

RESTATED BYLAWS
OF
ISLAMIC CULTURAL CENTER OF FRESNO
(FORMERLY CENTRAL CALIFORNIA ISLAMIC CENTER)
A CALIFORNIA NON-PROFIT RELIGIOUS CORPORATION

ARTICLE ONE

ORGANIZATIONAL MATTERS

Section 1.1 General Purpose. The purpose of this corporation (“Corporation”) is to operate as a nonprofit religious corporation. The Corporation is not organized for the private gain of any person. It is organized under the *Nonprofit Religious Corporation Law* for religious purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended, or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other 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 1.2 Specific Purposes. In the context of these general purposes, the Corporation shall: establish and maintain a place of worship to be used by all Muslims for religious ceremonies and gatherings, promote religious instruction and dialogue for the purpose of promoting understanding and harmony among persons of all religious faiths, to host distinguished scholars and clerics to present lectures and forums on religious subjects, establish a counseling center for the benefit of the local Muslim community, and support basic life-sustaining services for Muslim person and institutions, including hospitals, orphanages and general relief organizations. The Corporation is not associated with any country or political movement and is a totally non-political organization. As such, the policy of the Corporation is to discourage political debate of all kinds upon the premises where the Corporation may from time to time conduct its ministry and operations.

Section 1.3 Principal Office. The principal business office of the Corporation is hereby fixed and located at 1396 West Herndon, Suite 101, Fresno, California. The Board of Directors may change the location of the Corporation’s business office from time to time.

Section 1.4 No Members. The Corporation shall not have any “Members” as contemplated by Section 5056(a) of the *California Corporations Code*. Any action which would otherwise require approval by a majority of all Members or approval by the Members shall only require approval by the Board of Directors. All rights which would otherwise vest in Members under the *Nonprofit Religious Corporation Law* shall vest in the Directors.

Section 1.5 Restriction on Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board of Directors or Board of Trustees may be “interested persons.” An “interested person” is (a) any person compensated by the Corporation for services rendered to it within

the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE TWO

DIRECTORS

Section 2.1 General Corporate Powers. Subject to limitations and other provisions of the Articles of Incorporation, these Bylaws, the California *Corporations Code*, and any other applicable laws, all corporate powers shall be exercised by or under the authority of, and the activities of the Corporation shall be controlled by the Board of Directors.

Section 2.2 Specific Powers. Without prejudice to the general powers set forth above in Section 2.1, but subject to the same limitations, the Directors shall have the following powers, to-wit:

a. To appoint, remove, approve and designate all agents, employees and Trustees of the Corporation, including, and, as applicable, to prescribe such powers and duties for them as may not be inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws, and determine the other terms of their employment or engagement.

b. To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws as they may deem best.

c. To approve an annual operating budget and capital expenditure budget, to borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities for debt.

d. To appoint or establish committees and the Board of Trustees and to delegate to such committees and the Board of Trustees all or any part of the powers and authority of the Board of Directors in the management of the activities and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws or Articles, and except as otherwise set forth herein. However, any such delegation of powers and authority shall at all times and in all respects be subject to general oversight by the Board of Directors as well as the ultimate direction and control of the Board of Directors.

Section 2.3 Number and Qualification of Directors. The Board of Directors shall consist of at least five (5) but no more than fifteen (15) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Until changed by resolution, the number of Directors of the Corporation shall be six (6).

Section 2.4 Nomination of Directors. Prospective Directors shall be recommended from time to time as vacancies on the Board of Directors exist by at least one (1) member of the Board of Directors or Board of Trustees. Such recommendations will then be submitted to the Board of Directors for final action or election.

Section 2.5 Election and Term of Office. Directors shall serve until their death, resignation or removal. Where necessary, Directors shall be elected at the annual business meeting.

Section 2.6 Removal. A Director may be removed, either with or without cause, by a majority vote of all other Directors at the time in office at any regular or special meeting of the Board of Directors.

Section 2.7 Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, incapacity, resignation or removal of a Director or an increase of the authorized number of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have the power to elect a successor to take office when the resignation is to become effective.

Section 2.8 Resignations. Except as provided below, any Director may resign by giving written notice to the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director.

Section 2.9 Place of Meetings. Regular and special meetings of the Board of Directors shall be held at any place within the State of California which has been designated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the Corporation's principal business office.

