.

Section 3.07 Annual General Assembly Meeting and Votes

The Annual General Assembly Meeting of the members will be held once each year in the month of February chaired by the president. In the non-election years, the purpose of the meeting will be approval of previous year's accounts, and reviewing the accomplishments of current Board of Trustees and transaction of other business as needed and for such other business as may come before the meeting. In the election years, the purpose of the meeting will be approval of previous year's accounts and reviewing the accomplishments of current Board of Trustees and its transactions as well as the introduction of candidates during the forthcoming election, for the transaction of other business as needed and for such other business as may come before the meeting. The Board of Trustees may postpone the Annual Meeting and the elections for a maximum period of thirty days due to extenuating circumstances. The member shall be notified regarding any postponement of meeting and notified of the new date for the postponed meeting. There will be an overlap period of at least four weeks between the outgoing Officers and Trustees and the newly elected Officers and Trustees. During this overlap period, the new and the outgoing officers and trustees will jointly meet to go over any future planning or any outstanding

business. The newly elected Officers and Trustees will have no voting privileges during overlap period. Only those members shall be entitled to vote, at any meeting, who are current with their Annual Dues. Each Member, who has been in good standing for immediately preceding sixty (60) days, will have one vote. Whenever any action is to be taken by vote of the Members, except as otherwise required by law or by the Articles of Incorporation, it will prevail by a majority of the votes.

In keeping with the Islamic spirit, the opinion and votes of the members will be binding upon the Trustees only to the extent these decisions meet the injunctions laid down in the Quran and practices of the Prophet(Peace be Upon Him). If any clarification is required at any time, the Board of Trustees with assistance of the members frame the questions to asked and obtain opinion of any other recognized scholar or honorable religious organization.

Section 3.08 Special Meetings

Special meetings of the members of the General Assembly may be called either by the Board of Trustees, or the Executive Committee. A special meeting may also be called by at least fifteen percent (15%) of the voting members of the full General Assembly through a petition to be filed with the Board of Trustees.

Section 3.09 Place of Meeting

The Board of Trustees may from time to time designate any place, within Athens-Clarke County, GA or its neighboring counties, as the place of meeting for any annual meeting or for any special meeting of the members of the General Assembly.

Section 3.10 Notice of Annual and Special Meetings

Written or printed notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, will be delivered not less than fifteen (15) nor more than thirty (30) days before the date of the meeting, either personally or by mail. The Board of Trustees or Executive Committee, may designate any person(s) to call and inform each Member, who is entitled to vote, for such meeting.

If mailed, such notice will be deemed to be delivered when deposited in the United States mail, with postage prepaid, and addressed to the member at his address as it appears on the records of Al-Huda. Each Member will be responsible for informing Al-Huda promptly of any change of his/her address.

Section 3.11 Waiver of Notice

Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, will be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person without objection to the lack of notice of such meeting, will also waive the requirement of notice by such Member.

Section 3.12 Quorum

At the Annual or Special meeting of Al-Huda General Assembly, Members having at least 30% of the votes entitled to be cast, represented in person or by proxy will constitute a quorum.

If a meeting cannot be organized due to the lack of a quorum, those members present may adjourn the meeting once. If the quorum is not present in the second consecutive meeting, presence of at least 20% members will constitute a quorum for that meeting at which time any business may be transacted that may have been transacted at the meeting as originally called. However, any meeting called for the purpose of seeking amendments to the Bylaws will require a regular quorum present (30% percent of the votes entitled to be cast).

To be represented by proxy, a Member must have submitted by fax, e-mail, postal mail or hand-delivery, before the quorum is called, a signed proxy form issued by the Board of Trustees. A member may not represent more than three other members by proxy.

Section 3.14 Appeal

Any Member whose membership was revoked may arbitrate the matter, in accordance with the provisions of Article VIII of these Bylaws.

