

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ
BYLAWS
OF
ISLAMIC CENTER OF GREATER AUSTIN INCORPORATED.

ARTICLE 1

The name of the corporation the ISLAMIC CENTER OF GREATER AUSTIN, INC.
(ICGA)

ARTICLE 2 — PURPOSES

The purposes of the ICGA are to seek guidance of Allah the Almighty and through the Qur'an and the Sunnah of Prophet Muhammad, PBH, (عليه الصلاة والسلام) محمد to conduct religious services in accordance with the faith of Islam; to educate its members and children by conducting classes, and for the social and civic betterment of its members along the lines of the American Constitution and democratic institutions; to aid and assist its members when in need; for the recreational enjoyment of its members in accordance with the highest and best religious standards of the Islamic religion; to acquire and own real estate in the conduct of its religious services; to loan and borrow money and acquire funds through charity drives, donations, gifts and forms of entertainment, for its religious, civic, educational and promotional (Da'awah, دعوة) purpose. The Corporation also has such powers as are now, or may here after be granted by the Nonprofit Corporation Act of the State of Texas.

ARTICLE 3— OFFICE

The Corporation shall have, and continuously maintain in the state of Texas, a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or without the State of Texas as the Board of Trustees may from time to time determine.

ARTICLE 4 — MEMBERS

Section 1 — Classes of Members

The Corporation shall have three classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (a) Regular Members: Regular membership is open to all Muslims of over eighteen years of age, who are law abiding residents of the greater Austin area, who agree to abide by the bylaws and rules of the corporation, and who submit membership application to the board for approval.
- (b) Associate member Muslim individuals twelve to seventeen year old who wish to join and actively participate in the center activities.
- (c) Honorary Members Persons who, in the judgment and discretion of the Board of Trustees, have rendered an outstanding contribution to the purposes of this Corporation.

Section 2 — Election of Members

Regardless of classes, all applicants for membership who meet the membership criteria in article 4.1.(a) or 4.1.(b) must be approved by the Board of Trustees.

Section 3 — Voting Rights

Only regular members, with twelve month of current and continuous membership, are voting members, and each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4 — Termination of Membership

The Board of Trustees, by affirmative vote by a majority of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 13 of these Bylaws.

Section 5 — Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member, so resigning, of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6 — Reinstatement

Upon written request signed by a former member and filed with the Secretary of the Board of Trustees. The Board of Trustees may, by the affirmative vote by a majority of the members of the Board present, reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

Section 7 — Transfer of Membership

Membership in this Corporation is not transferable or assignable.

ARTICLE 5- MEETINGS OF MEMBERS, GENERAL ASSEMBLY (GA)

Section 1 — Annual Meeting

An annual meeting of the members shall be held in each year on the last Friday of the month of January for the purpose of electing members of the Election Committee, and for the transaction of such other business as may come before the meeting. At this meeting a date for the election of Trustees shall be announced.

Section 2— Election Committee

Three members shall be elected at the annual General Assembly meeting to seek nomination for election to the Board of Trustees and supervise any election that takes place during the year.

Section 3 — Special Meeting

Special meetings of the members may be called either by the the Board of Trustees, or not less than One-Fifth of the members having voting rights. Such request shall be submitted to the secretary of the Board to call such meeting.

Section 4 — Place of Meeting.

If no designation is made, or if a special meeting be otherwise called the place of meeting shall be the registered office of the Corporation in the State of Texas, and at such meeting corporate action may be taken.

Section 5 — Notice of Meetings

Proper notice of such a meeting should be mailed or emailed and posted on ICGA web site and bulletin board to the members at least fourteen days in advance of the meeting day. The notice states the place, day and hour and purpose of any meeting of members.

Section 6 — Quorum

The members holding One-Forth of members eligible to votes shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. A second notice for a general assembly meeting shall be sent to members (section 5) and at such meeting any number of members present shall constitute a quorum.

ARTICLE 6- ELECTION COMMITTEE DUTIES

Section 1— Nomination

Members of the committee shall seek nomination of candidates to the Board of Trustees from the regular members. Such a nominee must be Committed, willing to serve and is recommended by at least two regular members. The Board of Trustees may present a slate of up to three names of candidates from the regular membership.

Section 2— Membership list

Use the list of regular members who are eligible to vote.

