

**Amended and Restated
Bylaws**

Of

**Islamic Cultural Center of Northern California
(ICCNC)**

February 4, 2005

**ARTICLE 1
PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the County of Alameda, California.

**ARTICLE 2
CENTER**

This corporation operates the Islamic Cultural Center of Northern California (“ICCNC”).

**ARTICLE 3
MEMBERSHIP**

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE 4
BOARD OF DIRECTORS (BOD)**

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the BOD, provided that for certain decisions, the following process shall be required. On initiation of any proposal regarding the sale, transfer, or relocation of the ICCNC, or the merger or dissolution of this corporation, the BOD shall provide at least 60-days notice to the Designator (the “Designator Notice”) before such transaction occurs and form the Transactions Committee (see Article 5, Section 4) within 10 days of giving the Designator Notice. The Transactions Committee shall investigate and make a recommendation to the BOD on the transaction within 60 days of the Designator Notice, and the BOD shall vote on the recommendation no sooner than 60 days after the Designator Notice. Except for a vote on the dissolution of the corporation, the vote of two-thirds of the directors then in office is required for any of the listed transactions to occur.

Section 2. Duties. The duties of the BOD shall include, but not be limited, to the following:

- Provide governance for this corporation.
- Maintain and assure that the mission, vision and values of this corporation are upheld with regard to all of this corporation’s affairs.
- Review annual goals and strategic plans for this corporation.
- Prepare annual goals statement to achieve the goals of this corporation in accordance with the long-term vision and mission statement of this corporation and present the annual goals to the Designating Body (DB) at least once a year.

- Hold semi-annual meetings with the DB.
- Ascertain, through officers' review and reporting, that the goals, plans and work outlined for this corporation are being developed.
- Create and review policies of this corporation.
- Assure that policies are being followed.
- Enforce the bylaws.

Section 3. Number and Qualification of Directors. The number of directors shall be not less than five or more than seven, with the exact number of authorized directors to be fixed from time to time by resolution of the BOD. Members of the BOD must fulfill the following qualifications prior to their election to the BOD, as determined in the sole discretion of the Designator:

- At least three-fifths of the directors must have college degrees.
- At least two-fifths of the directors must have five years of business management.
- Each director must be an active Shi'a (Ithna A'shari) Muslim in the community for at least two years.
- Previous BOD experience is preferable.
- Be open-minded, accepting and respectful to others' ideas and beliefs.
- Shall have received a copy of this corporation's Bylaws and have accepted the terms of the document in writing.
- Adhere to the policies, rules, conduct, and regulations of this corporation.
- Each director must practice and believe in this corporation's core values, as attached.
- At least two-fifths of the directors must live in the general vicinity of San Francisco Bay Area community at the time of their appointment.
- Each director must be at least 21 years of age.
- Members of the DB may run for the BOD if they resign from the DB prior to their appointment.

Section 4. Appointment and Term of Office of Directors. The directors of this corporation shall be designated by the Designator, defined in Article 7, Section 2, subject to the power of the Board to fix the number of directors as provided in Section 2 above. Each director shall be appointed for a term of two years and shall hold office until a successor is elected. A person cannot be appointed to the BOD for more than two consecutive terms. A person who has served two consecutive terms cannot be re-appointed to the BOD for at least two years.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term.

Section 6. Resignation. Resignations shall be effective upon receipt in writing by the Chairperson, the Secretary, or the BOD of this corporation, unless a later effective date is specified in the resignation.

Section 7. Removal. The removal process can be initiated upon the request of at least two members of the BOD or by the Designator (DB), presented in a written notice to the DB Chairperson (the “DB Notice”). Within 10 days of receiving the DB Notice, the DB Chairperson shall form the Transactions Committee, as defined below (unless the BOD Chairperson is under investigation, in which case the BOD shall select a director other than the Chairperson to serve on the Transactions Committee). The Transactions Committee shall investigate and make a recommendation to the Designator. It shall make its recommendation within 40 days of the DB Notice. The Designator shall then determine whether or not to remove the director. Members of BOD can be removed at anytime by the Designator with or without a cause.