ARTICLE IV: BOARD OF TRUSTEES

Section 4.01 Power of Board of Trustees

The duties and powers of the Board of Trustees of Al-Huda (hereinafter referred to as "Board") will be the following:

- a. To manage, supervise and control the business, property and affairs of Al-Huda. The Board will make sure that the title to Al-Huda' real estate and other assets will be kept in NAIT's (North American Islamic Trust) name;
- b. To approve or disapprove any financial transactions relating to Al-Huda's' real estate and other assets. No sale, assignment, transfer, or any other action involving the disposition of Al-Huda's real estate can be authorized without the written consent of eighty percent of the existing number of Trustees (rounded to the next higher number).
- c. To determine the policies of Al-Huda and execute its purposes, to appoint and remunerate agents and employees (including the power to delegate some of this authority to others).
- d. To review, amend or approve the annual budget proposed by the Al-Huda Executive Committee.
- e. To approve the financial transactions and disbursement of Al-Huda's funds (including borrowing, lending and investing for and in behalf of Al-Huda).
- f. To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as will be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or bylaws of Al-Huda (in their present form or as they may be amended) or to any applicable law.

- g. To provide guidance for the execution and development of long-range plans for Al-Huda.
- h. To adopt rules for Al-Huda conforming to Islamic principles.

Section 4.02 Chairperson of the Board of Trustees

The Board will meet within fifteen days after the election to elect a Chairperson of the Board from among the Regular Trustees as defined in Section 4.03 of these bylaws. The Chairperson will serve also as president of the executive committee and hold office for two years but be eligible for reelection to consecutive terms, provided he/she is a Trustee at the time of such reelection. In the absence of the Chairperson, Board will elect a chairperson for that meeting.

Section 4.03 Number of Trustees

The total number of Trustees of Al-Huda (the Board) will be eleven (11); seven Regular Trustees and four Officers Trustees of Al-Huda, namely the President, the Vice-President, the Secretary and the Treasurer who will be members of the Board of Trustees by virtue of their office. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws within limits prescribed by the Articles of incorporation. No decrease in the number of trustees will have the effect of shortening the term of any incumbent Trustee. The number of trustees will never be less than seven.

Section 4.04 Election and Term of Trustees

Regular and Officers Trustees will be elected by General Assembly of members in every two years in the month of March. All Regular and Officer Trustees will be nominated and elected as Trustees of Al-Huda. The Vice-President will be selected from the elected Trustees by the President. The Secretary and the Treasurer will be elected from remaining trustees by the Trustees of Al-Huda (the Board). The President will be nominated as President and Chairperson and elected by the Board of Trustees. The first election will be held within four to six weeks after the approval of these by-laws.

Section 4.05 Qualifications

To be eligible for election as a Trustee, a person must (1) have been an active member in good standing for the past twenty four (24) months; (2) have successfully performed documented voluntary service, or has been participating actively in the affairs of Al-Huda, for a minimum of one (1) year, (3) be at least 25 years old, and (4) practice Islamic behavior as defined in the Quran and Sunna of the Holy Prophet as interpreted by the majority of the Board of Trustees, (4) submit documentation that showing he/she has legal status of the US throughout the term of the service. The period of qualifications may be reduced by the Board in exceptional cases.

Section 4.06 Vacancies

Any vacancy occurring in the Board of Trustees may be filled from the pool of members qualified under Section 4.05 of these Bylaws, by the affirmative vote of the majority of the trustees then in office. The vacancy must be filled within sixty days after it becomes vacant, through a regular or a special meeting of the Board of Trustees. A trustee elected to fill a vacancy will serve the unexpired term of his/her predecessor in office or until his/her successor is elected and have qualified.

Section 4.07 Removal of Trustees

Any Trustee may be removed from the office by a two-thirds vote of the members of the Board at any regular or special meeting of the Board of Trustees, with cause for: (1) intentional violation of these Bylaws, (2) failing to attend two meetings of the Board in a calendar year without justifiable reason for which Board is timely informed, (3) performing acts repugnant to the Articles of Incorporation or Bylaws of Al-Huda, or (4) becomes disqualified under Section 4.05 above. Such removal may occur only if the Trustee involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Trustee. The Trustee involved will have the right to respond to these charges within seven days of mailing of the charges. Each member of the Board will review any response independently. The Board then will act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of Al-Huda.

