

**FIFTH AMENDED AND RESTATED BYLAWS
OF
MUSLIM CHILDREN EDUCATION AND CIVIC CENTER**

(Amended and Restated as of May 15, 2017)

These Fifth Amended and Restated Bylaws (“Bylaws”) of the Muslim Children Education and Civic Center have been adopted by the requisite vote of its Board of Directors and Advisory Council (previously named Members of Trust) effective as of the date stated above the Secretary’s attestation to these Bylaws. These Bylaws supersede and replace all prior Bylaws of the Muslim Children Education and Civic Center.

**ARTICLE 1
NAME AND PURPOSE**

1.1 Name. The name of the corporation is Muslim Children Education and Civic Center (the “Corporation” or “Center” or “MCECC”).

1.2 Principal Office. The principal office of the Corporation shall be located at 5281 Casa Bella, San Antonio, Texas 78249 or at such other place(s) within the City of San Antonio, Texas, as the majority of the Board of Directors and the majority of Trustees of the Corporation may determine to be in the best interest of the Corporation.

1.3 Purpose. The Corporation is a Texas nonprofit corporation that is exempt from federal income taxes pursuant to section 501(c) (3) of the Internal Revenue Code was founded on March 18, 2005 by three initial founding members of Mr. Ismail M Vohra, Mr. Muhammad Amin Choudary and Dr. Masarrat Ali. The Corporation is organized to provide a place for Islamic worship and education for Muslim youth, and a civic center for the Muslim community of San Antonio for their social and religious needs. No part of the Corporation's net earnings, if any, shall inure to the benefit of or be distributable to, any director, trustee, officer or other private person.

1.4 All Board of Directors (BODs), Trustees and any officers shall take an oath as established by the joint decision of a nominee from the BODs, a nominee from Trustees, and Imam. This may update from time to time with the approval of BODs, Trustees and Imam.

**ARTICLE 2
NO MEMBERS**

The Corporation shall have worshippers which shall have the ability to attend and pray and attend MCECC religious services and activities. They shall not be voting members. There shall be no other types of members. An individual that regularly participates in the prayer services or activities of MCECC may be referred to as worshippers, hereafter, that for lack of a better definition is a “community member” but no person shall have rights of a member under the Texas Business Organizations Code or other applicable law. Worshippers are expected to practice Islam and participate in MCECC’s activities as frequently as desired, and to provide financial support to MCECC in accordance with his or her ability to do so. Community members are entitled to information about MCECC’s operations and activities and will have the privilege to attend MCECC religious services as well as lectures, meetings, counseling, discussions, workshops and social programs etc. All activities of MCECC shall be approved by the Board of Directors and with the knowledge of Trustees of MCECC. If any worshipper or any other individual becomes disruptive and creates a hindrance to the activities and operations of MCECC, the Board of

Directors or Trustees may exercise its discretion to prohibit the individual from attending activities of MCECC and may seek restraining orders against the individual.

ARTICLE 3 TRUSTEES

3.1 Trustees

As practiced and pursuant to the original purpose of MCECC, and historically operated and practiced, there shall be Trustees, as stated below, retaining rights and powers herein stated and practiced. A Board of Director of MCECC may not be appointed as a Trustee while serving as a Board of Director of the MCECC. He or she must have demonstrated to the Board of Directors and Trustees that degree of commitment to the principles of Islamic Faith that justifies the trust in recognizing those qualities of wisdom and a sound foundation for proper decision making.

The Trustees will work in collaboration with the Board of Directors. To avoid overlap, the Trustees will work with the Board of Directors; the Board of Directors will work with the community. The Trustees will serve in a limited capacity. The primary task of the Trustees is to maintain harmony between MCECC management and community, and to support and advise the Board of Directors in their initiatives.

It behooves the Trustees to support the initiatives the Board of Directors decides to invest resources in. It is incumbent upon Trustees to propose solutions to rectify gaps in the initiatives the Board of Directors begin. That is the best use of their wisdom. The role of the Trustees is to support the Board of Directors.

3.2 Number. The number of Trustees shall be minimum of five (5) and maximum of seven (7). If less than 5 Trustees at any time, the Trustees shall make decisions among present Trustees, but the position needs to be filled as soon as possible.