Section 2.10 Annual Business Meeting. The Board of Directors shall hold an annual business meeting on the third Monday of May of each year at 10:00 am. The purpose of the annual business meeting of the Directors shall be the election of officers, the election of Directors, if necessary, the ratification of the election of the Board of Trustees, and the transaction of other general business of the Corporation.

Section 2.11 Additional Regular Meetings. Regular meetings of the Board of Directors (in addition to the annual business meeting described in Section 2.10 above) shall be held at such time and place as the Board of Directors shall from time to time determine.

Section 2.12 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Board of Trustees, the President of the Corporation, or by any Director.

Section 2.13 Notice.

a. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.

b. Time Requirements. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery,

telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

c. Notice Contents. The notice shall state the time and place of the meeting if the place is other than the principal office of the Corporation. The notice need not specify the purpose of the meeting.

Section 2.14 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

Section 2.15 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. 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, shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of one or more Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Meetings of the Board of Directors shall be conducted in accordance with such procedures as may from time to time be established by the Directors consistent with rules of reason and minutes of all meetings shall be taken and kept.

Section 2.16 Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE THREE

BOARD OF TRUSTEES

Section 3.1 Establishment of Board of Trustees. The Corporation shall have a Board of Trustees as described in these Bylaws.

Section 3.2 General Powers. Subject to limitations and other provisions of the Articles of Incorporation, these Bylaws, the California *Corporations Code*, and any other applicable laws, the Board of Trustees is delegated the power and authority to direct the ordinary day to day affairs of the Corporation and all matters of a spiritual or religious nature subject at all times to the ultimate authority of the Board of Directors. If at any time a disagreement arises between the Board of Directors and the Board of Trustees regarding the jurisdiction or authority over a particular issue or matter, the opinion of the Board of Directors shall prevail and control.

Section 3.3 Limitation on Powers. Unless explicitly authorized by a resolution of the Board of Directors, the Board of Trustees may not borrow money, approve any expenditure or contract obligating the Corporation to expend more than \$10,000 in the aggregate, or buy, sell or encumber real property or enter into any contract for such purposes.

Section 3.4 Number and Qualification of Trustees. The Board of Trustees shall consist of at least eleven (11) but no more than seventeen (17) Trustees unless changed by amendment to these Bylaws. The exact number of Trustees shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Until changed by resolution of the Board of Directors, the number of Trustees of the Corporation shall be seventeen (17). Trustees may also be Directors.

Section 3.5 Term. Trustees shall hold office for a term of one year from the date of the ratification of such Trustee's election by the Board of Directors or for such longer term no to exceed three years that may be fixed by the Board of Directors, and until the Trustees successor is elected and qualifies as provided in these Bylaws. In establishing the term of service for Trustees, the Board of Directors may, but is not obligated to, establish "staggered" terms so that only a portion of the Board of Trustees is elected annually.

Section 3.6 Nomination of Trustees. Persons qualified to be Trustees shall be nominated by the Board of Directors or by such other method of nomination authorized from time to time by the Board of Directors.

Section 3.7 Appointment of Trustees. When the candidates for the Board of Trustees have been nominated in accordance with the method of nomination authorized by the Board of Directors, the Board of Directors shall annually appoint the Trustees from among the qualified candidates. The appointment of Trustees shall occur at the annual business meeting of the Board of Directors as described in Section 2.10.

Section 3.8 Removal of Trustees. Any or all of the Trustee may be removed with or without cause at any time in the sole and absolute discretion of the Board of Directors.

Section 3.9 Resignation. A Trustee may resign effective on giving written notice to the Board of Directors and Board of Trustees of the Corporation.

Section 3.10 Vacancies on the Board of Trustees. Vacancies on the Board of Trustees shall occur on the death, resignation, or removal of any Trustee and whenever the number of authorized Trustees is increased, and on the failure in any election to elect the full number of Trustees subject to election by reason of. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustees term of office expires. Vacancies on the Board of Trustees may be filled at any time by approval of the Board of Directors. Any person appointed to fill the remaining term of a Trustee shall serve for the remainder of the term of the former Trustee.

Section 3.11 Place of Meetings. All meetings of the Board of Trustees shall be held at the Corporation's principal place of worship unless another location is approved by the Board of Directors. A member of the Board of Directors designated by the Directors shall preside as the chairperson of all meetings of the Board of Trustees. The Board of Directors may also appoint one or more members of the Board of Trustees to preside as the chairperson in the absence of a member of the Board of Directors.