Section 4.08 Resignations

Any Trustee may resign at any time by giving written notice to the Chairperson of the Board or in his/her absence to any member of the Board. Such resignation will take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The successor to a resigning Trustee will be selected in accordance with Section 4.06. In the event all the members of the Board resign it will be the obligation of the Chairperson to hold a general election within forty days of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections will then be transferred to the Chairperson of the Election Committee.

Section 4.09 Arbitration

Any Trustee who has been removed from the Board of Trustees, may arbitrate the matter in accordance with Article VIII of these Bylaws.

Section 4.10 Regular Meetings

A regular meeting of the Board of Trustees of Al-Huda will be held every three (3) months, at such time, day and place as will be designated by the Board of Trustees, for the purpose of transacting such business as may come before the meeting. The Board of Trustees may, by resolution, provide for holding of additional regular meetings. Decisions of the Board of Trustees shall be posted by the secretary on the notice board within seven days of the meeting. However, the trustees may jointly choose, in the interest of the community, to keep such matters confidential as they deem fit.

Section 4.11 Special Meetings

Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees or by a majority of the voting Trustees then in office, to be held at such time, day and place as will be designated in the notice of the meeting. The notice to call Special Meeting and stating the purpose of such Special Meeting shall be given to the Board of Trustees in writing three days in advance of the meeting unless agreed for a shorter Notice by the Board of Trustees in consultation with the Chairperson.

Section 4.12 Notification

Notice of the time, day and place of regular meetings of the Board of Trustees will be given at least five days, previous thereto by notice sent by e-mail followed by a telephone call, mail, messenger, fax, or telephone to each trustee at his or her address as shown in the records of Al-Huda. Such notice for special meetings will be given anytime by telephone or fax to each Trustee. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by messenger, or fax, such notice will be deemed to be delivered when the message, or fax, is delivered to the messenger service. The purpose or purposes for which a special meeting is called will be stated in the notice thereof. Trustees may waive notice of any meeting. The attendance of a Trustee at any meeting will constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice of the special meetings should also be posted on the special Bulletin Board of the Al-Huda Center for public viewing. Any member of Al-Huda who wants to attend the regular or special meetings, may be allowed to participate as an observer. The Board of Trustees may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires.

Section 4.13 Quorum

Sixty (60) percent of all members of the Board will constitute a quorum for the transaction of business at any meeting of the Board, except that sixty six (66) percent of all members of the Board will constitute a quorum for considering amendments to Bylaws. If less than a quorum of Trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 4.14 Manner of Acting

The act of a majority of the total members of the Board will be the act of the Board of the Trustees. Each Trustee will have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy will not be permitted. The voting will be secret decided otherwise. In the absence of a quorum, any action taken will be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Trustees. The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Section 4.15 Compensation

Trustees will not receive compensation for their services as members of the Board of Trustees, but the Board may authorize payment by Al-Huda of the out of pocket expenses of Trustees for their services to Al-Huda.

ARTICLE V: OFFICERS

Section 5.01 Officers

Every election year the General Assembly will elect eleven (11) Trustees (Al-Huda Shura Board members). This Board of Trustees (Shura Board) will then elect a president (who will also be a chairman of the Board) and three Officers: Vice-President, Secretary and Treasurer (hereinafter referred to as "Officers"). All references to Shura as Board of Trustees throughout the document should be to the Shura Board. Officers may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws.

Section 5.02 Election and Term of Officers

Officers of Al-Huda will be installed after their election and will hold their respective offices for a two-year term until their successors will be elected and will have qualified. No officer of Al-Huda will serve for more than three consecutive terms in the same office. However, officers may serve another office consecutively.

Section 5.03 Qualifications

To be eligible for election as Officers, a person must fulfill qualifications required for Regular Trustees in Section 4.05 of these Bylaws.