Section 3— Election Procedure

Announce opening of the nomination process to the members within 7 days following the annual General Assembly meeting. Allow 10 days to receive new nominations and feedback from members regarding nominees. Present recommendation and objections at a combined meeting with the Board of Trustees within one week. Pursuant to making the changes that deemed appropriate and final approval by the Election Committee, the list of candidates is submitted to members for voting on the Friday that falls no less than 5 days from the date of publication. The election shall take place no later than 30 days from the annual GA.

Section 4— Voting

Ensure that Voting is conducted secretly and in writing. No absentee vote is accepted.

Section 5 — Irregularities

Complaints of election irregularities as well as from prospective nominees shall be investigated by the committee who shall render a binding ruling. In the event parties involved in the dispute object to such decision the matter shall be raised to the Board of Trustees for final decision.

ARTICLE 7 - BOARD OF TRUETEES (BT)

Section 1 — General Powers

The affairs of the Corporation shall be managed by its Board of Trustees.

Section 2 — Number, Tenure, and Qualifications

The number of Trustees shall be seven. Trustees shall be members of the Corporation, and will be elected by majority vote of the members voting in an annual election session. Each Trustee shall hold office for a three year term. No more than three trustees shall be elected in one year.

Section 3 — Regular Meetings

A regular meeting of the Board of Trustees shall be held at least Once a month, or more frequently at the request of the Secretary of the board, to take care of unfinished business.

Section 4 — Special Meetings

Special meetings of the Board of Trustees may be called by or at the request of the Chairman or any two Trustees.

Section 5 — Notice

Notice of any special meeting of the Board of Trustees shall be given at least three days before the meeting by email or by phone by the persons requesting the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting.

Section 6 — Quorum

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. For a motion to be approved at any meeting requires a vote by a majority of Trustees, at which a quorum is present.

Section 7 — Vacancies

Any vacancy occurring in the Board of Trustees or any Position be filled by reason of any increase in the number of Trustees, shall be by election at the annual Meeting of the members (GA). Until such time the Board of Trustees shall appoint a member to fill the vacant position. The Board of Trustees may elect to nominate successors to the retiring Trustee or existing Trustee for re-election, and solicit the election of their nominees at the annual meeting, provided that notice of the general assembly meeting for election of Trustees is given, per Article 5, Section 4&5, stating the names of all the nominees being recommended by the Board for election or re-election. Nominations may also be made from the floor.

Section 8 — Compensation

Trustees as such shall not receive any stated salaries nor benefit financially while in office from any services rendered by them or their affiliates to the organization.

Section 9 — Chairman of the Board

The chairman shall be elected each year by the Board of Trustees from among themselves. The chairman shall preside over all the Board of Trustees meetings.

Section 10— Other Duties

The Board of Trustees shall elect a Secretary and a Treasurer among themselves. Other duties may be assigned to the Chairman and Members as needed to conduct the business of the institution.

Section 11—Removal

Involuntary removal of a Trustee is conducted by calling a special meeting of regular members (Article 5, sections 3-6). Two-Third majority vote of members present is required to remove a Trustee from office. Under special circumstances where the action of a single Trustee is unethical, obstructive and/or damaging to the function of the corporation the Trustee can be suspended or removed by a unanimous vote of the rest of the trustees. This action shall be presented to the General assembly at its regular meeting for deliberation and endorsement.

ARTICLE 8 - EXECUTIVE OFFICES

Section 1— Election and Term of Office

The Officers of the Corporation shall be appointed for a two year term by the Board of Trustees at an annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly

elected. The board of trustees may elect any of the Board members to serve as officers of the Corporation.

Section 2 —Officers

Officers of the Corporation shall be a president, one vice president, secretary, treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Trustees may elect to appoint such other officers, including one or more assistant treasurers, an administrator of the center and an Imam, as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person

Section 3— Removal

Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4 — Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5 — President

The president shall be the principal executive officer of the ICGA and shall, in general Manage and supervise the ongoing business and affairs of the Corporation. He may sign, with secretary or any other proper officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation and, in general, shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6 — Vice President

In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Trustees.

Section 7 — Secretary

The secretary shall keep the minutes of the meetings of the members and of the Executive Office in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the names and address of each member which shall be

Furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees.