Section 3.12 Meeting Procedures. The procedures set forth in Sections 2.11 through 2.16 of these Bylaws shall also apply to meetings of the Board of Trustees. However, for such purposes, all references in such Sections to the "Board of Directors" and "Director(s)" shall be modified, respectively, to refer to "Board of Trustees" and "Trustee(s)."

ARTICLE FOUR

OFFICERS

Section 4.1 Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Chief Financial Officer. Such officers shall be elected annually by the Board of Directors from among members of the Board of Trustees or Board of Directors, provided, however, that one or more offices may be left vacant from time to time in the discretion of the Board of Directors. In addition, the Board of Directors shall elect a Chair and a Vice-Chair. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officer, and such other officers as may be appointed in accordance with these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board of Directors. Officers of the Corporation shall use their best efforts to attend all regular and special meetings of the Board of Directors and the Board of Trustees.

Section 4.2 Election of Officers. The officers of the Corporation, except the Chair and Vice-Chair of the Board of Directors and the Board of Trustees, who shall be selected by the respective Boards, shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officer under any contract of employment. The Board of Trustees shall make non-binding recommendations to the Board of Trustees regarding the officers of the Corporation.

Section 4.3 Term of Office. The term of office each of the officers shall be fixed and determined by the Board of Directors and may be altered by the Board of Directors at its pleasure.

Section 4.4 Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

Section 4.5 Removal and Resignation. Any officer of the Corporation may be removed, either with or without cause, by a majority of the Directors at the time in office at any regular or special meeting of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors (or the Board of Trustees in the case of the Chair and Vice-Chair of the Board of Trustees). Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Vacancies. A vacancy in any office because of death, removal, resignation, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 4.7 Authorities and Duties.

a. President. Subject to the control of the Board of Directors, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall have such other powers and duties as the Board of Directors or the Bylaws may prescribe. The President shall be given the necessary authority and held responsible for the administration of the Corporation in all its activities and subject only to such policies as may be adopted and such directives as may be issued by the Board of Directors or the Board of Trustees as the

case may be. The President shall act as the "duly authorized representative" of the Corporation in all matters in which the Board of Directors has not formally designated some other person for that specific purpose. Without prejudice to such general powers as above described, but subject to the same limitations, the authority and duties of the President are hereby expressly declared to be:

i. To carry out policies established by the Board of Directors and Board of Trustees, and to advise the Boards on the formation of those policies;

ii. To perfect and submit to the Board of Trustees a plan of organization of the personnel and others concerned with the operations of the Corporation;

iii. To prepare an annual budget showing the expected receipts and expenditures;

iv. To select, employ, control, and discharge all administrative officers and employees authorized by the Board of Trustees;

v. To see that all physical properties are kept in good repair and operating condition;

vi. To supervise all business and financial affairs such as the maintenance of financial transaction records, collections of accounts, and purchase and issuance of supplies in accordance with principles of prudent business management;

vii. To submit regularly to the Board of Directors and the Board of Trustees, the financial activities of the Corporation and to prepare and submit such special reports as may be required by the Board of Directors or Board of Trustees;

viii. To attend meetings of the Board of Directors and the Board of Trustees;

ix. To prepare a specific plan on an annual basis for the achievement of the Corporation's long-range objectives and goals as adopted by the Board of Directors and/or Board of Trustees, and to periodically review and evaluate that plan, and to report to the Board of Directors and Board of Trustees on the execution of any such plan.

x. To promote effective and economical working relationships with other charitable organizations;

xi. To represent the Corporation to the various segments of the public served by or related to the Corporation;

xii. To see that the Corporation is in compliance with applicable laws and regulations and to assure review of and prompt action on reports and recommendations of authorized planning, regulatory and inspecting agencies; and

xiii. To perform any other duty that may be necessary in the best interest of the Corporation.

b. Vice Presidents. If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board of Directors, shall perform all duties of the President. When so acting, a Vice President shall have

all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

c. Secretary. The Secretary shall cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings, proceedings, and actions of the Board of Directors and the Board of Trustees. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and the Board of Trustees, required by law or by the Bylaws to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Secretary shall keep or cause to be kept at the principal office of the Corporation, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

d. Chief Financial Officer. The Chief Financial Officer, who shall also be known as the Chief Financial Officer, shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director or Trustee. The Chief Financial Officer shall render to the President, Directors and Trustees, whenever they request it, an accounting of the financial condition of the Corporation and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation, shall disburse the funds of the Corporation to pay its obligations as they become due, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or these Bylaws.

e. Chair and Vice-Chair of the Board of Directors. The Chair of the Board of Directors and, in the absence of the Chair, the Vice-Chair, shall preside at all regular and special meetings of the Board of Directors as the case may be.