3.3 Qualification. Only persons who meet the qualifications set forth below may be selected to the Trustees:

- (i) Must be at least 35 years of age and must have lived in Bexar County, Texas or adjacent counties for a minimum of 5 years.
- (ii) Must have made significant contributions towards the development or operations of the center, have understanding and knowledge about the religion of Islam and Islamic principles, values and jurisprudence.
- (iii) Must have served as a member of the Board of Directors for a minimum of one term and in good standing before being eligible for consideration as a Trustee.
- (iv) Must also meet all the qualifications required for Directors in Section 4.3.

3.4 Nomination. A person who meets the qualification requirements to be a Trustee and who has been duly nominated by at least two (2) current Board of Directors or two Trustees shall be selected by the affirmative vote of at least two-third of the Board of Directors and two-third of the Trustees.

3.5 Term. Each Trustee shall hold office for a maximum of five (5) years following the date of appointment. Any interim appointment will be counted towards the term. If still qualified, a person may be reappointed to serve as a Trustee or as Board of Director after a period of at least two years absence from being a Trustee.

3.6 Resignation. Any Trustee may resign at any time by giving a one month written notice to the Trustee. The majority of the Trustees will decide when to accept such a resignation with an official date.

3.7 Removal. Any Trustee may be removed at any time, with or without cause, by the three-fourth vote of both the Board of Directors and the Trustees not including the member sought to be removed. Any Trustee who, in the reasonable determination of at least three fourths majority of the Directors and Trustees not including the member sought to be removed, ceases to meet the qualifications to be a Trustee shall be removed as a Trustee effective as of the date such qualifications cease to be met.

3.8 Not Currently a Director. A person cannot serve as a Trustee while serving as a Board of Director at the same time.

3.9 Liaison. The Chairman of Board of Directors (or any designee of the Board of Directors) will serve as a liaison between the Board of Directors and the Trustees. The Board of Directors shall receive notice (at least 72 hours prior to the meeting) of and a designee may attend all meetings of the Trustees. The designee of the Board of Directors will be a non-voting participant in meetings of the Trustees. The Trustees shall receive notice of Board of Directors meeting at least 72 hours in advance and a Trustee's designee may attend all meetings of the Board of Directors and will be a non-voting participant.

3.10 Place and Manner of Meetings. The Trustees will meet on an as needed basis. Meetings shall be held at the principal office of the Corporation or at such other place as may be selected by a majority of the Trustees. A meeting may be called by the Chairman of the Board of Directors, or by any two Trustees. Any Trustee agreed among shall preside over meetings of the Trustee.

3.11 Quorum for Meetings when Vote Required. The presence of a majority of the number of Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Trustee present at any meeting at which there is a quorum shall be the act of the Trustee, unless otherwise required and/or when Board of Directors voting is needed as required by these bylaws.

3.12 Any Board of Director shall leave office for 6 months prior to be nominated and considered for Trustee' position and have served at least one term on the Board of Directors.

ARTICLE 4 BOARD OF DIRECTORS

4.1 General Power. The business affairs of the Corporation shall be managed, directed and controlled, by or under the direction of the Board of Directors consistent with these Bylaws as herein stated in these by-laws in total. The Board of Directors may make appropriate delegations of authority to the committees and sub committees to act on its behalf under a specific written delegation of authority, abiding by these by-laws.

4.2 Number. The number of Directors that shall constitute the Board is a minimum of five (5) and a maximum of nine (9).

4.3 Qualification. Only a person who meets the qualifications set forth below may be selected as a Director.

- (i) Must be at least 25 years of age,
- (ii) Must currently and physically live in and have continuously lived in Bexar County, Texas or an adjacent county for a minimum of 24 months,
- (iii) Must participate and support MCECC's activities, demonstrate leadership ability, have actively participated in activities of MCECC in prior years and be willing to devote time and effort for the Muslim community,
- (iv) Must practice Islam according to its teachings and must not publicly violate its teachings,
- (v) Must not support or be involved in any act of terrorism,
- (vi) Must not have been convicted of any State or Federal laws in the last five years,
- (vii) Must not be destructive to MCECC by his/her actions or verbal comments,
- (viii) Must be a citizen or permanent resident of the United States or authorized to reside in the United States,
- (ix) Must not be an employee of MCECC or a spouse of an employee of MCECC, and
- (x) Must not be a spouse or a First degree relative of a person that is currently serving as a Director or Trustee