Section 8 — Treasurer

If required by the Board of Trustees, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety and sureties as the Board of Trustees shall determine. He shall have charge and custody of, and be responsible for Money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 9 of these Bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees in accordance with the provisions of Article 9 of these Bylaws; and perform The entire duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of accordance with the provisions of Article 9 of these Bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Trustees.

Section 9— Other Personnel

If required by the Board of Trustees, Assistant Treasurers and Assistant Secretaries shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Trustees.

Section 10 — Imam

The Imam shall be appointed by the Board of Trustees. The Imam shall conduct and supervise all religious and cultural functions as outlined in a job description document and shall be responsible to the President of the Corporation.

Section 11 — Compensation

Any of the individuals occupying the positions of Imam, Executive officer, assistant secretary or assistant treasurer shall be entitled to receive financial compensation or other fringe benefits that shall be determined by the Board of Trustees. Financial compensation will be issued to any members who may conduct services for the Corporation at the discretion of the Board of Trustees.

ARTICLE 9 — COMMITTEES

Section 1 — The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate one or more committees, each of which shall consist of two or more Trustees and exercise the authority of the Board of Trustees in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him by law.

Section 2 — Other Committees

Other committees, not having the authority of the Board of Trustees in the management of the Corporation, may be designated by a resolution adopted by a majority of the Trustees present at a meeting. Members of each such committee shall be members of the

Corporation except as otherwise provided in such resolution, any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal

Section 3 — Term of Office

Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4 — Chairman

One member of each committee shall be appointed chairman.

Section 5 — Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6 — Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7 — Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

ARTICLE 10— CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1—Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2 — Checks, Drafts, Etc

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the treasurer Counter signed by the president of the Corporation. In the absence of any of these officers the Board of Trustees may assign the assistant treasurer and a vice president of the Corporation or such officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Trustees to sign such instruments.

Section 3 — Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4 — Gifts

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 11 — BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees Having any of the authority of the Board of Trustees, and shall keep at the registered

office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. An audit report prepared by independent auditors appointed by the Board of Trustees from members or other agencies each year will be presented to the annual general assembly meeting.

ARTICLE 12 - FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of January and end on the last day of December in each year.

ARTICLE 13- MEMBERSHIP DUES

Section 1 — Annual Dues

The Board of Trustees may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by regular and associate members.

Section 2 — Payment of Dues

Dues shall be payable in advance before the first day of November in each year.

Section 3 — Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of four month from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Trustees in the manner provided in Article 4 of these Bylaws. In special circumstances the dues may be waived at the discretion of the Board of Trustees.

ARTICLE 14-CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the word "Texas" together with the year of incorporation of this Corporation.

ARTICLE 15- WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Act of Texas or under the provisions of the articles of incorporation or by the Bylaws of the Corporation a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 16- DISSOLUTION

In the event of liquidation or dissolution, all assets are to be transferred to NORTH AMERICAN ISLAMIC TRUST a tax-exempt organization, under the tax laws of the United States, or any similar organization enjoying the same status and pursuing the same goals and purposes as per Article II of these Bylaws.

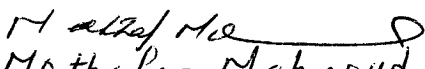
ARTICLE 17- AMENDMENTS TO BYLAWS

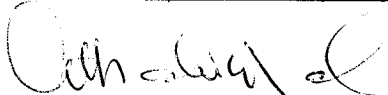
The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the eligible members of the Corporation present and voting in person in a general assembly at which a quorum is present (Art.5, Sec.6), provided that

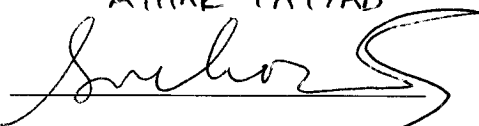
notice (Art.5, Sec.4& 5) of the general assembly is given 15 days prior to that meeting in accordance with these Bylaws stating the exact nature of the amendment sought or intent to repeal or to adopt new Bylaws.

Signed by members of the ICGA Board of Trustees on February 13, 2007


ALI EL-DOMEIRI


Mostafar Mahmoud 2/13/07


ATHAR TARYAB 2/13/07


GOLAM CHOWDHURY 02/13/07