Section 5.04 Resignation

Any Officer may resign at any time by giving written notice to the President of Al-Huda. If the resignation be by the President, it will be submitted to the vice president who is also a vice Chairperson of the Board or in his/her absence to any member of the Board. If the President, Vice President, Secretary and the Treasurer resign simultaneously or otherwise all these offices become vacant, a resignation may be submitted to any member of the Board of Trustees. Such resignation will take effect at the time specified therein, or, if the time is not specified, then at the time of acceptance thereof as determined by the President. The Board of Trustees (Shura) will meet within fifteen (15) days to elect officers who will fill the vacated positions.

Section 5.05 Removal of Officers

Any Officer may be removed from the office by a two-thirds vote of the members of the Board at any regular or special meeting of the Board of Trustees, with cause for: (1) violation of these Bylaws, (2) failing to attend two meetings of the Board in a calendar year without justifiable reason for which Board is timely informed, (3) performing acts repugnant to the Articles of Incorporation or Bylaws of Al-Huda, or (4) becomes disqualified under Section 5.03 above. Such removal may occur only if the Officer involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Officer. The Officer involved will have the right to respond to these charges. Each member of the Board will review any response independently. The Board then will act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of Al-Huda.

Any officer who has been removed may arbitrate the matter in accordance with Article VIII of these Bylaws.

Section 5.06 Vacancies

In case of resignation or for any other reason including ineligibility or removal, an Officer is unable to complete his or her term, the Board of Trustees will elect a successor from Members in good standing, who meet qualifications stated in Section 5.03 of these Bylaws, to complete the unexpired term, within thirty days after the office becomes vacant. The successor will serve the remaining term thereof.

Section 5.07 Powers and Responsibilities of Officers

All Officers will have the powers and authority expressly assigned to them by the Regular Trustees or by the Bylaws. Any power not expressly conferred to the Officers by these Bylaws or a duly adopted resolution of the Board will belong to the Board of Trustees. The responsibilities and duties of the Officers include the following:

- a. Submit to the Board of Trustees for their review and approval, within two months after the election, a work plan, in accordance with the guidelines laid down by Trustees, for implementation during the course of two years term and to furnish the progress report of Committees for review and approval of the Board of Trustees.
- b. Plan and implement activities consistent with the objectives and policies of Al-Huda Including program based on working within community with non-muslims.
- c. Maintain and operate the Al-Huda Center and other facilities, if any, and establish the rules and regulations for their use. The management of the property and day to day affairs of Al-Huda as may be provided in these Bylaws or by resolution of the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices. All rules and regulations of Al-Huda will be approved by the Board of Trustees.
- d. Prepare the annual budget for review and approval of Board of Trustees.
- e. Process the membership applications, resignations, suspensions or revocation of memberships or offices for action by the Board of Trustees.

- f. Perform any other functions that are needed for proper management of Al-Huda and its assets.

Section 5.08 President

The President will be the Chief Executive Officer of Al-Huda, serve as the Chairperson of the Executive Committee and Board of Trustees (Shura Board) and will preside at all meetings of the Executive Committee and General Assembly and Board of Trustees (Shura Board), will perform all duties customary to that office and will supervise and control day to day affairs of Al-Huda, in accordance with policies and directives of the Board of Trustees. The annual budget and working plan for day to day operation as well as long term plan will be prepared under the direction of the President within two months after taking over the office and will be submitted to the Board of Trustees for their approval. Notwithstanding the foregoing, the President of Al-Huda will have the following specific powers and duties:

1. will be a member of the Board of Trustees and the Chairperson of the Executive Committee and the Board of Trustees (Shura Board).
2. will review the agenda (prepared by the Secretary) for the meetings of the Executive Committee.
3. will appoint such standing or special committees, or subcommittees, as may be required by these bylaws or as may be necessary, and will be an observing member without vote, as the appointment will state, of all such committees of Al-Huda. All such committees will be approved by the Board.
4. will also perform such other duties as the Board of Trustees may designate from time to time.