Section 8. Quarterly Meetings. A meeting of the BOD shall be held at least once every three months. Quarterly meetings shall be called by the Chairperson or any two-fifths of the directors, and noticed in accordance with Section 10 of this article.

Section 9. Special Meetings. Special meetings of the BOD may be called by the Chairperson or any two-fifths of the directors, and noticed in accordance with Section 10.

Section 10. Notice. Notice of the quarterly meetings and any special meetings of the BOD shall be given to each director

- a) at least five days before any such meeting, if given by first-class mail or
- b) at least three days before any such meeting if given personally or by telephone, telegraph, electronic mail, or facsimile transmission.

The notice shall state the date, place, and time of the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the BOD, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum. Three-fifths of the directors (rounded up to the nearest whole number) then in office shall constitute a quorum. The act of three-fifths of the directors at a meeting at which a quorum is present shall be the act of the BOD, except as otherwise provided in Article 4, Sections 1 and 13; Article 5 Section 1; and Article 11, Section 3, of these Bylaws or in the

California Nonprofit Religious Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least three-fifths of the BOD then in office.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the BOD may be taken without a meeting if all members of the BOD shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the BOD. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 14. Telephone Meetings. Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 15. Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as is appropriate under the circumstances. In making a good faith determination, a director may consider what the director believes are the religious purposes of this corporation, and any applicable religious tenets, canons, laws, policies, and authority.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
- (ii) counsel, independent accountants, or other persons as to matters, which the director believes to be within such person's professional or expert competence;
- (iii) a BOD Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence; or
- (iv) Islamic religious authorities, or other persons whose position or duties in this corporation or other religious organization the director believes justify reliance and confidence and whom the director believes to be reliable and competent in the matters presented;

So long as, in any such case, the director acts in good faith, after reasonable inquiry when the need is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat any purpose to which a corporation, or assets held by it, may be dedicated. The duties and liabilities set forth in the Section shall apply without regard to whether a director is compensated by this corporation.

This standard of care shall apply, without limitation, to directors' actions in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments. This standard of care shall also apply, without limitation, to directors' actions or omissions relating to compensation paid to any director (whether for service as a director or an officer), or any loan of money or property to, or guaranty of the obligation of, any director or officer, by this corporation. The directors benefited by any such act or omission are not prohibited from participating in the Board's decision thereon.

Section 16. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 17. Compensation. The BOD may authorize, by resolution, the payment to a director of a reasonable fee for expenses as a director and for attending meetings of the BOD and BOD Committees. Members of the BOD shall not be compensated for their time carrying out their duties as a Board member. Directors shall not seek full-time employment in the corporation.

Section 18. Meeting Minutes. The BOD shall keep accurate minutes of all its meetings. The minutes shall reflect attendance, resolutions, and the associated votes. The minority opinions on an approved resolution may be reflected in the minutes upon their request. Minutes shall be the only official public record of the BOD of this corporation. All discussions of the BOD except those reflected in the minutes shall be confidential. Meeting minutes are considered draft minutes until the BOD approves them.

ARTICLE 5 BOD COMMITTEES

Section 1. Board of Directors Committees. The BOD may, by resolution adopted by two-thirds of the directors then in office, create any number of Board Committees. Appointments to any Board Committee shall be made by any method determined by a vote of

two-thirds of the directors then in office. The BOD will set powers of the BOD committees. The following powers cannot be delegated to any Board Committee:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) fill vacancies on the BOD or on any Board Committee;
- (c) fix compensation of directors for serving on the Board or any Board Committee;
- (d) amend or repeal any resolution of BOD which by its express terms is not so amenable or repeal able;
- (e) create any other Board Committees or appoint the members of any Board Committees.

Section 2. Advisory Committees. The BOD may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the BOD determines. Advisory committees may not exercise the authority of the BOD to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the BOD or Board Committees, and implementing BOD or Board Committees decisions and policies under the supervision and control of the BOD or Board Committees.

Section 3 Meetings.

