

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is in the County of Seminole, State of Florida.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

811 Wilma St Longwood, FL 32750

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- Public Benefit Corporation - (public & charitable purpose)
- To establish place(s) of worship, Islamic center(s), and community center(s).
- The association will strive to create an open and welcoming environment for the entire family including children as well as unmarried adults in its facilities and activities.
- Youth activities for boys & girls to include youth camps, competitive sports, recreational, and social gathering.
- Place of meeting for the elderly and retirees.
- Center for Marriage, Eid festivals, Aqeeqa and Graduation celebrations
- Promote unity between Muslims of all cultures, races, and nationalities.
- To revitalize cooperative endeavors with other Muslim organizations.
- To promote friendly relations and understanding between Muslims and followers of other faiths.
- Give back to the greater community through charity and community service.

- Operate as an independent body and not be affiliated with any local or regional organization.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The number of Directors of the Corporation shall be no greater than eleven (11), but in no event fewer than five (5). They shall collectively be known as the Board of Directors. The Board of Directors may determine the size of the Board of Directors prior to each election through a 2/3 vote. The change in number will take effect through the first election after a change in number is voted upon with 2/3 of the current Board of Directors in agreement. The Board of Directors may not vote to reduce the size of the Board of Directors by a number greater than the number of seats open for election during the next election. The Board of Directors may only vote to increase the Board by one position or an even number of positions. If the Board of Directors votes to increase the size of the Board by more than one person, then half the new positions will become available at the first upcoming election and the remainder of the positions will become available during the regularly scheduled election in the year following that.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: Directors should be Muslims who follows the teachings of the Quran and Sunnah as understood by the companions of the Prophet Muhammed (SAW). Directors should support the American Muslim Community Centers, Inc.'s objectives. To qualify for Board of Directors, a member must have served AMCC as director, adviser or committee member for at least 1 year during the previous 3 years.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Board members will be required to sign a confidentiality agreement.
5. Meet at such times and places as required by these Bylaws;
6. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. STRUCTURE OF THE BOARD

The Board of Directors shall consist of a Chairman and at least 4 other members and at most 10 other members for a total of no less than 5 members or no more than 11 Members, including the Chairman. The Board may also have non-officer positions that are filled by Board members.

The board of directors can hold no more than 2 portfolio of responsibility. No more than one immediate family member may serve on the Board of Directors or Board of Trustees. An immediate family member of a member of the Board of Directors may not serve on the Board of Trustees at the same time and vice versa.

SECTION 6. TERM OF OFFICE

No person shall be elected for more than 2 consecutive full terms of 3 years each for a total of 6 years. At least 12 months must elapse before any previously elected Director, having served 2 consecutive full terms or 6 years, may be elected again.

SECTION 7. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by decision of the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be called at the discretion of the President or by a majority of the Directors.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held

at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

1. Regular Meetings. Seven days notice via email needs be given of any regular meeting of the board of directors.
2. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, e-mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
3. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of 60% of the members of the Board of Directors. Persons participating by telephone are counted as part of the quorum.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 15. VACANCIES

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

A Board member shall cease to become a board member if they have been charged with or convicted of committing a felony.

The Board of Directors may remove a Board Member through an 60% vote of the remaining board members. I

Missing 3 consecutive board meetings will automatically disqualify a board member.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the term of the position filled expires or until his or her death, resignation or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

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

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Insurance Liability Protection for B.O.D, B.O.T & Employees in the event someone gets injured on the premises.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, Regional Directors, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

The role of officer requires a firm commitment with high expectations of active participation in all meetings and events. Officers must be highly motivated to promote unity among Muslims, be willing to discuss basic fundamentals of Islam with people of other faiths, and have a keen desire to help the needy.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time through a 2/3 vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President will serve at the pleasure of the board and shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is

specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

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

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

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

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

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

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

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

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

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

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

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

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

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

ARTICLE 5 BOARD OF TRUSTEES

SECTION 1: PURPOSE

The purposes of creating a Board of Trustees (hereinafter referred to as BoT) are as follows:-

1. Preserve the overall vision of the Association of building a vibrant community.
2. Protect the assets of the organization.