Section 5.09 Vice-President

The Vice President of Al-Huda will have powers and duties as the Board of Trustees of Al-Huda will determine, including serving as acting president and Chairperson of Board of Trustees (Shura Board) in the absence of the President or during such time as the President of Al-Huda is unable to carry out the duties of that office. He/she will also be a member of the Board of Trustees and of the Executive Committee. The Vice-President will exercise such other powers and perform such other duties as the Board of Trustees or the President may assign from time to time.

Section 5.10 Secretary

The Secretary of Al-Huda will have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

1. will be member of the Board of Trustees and the Executive Committee.

2. will attend all meetings of the Board of Trustees and the Executive Committee, and prepare and distribute minutes of all such meetings to the Board of Trustees as well as the Executive Committee.
3. will ensure that all notices are given in accordance with these Bylaws.
4. will prepare agenda for the meetings of the Board of trustees, and the Executive Committee.
5. will process the applications of new members, the resignations, and the suspensions or revocation of memberships, for the approval of the Board. He/she will also maintain a current list of members of Al-Huda. The secretary will also be responsible to prepare and post a list of members at least one month prior to the elections.
6. will help in preparing the semiannual reports describing the achievements, present status, future plans, proposed budget and other matters of interests.
7. will perform such other duties as the Board of Trustees, the Chairperson of Al-Huda or the President of Al-Huda may, from time to time, prescribe.

The Secretary will be the custodian of Al-Huda's meeting records and the seal and will have the authority to affix the seal of Al-Huda, if required, to attest the instrument by affixing his/her signature. The Board may authorize any other Officer to perform such tasks in special circumstances.

Section 5.11 Treasurer

The Treasurer of Al-Huda will have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. He/she will be a member of the Board of Trustees and the Executive Committee.
2. He/she will be responsible for developing and reviewing the fiscal policies of Al-Huda for the approval of the Board.
3. He/she will keep the complete and accurate accounts of receipts and disbursements of all amounts. He/she will deposit all monies and other valuable property of Al-Huda in Al-Huda's name to the credit of Al-Huda in such banks or depositories as the Board may designate.
4. Besides maintaining the monthly accounts and semiannual reports, whenever required by the Board, the treasurer will prepare a financial report which will include the balance sheet, detail statements of income and expenses for the auditors. The treasurer will also be able to exhibit the books and accounts to any officer, trustee or the members of Al-Huda at any reasonable time.
5. He/she will render a report of the finances of Al-Huda at the General Assembly meeting or whenever requested by the President or the Board showing all receipts and expenditures for the current year.

6. He/she will provide assistance for filing all tax returns.
7. He/she will also furnish, if required by the Board, fidelity bonds or security for the faithful performance of the duties of all Officers or the Board of Trustees, at Al-Huda's cost and expense.
8. He/she will also perform such other duties as the President or the Board may, from to time, designate.

Section 5.12 Representation of Al-Huda

For the purpose of representing the Corporation (Al-Huda), the following will be regarded as Officers of the Corporation:

1. President, who will be the Chairman of the Board and the Chairperson of the Corporation; and
2. Vice President, Secretary, and Treasurer, who will be the Vice President, Secretary and Treasurer of the Corporation, respectively.

A spoke-person for Al-Huda will be elected by Board of Trustees among its members.

ARTICLE VI: COMMITTEES

Section 6.01 Executive Committee

The four Officers of the Corporation, within a month of their election, will nominate coordinators for the approval of the Board, who will chair a number of standing committees. These chairpersons together with the four Officers will constitute the Executive Committee, except that only Officers will have voting rights. The Board can increase or decrease the number of committees. These committee chairpersons will nominate, within four weeks of their nomination, members of their respective committees in consultation with the Officers for approval of the Board.

Any active member, including a Trustee, may be a member or a Chairperson of the above committees.

Section 6.02 Duties and Responsibilities of Executive Committee

The Executive Committee will have the responsibilities and duties needed for proper functioning of Al-Huda, within the powers expressly granted by the Board of Trustees. The duties and responsibilities of Executive Committee will include the following:

1. Develop a plan of work for their respective Committees in accordance with the guidelines laid down by the Board of Trustees.
2. Submit the plan of work to the Board for its approval within forty five (45) days of the complete formation of the Executive Committee.