4.4 Nomination. A person who meets the qualification requirements to be a Director and who has been duly nominated by at least two community members, Board of Directors, or Trustees. Anyone from the community can nominate or can be nominated to serve as a Director. Mere presence of above qualifications does not qualify to be a Board of Director. Nominations will be received through open community announcement. Directors shall be elected by the vote of a 2/3 majority of the Board of Directors and a 2/3 majority of Trustees.

4.5 Term. The initial term of office of a Director shall be three years unless the Director is sooner removed, resigns, dies, becomes incapacitated, or otherwise ceases to serve. A Director may hold office for a maximum of two (2) consecutive terms. The second term is for two (2) years. Unless the Director seeks (and obtains) a second term the Director will automatically cease to serve at the end of 3 years (one term). To be reconsidered for second term, the Director must demonstrate active participation in the prior term and be re-elected by the vote of at least 2/3 of the Board of Directors and 2/3 of the Trustees then serving.

- (i) Any Board of Director irrespective of the term shall leave office for 6 months prior to be nominated and considered for Trustee' position.
- (ii) After two consecutive terms as Board of Director are completed the person can serve after taking a one year absence from any office duty to serve as a new Board of Director.

Notwithstanding the foregoing, with the vote of a majority of the Board of Directors, a person may continue to serve as a Director past the scheduled end of the Director's term if necessary so that the minimum number of Directors is maintained, but such Director shall continue to serve for only so long as reasonably necessary for a successor Director to be nominated and elected.

4.6 Removal.

(i) Any Director may be removed from office with or without cause by the 3/4 vote of the Board of Directors and Trustees, not including the Director sought to be removed combined.

(ii) Any Director who, in the reasonable determination of at least three-fourths of the other Directors, ceases to meet the qualifications of Section 4.3 of these Bylaws shall be removed as a Director effective as of the date such qualifications cease to be met.

(iii) A Director shall be removed from office if the Director is absent from three (3) consecutive Board of Director meetings or a total of five (5) Board of Director meetings in a calendar year without a reason acceptable to a majority of the other Directors.

(iv) If, in the opinion of a majority of the Board of Directors, the Board of Directors has become disruptive to MCECC then a majority of Directors may request in writing that the Trustees remove and replace all of the Directors stating the evidence and reasons for the decision. If a majority of the Trustees reasonably consider that the situation may be a major disruption to MCECC and its mission the Trustees shall give written notice to the Board of Directors stating the issues of concern and requesting that the Board of Directors rectify the concerns. If the concerns are not rectified to the reasonable satisfaction of the Trustees within six (6) months the entire Board of Directors may be removed and replaced by the **unanimous vote** of the Trustees. The Trustees can make this unilateral decision after it has been initiated and signed by the majority of BODs in writing and presented to the Trustees.

4.7 Resignation. Any Director may submit a resignation to the Board of Directors at any time by giving written notice to the Chairman or the Secretary of the Corporation. The majority of the Directors will decide when to accept such a resignation with an official date. If any Board of Director establishes a residence outside of Bexar County or its adjacent counties, he or she will automatically be considered resigned.

4.8 Vacancies. Any vacancy occurring in the Board of Directors (by expiration of term, death, resignation, removal, or otherwise) shall be filled in accordance with Section 4.4. If the vacancy was created by a Director whose term was not expiring, the Director selected will be considered to start his own term.

4.9 Place and Manner of Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is designated in the notice of the meeting. Directors may participate in a meeting through use of a conference telephone or similar communications equipment so long as all participants in such a meeting can hear one another. Accurate minutes of any meeting of the Board of Directors shall be maintained by the Secretary.

4.10 Annual and Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings each year. Any meeting scheduled for the calendar year shall be designated the annual meeting. The Chairman shall schedule the time and place of the regular meetings at the beginning of each calendar year; however, the time or place of a previously scheduled regular meeting may be changed by the Chairman by at least ten (10) days of notice. In an annual or regular meeting, the Board of Directors may take up and act upon anything related to MCECC. Board of Directors shall hold 2 community meeting per year to update community of all MCECC's matters.