3. Act as a means of checks and balances to the Board of Directors, and the Officers by holding a veto power on the Board's major decisions which the BoT deems jeopardizing the core tenets of the organization.

SECTION 2: RESPONSIBILITIES OF BOARD OF TRUSTEES

1. The BoT holds veto power on the following decisions of the Board of Directors
 1. Any action involving the purchase, sales, leasing of facilities (other than short term leasing for events) must be done with the approval of the Board of Trustees.
 2. In the rare instance when the Board of Directors does not follow the above rules or deviate from the vision and charter of the Association, the Board of Trustees has the right to take the following actions.
 1. Declare the action as void, upon written notice and give the board 60 days to correct it.
 2. If the board does not correct the decision according to the guidance of the BoT, the BoT has the authority to dismiss the Board of Directors and call for a general election. The chairman of the BoT must communicate the decision to the members of Association along with explanation for the BoT decision within 48 hours. The General Assembly must be called within 30 days for the purpose electing a new BoD. Should the quorum be not present at the general assembly meeting, the election must be completed within 60 days of dismissal.

SECTION 3: COMPOSITION OF BOARD OF TRUSTEES

1. The Board of Trustees shall consist of a minimum of 3 and a maximum of 5 members.
2. The BoT are appointed by the Board of Directors for a 7-year term.
3. The term of the initial board of directors shall however expire upon the election of the first complete elected class of the Board of Directors, who at which time shall chose to elect the Board of Trustees.
4. All decisions of BoT require approval of a simple majority of the Trustees.
5. The BoT will choose among themselves a Chairman and a Secretary. The BoT members, including the Chairman and the Secretary are not the officers of the Association.
6. The Chairman shall preside over the BoT meetings. He is also the spokesman of the BoT activities.
7. The BoT Secretary shall maintain record of minutes of every meeting and of all correspondence pertaining to the BoT activities.
8. A Trustee can also be part of the board of directors, but will have only one vote in any decisions that needs a vote.
9. The BoT will meet at a minimum on a quarterly basis.

SECTION 4: BOARD OF TRUSTEE QUALIFICATIONS

Qualifications of Board of Trustee shall include the following:-

1. Must be a voting member of the organization for at least 2 years.
2. Be a regular attendee at events and an active participant as a volunteer or a leader of activities of the Association.
3. Be committed to supporting the Association
4. They must meet one of the criteria below:
 1. Must be a current member of Board of Directors or must have previously served in the Board of Directors. Current members of the Board of Directors can only join the BoT by appointment and not by election.
 2. Must have served in at least one subcommittee under a Board member for a period of at least 1 year and have made significant contribution through such service. There must be documented proof of contribution and participation.

SECTION 5: RESIGNATIONS AND DISMISSALS

1. A BoT member can be immediately removed from the BoT by unanimous vote of other BoT members.
2. The General Assembly also has the power to remove a member of the BoT for gross misconduct or deliberate violation of the Association Bylaws, or whenever the best interest of the Association warrants it. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a "No Confidence Motion" to remove a BoT member.
3. The Board of Directors may remove a trustee through a unanimous vote.
4. If a BoT member resigns, or is removed or leaves the area prior to the expiration of his term, the following rules are used to fill the vacancy.
 1. If the outgoing Trustee (either by resignation or dismissal) is an appointed member from Board of Directors, the Board of Directors will appoint the replacement.
 2. All the appointed member must meet the requirements set forth in Section 8.4.

ARTICLE 6 COMMITTEES

SECTION 1. ADVISORY BOARD

Directors may at their discretion appoint Advisors. Advisors are individuals who the Directors may consult for their expertise. Their name, title and organization may be included on the letterhead of the Corporation. Advisors do not have any powers with respect to the management of the Corporation. Advisors are referred to collectively as the Advisory Board and may include the Imam or religious advisor.

The Advisors of the Corporation shall be appointed by the Directors. Each Advisor shall serve until the

Advisory Board is dissolved, until the Advisor shall resign or shall have been removed in the manner provided in these Bylaws, or until his or her death. The Directors may decide at any time to dissolve the Advisory Board. Advisors shall be notified in writing of the dissolution of the Advisory Board. Voluntary resignations shall be submitted to one of the Directors. Any Advisor may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby. A Director shall notify the individual in writing of his or her removal from the Advisory Board.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

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

ARTICLE 7 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by a designated Board member/Trustee.