A. Of Board Committees. Board Committees shall determine their own meeting rules unless directed by the BOD otherwise. The Board Committees shall keep their meeting minutes.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept. The BOD may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

Section 4 Transactions Committee. One Advisory Committee shall be the Transactions Committee. When the need arises, the Transactions Committee shall be formed consisting of the BOD Chairperson, the Religious Director, the Designator Body Chairperson, and a representative of the DB elected by the DB. Any decisions of the Transactions Committee shall require the vote of a majority of the Transactions Committee members.

ARTICLE 6 OFFICERS

Section 1. Officers. The officers of this corporation shall be:

- BOD Officers: a Chairperson, a Vice Chairperson, a Secretary
- Corporate Officers: a Chief Executive Officer (“CEO”), a Chief Financial Officer (“CFO”), and a Religious Director (RD).

The BOD Officers shall be elected from among the BOD directors of this corporation; and the Secretary shall not serve concurrently as the Chairperson. The Corporate Officers shall be full-time employees of this corporation; and neither the CFO nor the RD may serve concurrently as the CEO. This corporation may have other officers at the discretion of the BOD. All officers shall adhere to this corporation’s core values, as attached.

Section 2. Election. The BOD Officers shall be elected annually by the BOD, and each shall serve at the pleasure of the BOD. The Corporate Officers shall serve in their positions by virtue of being hired as employees of this corporation by the BOD to positions with the same titles as their officer titles, and each shall serve at the pleasure of the BOD, subject to the rights, if any, of a Corporate Officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, the BOD may remove any officer, with or without cause.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation; provided that a Corporate Officer must give at least one month written notice. Any resignation shall take effect on receipt of that notice by another officer (or, in the case of a Corporate Officer, one month after such receipt) or at any later time specified in that notice and, unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. BOD Chairperson. The Chairperson shall preside at all meetings of the BOD. The Chairperson shall exercise general supervision over the affairs of this corporation and shall have such other powers and duties as prescribed by law, by these bylaws, or by the BOD.

Section 7. BOD Vice Chairperson. The Vice Chairperson shall in the absence of the Chairperson, carry out the duties of the Chairperson and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. BOD Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the BOD and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the BOD or these Bylaws.

Section 9. Chief Executive Officer (CEO). Subject to further elaboration in an employment agreement, if any, the CEO shall be responsible for advancing the objectives of this corporation, for managing the day-to-day activities of this corporation, and all operational affairs of this corporation. The CEO shall report to the BOD. The CEO has the right and the responsibility to attend all meetings of the BOD and is responsible for:

- Budget control and fund raising with well defined goals set by the BOD;
- Development of operational plans for execution of strategic road map set by the BOD;
- Assistance to the Chairperson in convening meetings and setting the agenda for Board meetings;
- Representation of this corporation and its values, mission, and vision along with the RD to the public.

The CEO shall form an advisory committee for strategic, business, management, and financial consulting with at least three members after reporting to the BOD.

Section 10. Chief Financial Officer (CFO). Subject to further elaboration in an employment agreement, if any, the CFO shall report to the CEO and shall be responsible for:

- All financial planning, fund raising, budget, supervising the charge and custody of all funds of this corporation, and the deposit of such funds in the manner prescribed by the BOD;
- Establishment and maintenance of adequate and correct accounts of this corporation's properties and business transactions;
- Rendering reports and accountings as required.

The CFO shall have such other powers and duties as may be prescribed by the BOD, the CEO, or these Bylaws.

Section 11. Religious Director (RD). Subject to further elaboration in a written employment agreement, if any, the RD shall be responsible for all religious and cultural affairs and reports to the BOD. The RD shall have high ethical standards, be committed, enthusiastic, aware and open to diverse opinions in interpretation of religious edicts, and proficient in English. The RD has the right and responsibility to attend all meetings of the BOD and is responsible for:

- Assisting the BOD with strategic planning for the religious and cultural roadmap of this corporation;
- Providing blueprints for short/long term goals;
- Directing tactical cultural/religious plans and programs.