One Trustee may serve as a liaison between the Board of Directors and the Trustee. The assigned Trustee shall receive notice (at least 72 hours prior to the meeting) of and may attend meetings of the Board of Directors. The Trustee will be a non-voting participant in meetings of the BODs.

4.11 Special Meetings: Special meetings of the Board of Directors may be called by the Chairman, Secretary or any two Directors upon seventy two (72) hours' notice to all the Board of Directors stating the time, place and purpose of the special meeting. In a special meeting, the Board of Directors may take up and act only upon items directly related to the purpose of the special meeting as specified in the notice.

4.12 Waiver and Requirements of Notice. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law, the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.13 Quorum for Meetings when Vote Required. The presence of a majority of the number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless otherwise required by law, the Articles of Incorporation, or these Bylaws.

4.14 Voting by Proxy. A Director may vote at a meeting of the Board of Directors by proxy executed in writing by such Director and delivered to the Secretary of the Corporation at or prior to such meeting; however, a Director present by proxy at any meeting of the Board of Directors may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable.

4.15 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting at which a quorum was present need not be given to absent Directors if the time and place is fixed at the meeting adjourned and it is held within forty-eight (48) hours. If a meeting is adjourned for more than forty-eight (48) hours, notice shall be given to all Directors not present at the time of adjournment. A quorum must be present at the reconvened meeting in order to transact business.

4.16 Reimbursement. The directors may be reimbursed for education and development expenses related to Board responsibilities and expenses incurred in attending or performing such authorized duties. Members of special or standing committees may be allowed expenses. The Board of Directors simple majority's approval is necessary before any funds can be allocated. Trustees approval is required if expenses exceed more than \$7500.

4.17 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee designated by the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the Board of Directors or of such committee, and such consent shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE 5 OFFICES

5.1 Offices. These offices are held by Board of Directors and not Trustees. MCECC Board of Directors shall have the following office bearers: Chairman, Secretary, and Treasurer. No individual shall hold the office of Chairman and Secretary at the same time.

5.2 Election and Term of Office. Each Officer shall be elected at the annual meeting to serve for an initial term of two years and then every year or until such officer's successor is elected and qualified. The election of an officer shall require the vote of majority of the Board of Directors and majority of the vote of Trustees. A Director may vote for himself or herself for any office. An Officer may be removed at any time with or without cause by the vote of at least two-thirds of the Directors other than the Officer to be removed.

5.3 Vacancies. If a vacancy occurs in any office the Board shall elect another person to fill the unexpired term. Any office position (Chairman, Secretary or Treasurer) may continue to serve as past the scheduled end of the term only as long as reasonably necessary for a successor to be nominated and elected.

5.4. Chairman. The Chairman shall be a Director and shall attend and preside at all meetings of the Board. The Chairman shall be the chief executive officer of the Corporation and shall have general charge and supervision of the administration of the activities and affairs of the Corporation subject to these by-laws. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect. Unless otherwise determined by an act of the Board of Directors or Trustees, the Chairman shall sign and execute all legal documents and instruments in the name of the Corporation except what comes under the responsibilities of the Trustees. The Chairman shall cause to be prepared an annual budget showing expected receipts and expenditures and shall perform such other duties as may be prescribed from time to time by the Board of Directors and Trustees. The Chairman shall submit to the Board of Directors plans and suggestions for the activities of MCECC, shall direct its general correspondence and shall present recommendations in each case to the Board of Directors for decision. The Chairman shall perform such other duties as may be assigned to him or her by the Trustees. The Chairman shall also submit a report of the activities and affairs of the Corporation at each annual meeting of the Board of Directors. In case, the Chairman is not present in a meeting (e.g., sickness, vacation, etc.), the Secretary will preside over the meeting.