3. Implement the approved plan of work and furnish the quarterly progress report to the Board of Trustees.

4. Plan and implement other activities consistent with the objectives of Al-Huda, and prepare the status reports for the Board of Trustees.

Section 6.03 Meetings

The Executive Committee will meet on at least a bi-monthly basis at a scheduled time, date and place, to evaluate the progress of different committees, resolve the problems, if any, and transact the business of Al-Huda. A simple majority of the members will determine the quorum for such meetings.

Section 6.04 Notice

The schedule for meetings of the Executive Committee will be prepared in advance and each member of the committee will be notified at least seven (7) days before a meeting. It will also be posted on the Bulletin Board of Al-Huda Center for public viewing. Members of Al-Huda are encouraged to participate as observers in all such meetings.

Section 6.05 Election Committee

Every election year during the month of January, the Board will appoint from the pool of regular voting Members, a three-member Election Committee. The three members will elect, within fifteen days of their nomination, one of them as a chairperson of the Election Committee. The chairperson and the members of the Election Committee will neither be candidates in the upcoming election of the Board of Trustees, the Officers, or members of the Arbitration Panel nor be paid agents or employees of Al-Huda.

Section 6.06 Responsibilities and Duties of Election Committee

The Election Committee will follow the election procedures set by the Board. These procedures will be made available by the Board to the Members before the solicitation of nominations for elections. The Election Committee will scrutinize the validity of the nominations in accordance with Sections 4.05 and 5.03 of these bylaws, prepare the listing of the eligible candidates and the ballot papers to be distributed to each voting member, conduct the election, tabulate the results and submit the report to the Board of Trustees for announcement to the General Assembly.

Section 6.07 Finance Review Committee and Auditors

Each year within thirty (30) days of the election, the Board will appoint a Finance Review Committee from the Regular Board members (Non-Officers). The Committee will review the quarterly finance reports presented to the Board and submit the results of its reviews to the Board.

Each year The Board of Trustees will also appoint a licensed accounting firm to audit the accounts of Al-Huda. The Board will present the audited financial statement to the General Assembly at the Annual meeting.

Section 6.08 Bulletin Board

The Board of Trustees will post on Al-Huda bulletin board one detailed copy of the audited financial statement at least seventy two (72) hours before the General Assembly meeting.

Section 6.09 Appointments by Al-Huda

The President of Al-Huda, with the approval of the Board of Trustees, may appoint any individuals or committees, in addition to those specified in Section 6.01, to facilitate the work of the Board and/or the Executive Committee of Al-Huda.

The Trustees and the Executive Committee may jointly invite certain members to serve on an Advisory Council, with a view to seeking advice and counsel from time to time. Such members will be or will have been involved in Al-Huda's work but will not currently be members of either body or any of its committees and will serve at the pleasure of the Board.

Section 6.10 Resignation

Any Member of a committee nominated by the President or the Executive Committee may resign at any time by giving written notice to the President of Al-Huda. Such resignation will take effect at the time specified therein, or, if time is not specified, then at the time of acceptance thereof as determined by the President or the Executive Committee. Section 6.11 Removal

Any Coordinator or a Committee Member may be removed by the Executive Committee/Board at any regular or special meeting of the Executive Committee/Board, for (1) engaging in conduct prejudicial to the best interests of Al-Huda, (2) failing to attend three meetings of Executive Committee or their respective committee without justifiable reasons, during a one-year period, (3) becomes disqualified under Section 4.05 above or (4) failing to repeatedly perform their responsibilities in a timely and satisfactory manner.

Section 6.12 Vacancies

In case of a vacancy created as a result of resignation or for any other reason including ineligibility or removal, the Officers/Board will elect, within thirty days after it becomes vacant, a successor to complete the unexpired term.