Section 12. Committees. Corporate Officers may appoint committees consisting of volunteers and full-time staff reporting to one of the Corporate Officers.

ARTICLE 7

Designating Body (DB); Designator

Section 1. Powers. The DB is a body of volunteers that aids this corporation to achieve its mission, goals, objectives, and the safeguarding of this corporation’s core values. DB members elect members of the BOD. Additionally, it shall support the BOD and this corporation’s staff to reach their goals. DB membership is a “privilege” that will be granted by then members of the DB. The DB members are not voting members of this corporation.

Section 2. Naming of Designator. Generally, the DB shall act as the Designator under these Bylaws. However, in certain circumstances the “DB Core Committee” serves, as the Designators. DB will annually elect a seven-member committee titled “DB Core Committee”. If the DB membership falls below 2/3 of the minimum of 40 members (27 members), then the “DB Core Committee” will become the acting DB until the DB members is increased to 40 members again (2) if the DB fails to appoint the BOD at the annual meeting of the DB, as set forth in Section 8, below, or fails to call and hold an Annual Meeting at which directors are to be appointed as required in Section 8. If the DB Core Committee step in, they shall make decisions as Designator by a vote of a majority of all of the DB Core Committee. DB Core Committee members can be changed or removed only at annual meetings.

Section 3. Numbers and Qualifications. The DB shall consist of not less than 40 members. Persons elected to the DB shall have the following qualifications, as determined in the sole discretion of the DB:

- Be a practicing Muslim and adhere to this corporation’s core values.
- Be known for upholding Islamic values as outlined in the statement of core values attached to the Bylaws.
- Have a history of active devotion including but not limited to time, thought and financial contribution for at least two years prior to election to the DB.
- Accept Shi’a Ithna A’shari school of thought as one of the five major Islamic Schools of law and jurisprudence.
- Be open-minded, accepting and respectful to others’ ideas and beliefs.
- Have a minimum age of 18 years.

- Shall have received a copy of this corporation's Bylaws and have accepted the terms of the document in writing.
- Adhere to the policies, rules, conduct, and regulations of this corporation.
- Shall not miss more than two consecutive DB meetings.
- Shall renew obligations to this corporation annually by submitting a written notice to the DB Chairperson within 15 days after having received notice of the DB annual meeting.

Section 4. Election and Evaluation for DB Members. Candidates for membership shall be nominated by the DB Membership Committee or by five current DB members. The list of candidates shall be sent to all DB members at least one month before the election of the candidates at a meeting or by electronic mail/internet.

(a) Election and evaluation at annual meeting. New members of the DB may be elected at the DB annual meeting. In addition, the membership status of all current members shall be evaluated annually at the annual meeting.

(b) Election at other meetings or by electronic mail/internet. Candidates approved by the Membership Committee may also be elected at other meetings of the DB or, no more than once per quarter, through electronic mail/internet.

Section 5. Resignation. Resignations shall be effective upon receipt in writing by the DB Chairperson, unless a later effective date is specified in the resignation.

Section 6. Removal. DB members may be removed if, as determined in the sole discretion of the DB, they cease to meet the qualifications set forth in Section 2, above. The DB may also initiate the removal of a DB member upon the recommendation of the DB Executive Committee. The removal of a DB member shall require the vote of two-thirds of all of the DB members then serving.

Section 7. Suspension. The DB Executive Committee may temporarily (maximum of 30 days) suspend the DB membership of any member based on a unanimous vote by the DB Executive Committee. Such suspension shall only occur in emergency cases where quick action is required. The DB Executive Committee may not at any time suspend more than ten percent of the DB members. The DB may reinstate the membership of a member put on suspension by the DB Executive Committee.