5.5. Secretary. The Secretary shall be a Director and shall have the responsibility of maintaining the records of Board of Directors activities and operations and other correspondence of the Corporation under the direction of the Board of Directors, and shall be the custodian of the seal of the Corporation, if any. The Secretary shall give such notice of meetings as is required by these Bylaws. The Secretary shall cause to take and keep minutes of all meetings of the Board of Directors. The Secretary shall discharge such other duties as shall be prescribed from time to time by the Board of Directors or the Chairman. The Secretary shall try to attend all meetings of the Board of Directors. In case of the absence of the Secretary, the Board of Directors may appoint another Director to perform the duties of the Secretary during such absence.

5.6 Treasurer. The Treasurer shall be appointed by the Board of Directors. The Treasurer may be, but does not have to be, a Director. The Treasurer shall keep account of all financial transactions and property of the Corporation which shall come into the Treasurer's hands and keep an accurate account of all money received and spends. Except as otherwise ordered by Board of Directors, the Treasurer shall have custody of all the funds and securities of the Corporation and shall deposit the same in such banks or depositories as the Board of Directors designate. The Treasurer shall keep proper books of account and

other books showing at all times the amount of the funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors and Trustees. The Treasurer shall also submit a report of the accounts and financial condition of the Corporation at each annual meeting of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, disperse all funds and (unless signed by the Chairman) sign all checks and other instruments drawn on or payable out of the funds of the Corporation. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, and shall perform such additional duties as may be prescribed from time to time by the Chairman of the Board of Directors and Trustees. In case of absence or disability of the Treasurer, the Board of Directors may delegate an alternate Treasurer to perform the duties of the Treasurer during such absence or disability.

ARTICLE 6 COMMITTEES

6.1 Committees. The Board of Directors may designate one or more special committees as are necessary such as Construction, Public Relations, Youth, Women's, Health/Medical, Finance, Interfaith, Burial, Quranic studies etc. and which are not in conflict with other provisions of these Bylaws, and the duties of any such special committee shall be prescribed by the Board of Directors upon its designation. Each special committee shall consist of two or more persons appointed by the Board of Directors. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Directors. Each special committee shall have sole day to day operational control and action subject to its limitation established when created. Upon the completion of the task for which designated, such special committee shall stand dissolved.

ENTITIES: The Board of Directors with 2/3 majority approve and shall designate 1) Full time and/ or part time School, 2) Weekend School, 3) Youth/Community Center, 4) Community medical clinic or any other entities with future growth which are not in conflict with any or other provisions of these or future Bylaws, or the original purpose of the Center. The entities that Center allows to set up under Center's name shall meet and ensure that the entity meet any and all particular Federal or State licensing or other local government requirements. These entities shall be owned by the Center, unless otherwise stated by section 6.1 above however, may be controlled and operated independently, as needed and allowed under agreed legal framework. These entities shall setup its own governance, its own liability insurance and all other insurance required by State and Federal laws. The use of Center's properties and facilities with or without lease agreement will be decided by the 2/3 majority of Board of Directors and 2/3 majority of Trustees of MCECC. All entities shall be agree to not and shall not in any way conflict with the MCECC, its original purposes or bylaws established by MCECC Directors, and shall recognize its Islamic duty in order to be present on the premises of MCECC. The Entity (ies) must agree to indemnify MCECC. All terms of any entity shall not be in conflict with these by-laws. The determination as to defining any conflict shall be in discretion of the Board of Directors and approved by 2/3 majority of Board of Directors and Trustees. All entities may be authorized to raise fund at MCECC's facilities, subject to the approval and rule set by MCECC's Board of Directors. At the time of adoption of 5th amended bylaws - Weekend School, Medical Clinic and Youth Center are already approved entities of MCECC.

OTHER ENTITIES: If a group sets up a totally unconnected entity or Mosque, it shall have nothing at all to do with MCECC, and is and shall be no way connected to MCECC. The entity shall be owned, operated,

and controlled by their own independent Board of Directors or governing body. MCECC have right to refuse (unless agreed in writing) use of any resources or staff and this shall not in any way create a joint venture, partnership or concerted activity between the MCECC and other entity.

To avoid conflict of interest; MCECC's Board of Directors and Trustees while in office shall not serve as the office bearers of any other Islamic Center or Mosque in the Bexar County, Texas and adjacent counties that is not affiliated with MCECC.

6.2 Quorum and Voting. A majority of the members of a special committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

6.3 Meetings and Notices. Meetings of a special committee may be called by the Chairman of Board of Directors or the chairperson of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designed to inform the members of the time and place of the meetings.