ARTICLE VII: AGENTS AND EMPLOYEES

Section 7.01 Agents and Employees

The Executive Committee may nominate agents and employees who will have such authority and perform such duties as may be prescribed by the Board. The Board of Trustees will approve all nominations. The agents or paid employees are required to abide by the policy and guidelines set up by the Board and follow the instructions of the Executive Committee for day to day operations. In no circumstances any agent or paid employees can assume or exercise the power

and authority vested in the Board of Trustees or Executive Committee. The Board may remove any agent or employee at any time with or without any cause. Removal without cause will be without prejudice to such person's contractual rights, if any, and the appointment of such person will not itself create contractual rights. No agent or employee of Al-Huda will hold any elected office of Al-Huda or serve on the Election Committee, on the Finance Review Committee, or on the Arbitration Panel.

Section 7.02 Compensation of Agents and Employees

Al-Huda may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, by such officer or officers. The Board may require agents or employees to provide security bonds for the faithful performance of their duties.

ARTICLE VIII: ARBITRATION

Section 8.01 Arbitration Panel of Al-Huda

There will be an Arbitration Panel of Al-Huda (hereinafter referred to as "Panel"), composed of three members.

Section 8.02 Appointment

The members of the Arbitration Panel will be nominated by the voting members and elected by the General Assembly. The Board of Trustees will take into consideration the knowledge, integrity, character and maturity of the nominees to serve as arbitrators. Members of the Panel will not concurrently occupy any other elected or non-elected office of Al-Huda.

Section 8.03 Terms

Each arbitrator will be elected for a term of 2 (two) years. Any vacancies arising in the Panel will be filled by the majority of the remaining members of the Panel for the unexpired term thereof.

Section 8.04 Chairperson

The members of the Panel will select a Chairperson within thirty days of the election from among themselves. The Panel will develop rules and regulations for their operations.

Section 8.05 Matters to be Submitted to Arbitration

Concerning any claim, demand, dispute, controversy, and difference arising out of or related to Al-Huda between any member (in any category) and an officer, employee, trustee, or member of a committee of Al-Huda, among themselves or between any of them and Al-Huda, the matter of difference is to be resolved among the parties involved in an amicable spirit of Islamic brotherhood. If a peaceful agreement can not be reached between the parties then the matter will be exclusively settled by arbitration as set forth in this Article pursuant to O.C.G.A. §9-9-1, et seq. of the Code of Georgia.

Section 8.06 Procedures

Any controversy or issue will be determined by arbitration in the following manner:

- a. Either party may, by written notice to the Chairperson of the Panel, within 45 days after a controversy has arisen that is subject to arbitration, request the appointment of an arbitrator.
- b. The Chairperson will, within 30 days after receipt of said request, inform, in writing, the parties to the dispute, of the pending request and ask for their selection of one member from among the members of the Panel.
- c. If all parties agree on one arbitrator, within fifteen (15) days of the request of the Chairperson referred to in Section 8.06 (b) above, then the Chairperson will appoint him/her as arbitrator for the controversy.
- d. If parties cannot agree on a single arbitrator, then the entire panel will arbitrate.
- e. On appointment of arbitrators as provided for above, such arbitrators will hold an arbitration hearing at the Al-Huda Center, or any other location agreed by all parties, within thirty (30) days after such appointments. At the hearing, the single arbitrator or the panel of arbitrators, as the case may be, will allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party and will render their decision, within fifteen days of the conclusion of the hearing, as the arbitrator(s) deem just.
- g. The decision of the arbitrator, if single, or the majority of the arbitrators, if more, will be binding on the parties to these Bylaws, and judgment may be entered on such decision in any court having jurisdiction.
- h. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no suit at law or in equity based on such dispute or controversy will be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s).
- i. No party to the arbitration will have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.
- j. All parties to the arbitration will take part in the arbitration proceedings in good faith and will abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Fiscal Year

The fiscal year of Al-Huda will be the calendar year.