Section 8. Meetings. The DB shall meet at least once per quarter. DB members may participate in a meeting through use of conference telephones or similar communications equipment so long as all DB members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. At its first meeting of the year, the DB shall determine the number of additional

meetings for that year. The DB Chairperson shall call the meetings, which shall be noticed in accordance with Section 9. One of the meetings shall be designated as the annual meeting, at which the DB evaluates current members, considers adding new members, considers removing members, elects officers, appoints subcommittees, and, every two years elects the BOD. The annual meeting shall take place in the first quarter of each calendar year. At least semi-annually, the members at the DB meeting shall listen to BOD reports and review the major decisions of the BOD, and decide on the schedule of meetings, procedures and policies to achieve their goal of appointing new members of the BOD. All meetings must have minutes, taken by the DB Secretary. A copy of the minutes shall be provided to the BOD Secretary within two weeks of the meeting. Any action items that involve the use of the ICCNC facilities shall be reported to the CEO or other appropriate staff the following day.

Section 9. Notice. Notice of the DB meetings, as well as of Nominating and Membership Committee meetings, shall be given by the DB Secretary to each DB member and the CEO:

- a) at least five days before any such meeting, if given by first-class mail or
- b) at least three days before any such meeting if given personally or by telephone, telegraph, electronic mail, or facsimile transmission.

The notice shall state the date, place, and time of the meeting. The CEO shall post the notice.

Section 10. Quorum and Actions; Voting Requirement for Removal of Directors. 51% of all of the DB members then serving shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of DB members. The act of a majority of the DB members serving shall be the act of the DB, except as otherwise provided. The removal of directors shall require a vote of two-thirds of the DB members then serving by written ballot]

Section 11. DB Leaders. The DB shall elect a Chairperson, a Vice-Chairperson, and a Secretary annually. The DB Chairperson shall (i) preside over meetings of the DB; (ii) facilitate the annual review of members and the election of new members; and (iii) for the DB and its subcommittees, help in creating and approving the agenda, setting meetings, assuring that the committees achieve long- and short-term goals, and follow up on committee decisions. The DB Chairperson is ultimately responsible for the DB's actions and conduct. In the absence of the DB Chairperson, the DB Vice-Chairperson shall preside over DB meetings. The DB Secretary shall prepare and distribute meeting minutes, hold roll call of meetings, and update the DB member list.

Section 12. Subcommittees. In addition to the Executive Committee, Nominating Committee and Membership Committee described below, the DB, by a resolution adopted by a majority of the DB members then serving, create subcommittees. Appointments to the subcommittees shall be made by any method determined by the vote of a majority of the DB members then serving. Decisions of the subcommittees shall be made by a majority of the subcommittee members then

serving. Each subcommittee shall elect a chair and a secretary to conduct the meetings. All subcommittees shall prepare minutes of their meetings by their secretary.

Section 13. DB Executive Committee. The DB Executive Committee shall consist of the DB Leaders. The responsibilities of the DB Executive Committee shall be to conduct and facilitate DB meetings in cooperation with the BOD Chairperson, to recommend removal of DB members, to suspend DB members under extreme circumstances, and to represent the DB in dealing with the BOD and the corporation staff and officers.

Section 14. Nominating Committee. The Nominating Committee shall have five members, including three DB members elected at the DB annual meeting by a vote of two-thirds of the DB members then serving, one BOD member elected by the BOD, and the ICCNC Religious Director. The Nominating Committee shall continuously seek nominations of qualified BOD candidates. It shall search the community, the DB, and the larger pool of Muslim visionaries and intellectuals for BOD membership candidates, review and qualify candidates for the BOD, and assist the DB with the election process.

Section 15. Membership Committee. The Membership Committee shall consist of five DB members elected by a vote of two-thirds of the DB members then serving at the annual meeting of the DB. The Membership Committee shall continuously seek nominations of qualified candidates to become members of the DB. It shall review the qualifications of the nominated candidates and submit qualified candidates for election by the DB, facilitate the annual review of DB members, and recruit new DB members. Nominations of new DB members by the Membership Committee require a vote of two-thirds of the members of the Membership Committee.

ARTICLE 8 PROHIBITED TRANSACTIONS

Section 1. Self-Dealing Transactions. Except as provided in Section 2 below, the BOD shall not approve, or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Nonprofit Religious Corporation Law Section 9243(b).