6.4 Resignations and Removals. Any member of a special committee may resign at any time by giving notice to the chairperson of the committee, the Secretary of the Corporation, or the Chairman of the Board of Directors. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors by 2/3 votes may remove at any time, with or without cause, any member of any committee who was originally appointed thereto by the Board of Directors as provided in these Bylaws.

6.5 Vacancies. A vacancy on a special committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE 7

ACTION BY WRITTEN CONSENT

Any action required to be taken, or which may be taken at a meeting of the Board of Directors or a special committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all directors or committee members and such consent shall have the same force and effect as a unanimous vote at a meeting.

ARTICLE 8

NOTICES

8.1 Form of Notice. Notice shall be given to all Trustees and existing Board of Directors of MCECC of any change to these By-Laws, or, whenever under the provisions of these Bylaws, such as any amendments to these by-laws notice is required to be given to any Director or committee member, and Trustees, and no provision is made as to how such notice shall be given, it shall be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, or by facsimile transmission, or by email, addressed to such director or committee member at such address as appears on the books of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time the notice is deposited, postage prepaid, in the United States mail.

8.2 Waiver. Whenever any notice is required to be given to any person under the provisions of these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE 9 GENERAL PROVISIONS

9.1 Compensation. No Director, Trustee, officer, or committee member shall receive a salary or compensation for his or her services to MCECC unless approved by BODs and Trustees. The Directors, Trustees or committee members may be reimbursed for education and development expenses related to their respective responsibilities and expenses incurred in attending to authorized duties.

9.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by Chairman or the Treasurer of the Corporation.

9.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors; provided, that if such fiscal year is not fixed by the Board of Directors it shall be January 1 to December 31.

9.4 Seal. The Board of Directors may adopt a corporate seal to be in such form and be used in such manner as the Board of Directors shall direct with prior approval of Trustees.

9.5 Books and Records. The Corporation shall keep books and records of account and shall keep minutes of the proceedings of its Board of Directors, Trustees and committees.

9.6 Invalid Provisions. If any provision of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, invalid, or unenforceable provision had never comprised a part hereof; and the remaining provisions hereof shall remain in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance wherefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be added automatically as a part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid, and enforceable.

9.7 Headings. The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

9.8 Contracts. The Board of Directors may authorize any director or officer of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, subject to the provisions of these Bylaws section 5:4. Such authority may be general or confined to specific instances.

9.9 Meetings by Telephone. Directors, Trustees, or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 10
INDEMNIFICATION

10.1 Right to Indemnification. The Corporation shall indemnify its Directors, Trustees, religious scholars, committee members, employees, and/or agents of the Corporation to the fullest extent required by Chapter 8 of the Business Organizations Code and may indemnify such persons to the fullest extent permitted by Chapter 8 of the Business Organizations Code subject in each case to restrictions, if any, set forth in the Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of any such persons to the fullest extent permitted by Chapter 8 of the Business Organizations Code.

10.2 Appearance as a Witness. Notwithstanding any other provisions of this Article, the Corporation may pay or reimburse expenses incurred by a Director, Trustee, Imam, religious scholar, committee member, employee, and/or agent of the Corporation in connection with his or her appearance as a witness or other participation in a proceeding at a time when such person is not a named defendant or respondent in the proceeding.

10.3 Non-exclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right which a person indemnified pursuant to Section 10.1 may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation, these Bylaws, agreement, vote of disinterested directors, or otherwise and in conformity with these by-laws.

10.4 Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director or any other individual person indemnified pursuant to this Article as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

10.5 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a director, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such individual person against such expense, liability or loss under this Article.

ARTICLE 11
AMENDMENTS; FUNDAMENTAL ACTIONS; WINDING UP

11.1 Amendments. Any alteration, amendment or repeal of the Corporation's Articles of Incorporation or these Bylaws must be approved by at least two-thirds of the Directors and also at least two-thirds of the Trustees.

11.2 Fundamental Actions. Any Fundamental Action, as that term is defined in Texas Business Organizations Code Section 22.164(a), such as the winding up of the Corporation, plan of distribution, plan of merger, or the sale of all or substantially all of the assets of the Corporation shall be approved by at least three-fourth of the Directors and also at least three-fourth of the Trustees.