Section 9.02 Corporate Seal

The corporate seal of Al-Huda will be circular in form, will have the name of Al-Huda inscribed thereon and will contain the words "Corporate Seal" and "State of Georgia" and the year the Corporation was formed in the center, or will be in such form as may be approved from time to time by the Board of Trustees. The Secretary of Al-Huda will be custodian of the Corporate seal.

Section 9.03 Checks, Notes and Contracts

The Board of Trustees will authorize, from time to time appropriate Trustees and/or Officers to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The Treasurer, President (Chairperson of the Board) can authorize a check for a maximum amount of two thousand dollars (\$1500) and any two (2) of them together can authorize a check for a maximum amount of five thousand dollars (\$3000). However, no more than five checks over two thousand dollars (\$1500) can be issued in a three-month period without prior approval of the Board. All checks above five thousand dollars (\$3000) will be pre-authorized by the Board of Trustees. The Treasurer will submit a written statement to the Board on a quarterly basis listing all checks issued during the quarter.

Section 9.04 Books and Records

All the books and records of Al-Huda will be kept at its principal offices in the State of Georgia or at any other place in the State of Georgia designated by the Board, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board of Trustees, Executive Committee and any other committees established or appointed by Al-Huda, and (3) an updated record of the names and addresses of the voting and non-voting members. All books and records of Al-Huda may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time with a proper written notice.

Section 9.05 Indemnification and Insurance

Unless otherwise prohibited by law, Al-Huda will indemnify any trustee, arbitrator, or officer, any former trustee, officer, or any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee or former employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such trustee, arbitrator, officer, or employee; subject to the limitation, however, that there will be no indemnification in relation to matters as to which he/she will be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own gross negligence or misconduct in the performance of a duty to Al-Huda.

Amounts paid in indemnification of expenses and liabilities may include, but will not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such trustee, arbitrator, director, officer, or employee. Al-Huda may advance expenses to, or where appropriate may itself, at its expense, undertake the

defense of, any trustee, arbitrator, officer, or employee; provided, however, that such trustee, arbitrator, officer, or employee will undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article will be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article will not be deemed exclusive of any other rights to which such trustee, arbitrator, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Panel or otherwise and will not restrict the power of Al-Huda to make any indemnification permitted by law.

The Board of Trustees may authorize the purchase of insurance on behalf of any trustee, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not Al-Huda would have the power to indemnify the person against that liability under law.

In no case, however, will Al-Huda indemnify, reimburse, or insure any person for any taxes imposed on such individual under Title 26 of the United States Code, as amended. Further, if at any time Al-Huda is deemed to be a private foundation within the meaning of 26 U.S.C.A. §509, as amended, during such time, no payment will be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 26 U.S.C.A. §4941 or §4945 as amended, respectively, of the Code.

Section 9.06 Loans to Trustees and Officers

No loans will be made by Al-Huda to its Trustees or Officers.

Section 9.07 Gender Equity

As a matter of standing policy, Al-Huda will provide for the full and unrestricted participation of all members of the Al-Huda community, men and women, in all of Al-Huda's activities and services, being inclusive and tolerant of various legitimate interpretations of the Islamic *fiqh* and points of view.

Section 9.08 Coordination Between the Board of Trustees, Officers and Executive Committee

The Trustees and Officers will make every effort to perform their respective duties and use their respective powers in complete harmony with each other. There will be at least two joint meetings of the Board of Trustees and the full Executive Committee in a year, to be held at the request of either body, within fifteen days of such request or mutually agreed upon schedule.

Section 9.09 Use of Terms

As used herein, words in any gender will be deemed to include the other genders and the singular will be deemed to include the plural, and vice versa.

Section 9.10 Severability

If any provision of these Bylaws will be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws will not be impaired thereby, nor will the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 9.11 Amendment of Bylaws

These Bylaws may be amended, from time to time and in as many respects as may be permitted by law, by two-third (2/3) of the maximum number of the Board of Trustees constituting the Board under Section 4.03 of these Bylaws. Any amendments to the bylaws must also be approved by a majority of the voting members of the General Assembly at a meeting duly called and held in accordance with these bylaws.