Section 2. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the BOD determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit or for the benefit of the this corporation; (b) the transaction is fair and reasonable to this corporation or is in furtherance of its religious purposes, at the time of the transaction; and (c) after reasonable investigation, either it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or the transaction is in furtherance of its religious purposes. Such determinations

must be made by the BOD in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a two third vote of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 9246. For purposes of this Article, "agent" shall have the same meaning as in Section 9246(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 9246(a), including any threatened action or investigation under Section 9243 or brought by the Attorney General pursuant to Section 9230; and "expenses" shall have the same meaning as in Section 9246(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the BOD in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 9246(d). Otherwise, the Board shall promptly determine, by a two third vote of the directors then in office who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 9246(b) or Section 9246(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, and except as otherwise determined by the BOD in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the BOD finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

Section 4. Insurance. The BOD may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE 10 GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The BOD shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The BOD, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

Section 4. Accounting Required. The BOD may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. The Board of Directors shall abide by the laws of the Charitable Organizations to remit contributions solicited for specific purposes for those purposes only, unless such remittance shall not be possible, donors permission to spent the donation for other cause(s) is obtained, or ordered by court otherwise. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of

Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE 11 MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the BOD from time to time.

Section 3. Modifications and Amendments. Proposed modifications and amendments to these Bylaws shall first be presented (by legal notification) to the Designator, through the DB Executive Committee, at least 120 days before the Board vote on the amendment, and the Board shall seek input from the Designator on the proposed changes. The vote of three-fourths of the directors then in office, or the unanimous written consent of the directors, shall be required to adopt a Bylaw modification and amendment. No amendment to these Bylaws shall be valid or become effective without the consent of the Designator.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Religious Corporation Law as then in effect shall apply.

Section 5. Preamble to Bylaws. ICCNC's Core Values (Attachment A) shall constitute the preamble of these Bylaws.

CERTIFICATE OF SECRETARY

I, _____, certify that I am presently the duly elected and acting Secretary of the Islamic Cultural Center of Northern California, a California nonprofit religious corporation, and that the above Bylaws, consisting of 15 pages (excluding the preamble), are the Bylaws of this corporation as adopted by the Board of Trustees (as described in the previous Bylaws), on, _____.

DATED: _____,

_____, Secretary

Mehran Moalem _____

Nasser Haghighat Kashani _____

Azita Sayyah _____

Hamid Rezapour _____

Payman Amiri _____

Susan Amiri _____

Saman Hirbod _____

Ali Zareh _____

Attachment A

O' humankind! We have created you from a male and a female, and have made you into nations and tribes, that you may recognize and co-operate with one another. Surely, the noblest among you in the sight of God is the one who is most God-conscious and socially responsible."
(Qur'an, 49:13)

ICCNC Core Values

In fulfillment of our mission statement, we subscribe to the following core values:

1. Rooted in the Qur'anic worldview as articulated by Prophet Muhammad (S) and the twelve infallible leaders (Imams).¹ During the absence of Imam Mahdi (a), advice and instruction is sought on religious matters from the pre-eminent and highest religious authorities, maraj' al-taqlid.² We respect diverse religious traditions and honor each individual's religious beliefs.³
2. We are a not-for-profit, independent, autonomous, volunteer-based, and non-affiliated organization.
3. Inherent worth and dignity of every person⁴ that is reflected in actions and in human relations that appreciates gender equity⁵, diversity of races, cultures and languages⁶, humility,⁷ compassion,⁸ respect,⁹ integrity,¹⁰ interfaith dialogue,¹¹

¹"You who believe, obey God and obey the Messenger and those of you who are in authority; then if you quarrel about anything, refer it to God and the Apostle, if you believe in God and the last day; this is better and very good in the end" (Qur'an, 4:59). "...whatever the Apostle gives you, accept it, and from whatever he forbids you, keep back . . ." (Qur'an, 59:7). "I leave behind as a legacy two weighty and precious things—the Book of God and my family, the Ahl-ul-Bayt (a)..." _ Prophet Muhammad (S).

² "As for the new situations, refer them to the transmitters of my traditions who are my proof over you and I am the Proof of God." _ Imam Mahdi (a).