11.3 Winding Up. Upon the dissolution or winding up of the Corporation, its assets, after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to the North American Islamic Trust, or in its absence, to a non-profit Islamic Organization with the approval of the three-fourth of the Board of Directors and three-fourth of the Trustees.

ARTICLE 12 DISPUTES

The Board of Directors and the Trustees, here after called parties, by serving at any time shall be bound and shall pledge their mutual commitment in good faith to attempt to resolve any issues involving MCECC. Furthermore, any person by agreeing to serve on the Board of Directors or Trustees shall be deemed to have agreed to the following:

The Trustees may be requested (in writing) by the majority of the Board of Directors to serve as arbitrators in a scenario where the Board of Directors cannot reach a decision. The determination by the Trustees in such instances will be final and binding. The Arbitrator may offer an alternative option, which is non-binding, or pick between options presented by the disputing parties, which is binding. The Trustees who serves as an arbitrator must be mutually agreed upon by the disputing parties within the Board of Directors.

The Board of Directors may be requested (in writing) by the majority of the Trustees to serve as arbitrators in a scenario where the Trustees cannot reach a decision. The determination by the Board of Directors in such instances will be final and binding. The Arbitrator may offer an alternative option, which is non-binding, or pick between options presented by the disputing parties, which is binding. The Board of Directors who serves as an arbitrator must be mutually agreed upon by the disputing parties within the Trustees.

In the event of a dispute between the Board of Directors and the Trustees, a three (3) member's arbitration panel will be formed. This panel will comprised of 2 MCECC's Shaykhs (Imams) and a community member picked by Shaykhs (Imams) OR one (1) Imam (Shaykh) and two (2) community members picked by Imam (Shaykh). The panel should not have financial or relationship conflict of interest with the disputed parties. This panel will be established to resolve the dispute between Board of Directors and Trustees. This panel shall speak to parties, hold hearing or any other means reasonably needed to make a binding decision on the issue in dispute. The panel's decision shall be binding and shall come within 30 days.

ARTICLE 13 JOINT DECISIONS

The following decisions must be made jointly between the Board of Directors and the Trustees.

1. The authority to mortgage, buy, sell, or lease property owned by MCECC should only be granted by a $\frac{3}{4}$ vote of each voting body (Board of Directors and Trustees). Subject to current by-laws.
2. The Board of Directors will create the MCECC Policy Guide in conjunction with a $\frac{2}{3}$ majority vote of Trustees and Board of Directors to be ratified and included as part of the general practice of MCECC operations.
3. The power to make recommendations to Board of Directors to determine whether a worshipper or a Director serving as a member of the Board of Directors, has become so disruptive that he or she should be removed from his/her position on the Board of Directors and/or Trustees, for the general good of the center or the faith of community. The final decision to remove this Director or Trustee will be determined by a $\frac{3}{4}$ vote of the Board of Directors and $\frac{3}{4}$ vote of Trustees.
4. The authority to remove a congregant after it has been determined by general consensus of the Board of Directors and the Trustees that the congregant has become so disruptive that he or she should be removed from the premises can only be authorized by a $\frac{2}{3}$ affirmative vote by both bodies individually.
5. The exclusive power and authority to that MCECC organization be dissolved. However, the organization is not dissolved until presented to, voted on, and adopted by unanimous vote of Board of Directors and Trustees.
6. The Board of Directors $\frac{2}{3}$ and Trustees $\frac{2}{3}$ approval is required also to amend future by-laws of MCECC.
7. The Board of Directors and Trustees' $\frac{2}{3}$ approval is required for any new project or construction undertaken (excluding youth center) after adoption of this bylaws wherein the any expenditure shall be more than Twenty-Five Thousand (\$25,000) dollars and shall secure three independent contractor bids and formation of construction committee.
8. A $\frac{2}{3}$ majority vote needed by Board of Directors and Trustees for hiring, renewing, and firing of Imams or religious scholar.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Fifth Amended and Restated Bylaws of the Muslim Children Education and Civic Center were duly adopted as of

Hasanat Alamgir
Secretary – MCECC