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 Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect all books. The copying of records and documents will require Board's clearance. Any Board member can inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO INSPECT

Any inspection under the provisions of this Article may be made in person or attorney and the right to inspection shall exclude the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall 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 of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code to North American Islamic Trust (NAIT) or another recognized State or National non-profit Islamic organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 3A: DISSOLUTION PROCESS

A decision to dissolve the Association can only be reached after the board of directors approve by 2/3rd majority vote and then brought to General Body meeting held for that purpose and requires approval by at least four fifths of the members of the Association.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval a 70% majority of the Board of Directors and a 70% approval by the Board of Trustees. Alternatively, a 70% vote by the Membership present at a general meeting that meets quorum may vote to amend the Bylaws. Notice and a copy of the proposed changes must be provided at least two weeks prior to the group voting on the Bylaws before the vote takes place.

ARTICLE 11 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eighteen pages, as the Bylaws of this corporation.

MEMBERSHIP PROVISIONS

OF THE BYLAWS OF

AMERICAN MUSLIM COMMUNITY CENTERS INC.

ARTICLE 12 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

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

If the Articles of Incorporation designate this corporation as a Non-Member, Non-Profit Corporation or where failure to make a designation of such status within the Articles of Incorporation would result in this corporation being considered a Non-Member, Non-Profit Corporation, then the Articles of Incorporation and any subsequent amendments shall control. Thus, this section, "Membership Provisions," and all articles within this section shall be moot unless accordingly adopted pursuant to state law subsequent to the necessary steps being taken so that this corporation is thus considered a "Membership," Non-Profit Corporation under applicable State and/or Federal laws.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: Members should actively support the objectives of the American Muslim Community Centers.

SECTION 3. ADMISSION OF MEMBERS

All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors or to the admissions committee, if an admissions committee has been appointed by the Board of Directors; and, if an admissions committee has been appointed, it shall report its recommendations promptly to the Board of Directors.

SECTION 4. FEES AND DUES

1. The following non refundable fee shall be charged for making application for membership in the corporation shall be \$15.00.
2. The annual dues payable to the corporation by voting members shall be \$25.00 per month or a one time annual payment of \$300. This membership allows members to vote in the American Muslim Community Centers, Inc. election ONLY and does not exempt them from fees and dues for use of other facilities.
3. If a member contributes \$20,000 at one time, annual dues are waived for one year. This membership allows members to vote in the American Muslim Community Centers, Inc. election ONLY and does not exempt them from fees and dues for use of other facilities.
4. Special membership where fee is waived on approval of Board members to acknowledge contribution of time and effort by certain individuals over a period of 12 months. As above membership only allows voting in the American Muslim Community Centers, Inc. election.
5. Membership fees and dues for the use of all other facilities (ie. fitness center, halls etc.) at the American Muslim Community Centers, Inc. are to be decided by the Board members.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and contact information of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

SECTION 7. NONLIABILITY OF MEMBERS

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

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

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

SECTION 9. TERMINATION OF MEMBERSHIP

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

1. Upon his or her notice of such termination delivered to any Director of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period. If a member relocates more than 100 miles from the principal location

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 13 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by decision of the Board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of members may be held every three to six weeks, for the purpose of discussing plans and events and transacting any other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, 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, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally or by e-mail, by or at the direction of the

President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

SECTION 5. QUORUM FOR MEMBER MEETINGS

A quorum shall consist of 60% of the members of the Corporation. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the membership at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision, except for amendment of the bylaws (discussed in Article 10), done or made by a majority of voting members present in person or by proxy at a duly held meeting is the act of the members.

SECTION 7. VOTING RIGHTS

Eligibility to vote requires members to have been paid members for a minimum of 6 (six) consecutive months. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or ballot. Each contributing house hold shall have two votes plus any children over the age of 18 studying full time who are the responsibility of the contributing member.