³"Say: 'We believe in God, and that which has been sent down to us, and sent down on Abraham and Ishmael, Isaac and Jacob, and the Tribes, and in that which was given to Moses and Jesus, and the Prophets, of their Lord; we make no distinction between any of them, and to Him we surrender'" (Qur'an, 3:83-4). "Infuse your heart with mercy, love and kindness for your subjects. Be not in face of them a voracious animal, counting them as easy prey, for they are of two kinds: *either they are your brothers in religion or your equals in creation*"—Imam Ali (a). "Those who believe and those who are Jews, Christians and Sabians, and anyone who believes in God and the Last Day, and acts honorably will receive their wages from their Lord, and no fear shall there be on them, neither shall they sorrow" (Qur'an, 2:62).

⁴ We have honored (karramna) the Children of Adam and carried them on land and sea, and provided them with good things, and preferred them greatly over many of those We created" (Qur'an, 17:70).

⁵ O' humankind! Heed your Lord Who has created you from a single soul, and created its mate from it..." (Qur'an, 4:1).

⁶ "Among His signs are the creation of Heavens and Earth, as well as the diversity in your tongues and colors. In that are signs for those who know" (Qur'an, 30:22).

⁷ "One who has even a particle of arrogance in his/her heart shall be denied entry to paradise" _ Prophet Muhammad (S). "The servants of the All-Merciful are those who walk upon the earth with humility, and when the ignorant address them, they answer by saying: 'Peace'" (Qur'an, 25:63). "And do not turn your face away from people in contempt, nor walk brashly around the earth; surely God does not love any self-conceited boaster" (Qur'an, 31:18). "And do not walk on the earth exultingly, for you cannot cut through the earth nor reach the mountains in height" (Qur'an, 17:37).

⁸ "In the Name of God, the Infinitely Kind, the Most Merciful" (Qur'an). Islam comprises "obedience to God and compassion to His creation" _ Prophet Muhammad (S).

⁹ "Act modestly in the way you walk, and lower your voice; surely the ugliest sound is a donkey's voice" (Qur'an, 31:19).

¹⁰ "O you who believe, be mindful of your duty to God and speak straight to the point" (Qur'an, 33:70). "... and when you speak, then be just though it be against a relative, and fulfill God's covenant" (Qur'an, 6:152). "Believers! Be resolute in your allegiance to God, staunch witnesses for justice. On no account let hatred against any people cause you to swerve from dealing justly. Be just: that is nearest to piety and God-consciousness" (Qur'an, 5:8-9).

¹¹ "Say (O' Muhammad): 'People of the Book! Come now to a word common between us and you, that we serve none but God, and that we associate nothing with Him, and do not take others as Lords, apart from God...'" (Qur'an, 3:64). "Invite people to the way of your Lord with wisdom and beautiful exhortation" (Qur'an, 16:125).

non-judgmental¹² and other virtues that are encapsulated in the ethical term “TAQWA” (God-consciousness and social activism) and “MA’RUF” (universally accepted as moral).¹³

4. Sound belief and spirituality are coupled with righteous deeds that are manifested on the social plane by actively engaging to promote social and economic justice for all irrespective of religious affiliation.¹⁴
5. Embraces intellectual diversity and scholarly discourse on the various facets of Islam.¹⁵

¹² “...unto God shall you return all together; and He will tell you of that whereon you were at variance” (Qur’an, 5:48). “Is not God the best of the Judges?” (Qur’an, 95:8).

“You are the best community which has been produced for humankind. You command people to practice MA’RUF (i.e. universally accepted as moral) and forbid MUNKAR (i.e. universally recognized as immoral), and you believe in God” (Qur’an, 3:110).

¹⁴ “Indeed, We have sent Our messengers with clear proofs and revealed with them the Scripture and the Balance so that humankind may establish and maintain justice and equity” (Qur’an, 57:25).

¹⁵ “Diversity of opinions among the scholars is a sign of divine Mercy” _ Prophet Muhammad (S).