ARTICLE FIVE

COMMITTEES

Section 5.1 Committees of the Boards. The Board of Directors and the Board of Trustees may create one or more committees, each consisting of two or more Directors (in the case of a committee of the Board of Directors) and two or more Trustees (in the case of a committee of the Board of Trustees). Such committees may also include other persons, but such persons shall be non-voting members of such committees. Any such committee, to the extent provided in the authorizing resolutions, shall have all the authority of the Board appointing the committee, except that no committee, regardless of Board of Directors resolution, may:

a. Fill vacancies on the Board of Directors or Board of Trustees or on any committee that has the authority thereof;

b. Amend or repeal Bylaws or adopt new Bylaws or resolutions of the entire Board;

c. Create any other committees or appoint the members of committees;

d. Approve any contract or transaction to which the Corporation is a party and in which one or more of the Directors or Trustees has a material financial interest, except as specifically provided for in Section 5233(d)(3) of the California *Corporations Code*.

Section 5.2 Meetings and Action of Committees. Meetings and actions of committee shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other actions of the appointing Board. Minutes of each meeting of any committee shall be kept and shall be filed with the corporate records.

ARTICLE SIX

MISCELLANEOUS

Section 6.1 Inspection of Corporation Records. Every Director and Trustee shall have the right, at any reasonable time, to inspect and copy all corporate books, records, and documents of every kind and to inspect the physical properties of the Corporation. The Corporation shall maintain the corporate records, books and documents in its principal office.

Section 6.2 Authorization to Sign. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 6.3 Authority to Bind Corporation. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors 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 for any purpose in any amount.

Section 6.4 Amendments of Bylaws or Articles. The Bylaws or Articles of Incorporation of this Corporation may be amended, repealed or new Bylaws or Articles adopted, by the affirmative vote of a majority of the authorized number of Directors on the Board of Directors.

Section 6.5 Bylaws Review. These Bylaws shall be reviewed periodically for the purpose of determining whether any amendments are necessary or appropriate. Such review shall be pursuant to procedures established by the Board of Directors.

Section 6.6 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted bylaw on behalf of its officers, Directors, Trustees, employees, and other agents, against any liability asserted against or incurred by any officer, Director, Trustee, employee, or agent in such capacity or arising out of the officer's, Director's, Trustee's, employee's, or agent's status as such.

Section 6.7 Annual Report. The Board of Directors shall cause an annual report to be sent to each Director and each Trustee within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.

- c. The revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes.
- d. The expenses or disbursements of the Corporation for both general and restricted purposes.
- e. Any information required by Section 7.8 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than \$100,000 in gross receipts during the fiscal year.

Section 6.8 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each Director and Trustee a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:

a. Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either of the following: (1) any Director, Trustee or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (2) any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any person under Section 8.1 of these Bylaws, unless that indemnification has already been approved by the Directors.

Section 6.9 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California *Nonprofit Corporation Law* shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both the legal entity and a natural person.

ARTICLE SEVEN

INDEMNIFICATION OF OFFICERS

Section 7.1 Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Trustees, officers, employees, and other persons described in Section 5238 of the California *Corporations Code*, including persons formerly occupying any such positions, against all

expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in section 5238 of the *California Corporation Code*. On written request to the Board of Directors by any person seeking indemnification under this Article, the Board of Directors shall promptly determine in accordance with Section 5238 of the *Corporations Code* whether the applicable standard of conduct set forth in that Section has been met and, if it has, the Board of Directors shall authorize indemnification. To the fullest extent permitted by law and except as is otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article of the Bylaws in defending any proceeding shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the amounts will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses. All references to the *California Corporations Code* are to the Code as it now exists or as it may be amended from time to time.

ARTICLE EIGHT

CONFLICTS OF INTEREST

Section 8.1 Disqualifying Financial Interest. Any Director or Trustee must obtain Board of Directors approval and disqualify himself or herself from making, participating in the making of, or attempting to influence any decisions of the Board of Directors, Board of Trustees or a committee of either Board if it is reasonably foreseeable that the decision is one in which the Director or Trustee has a material financial interest.

Section 8.2 Prior Board of Directors Approval. The Board of Directors may approve a proposed transaction in which a Director or Trustee may have a material financial interest if after reasonable investigation and prior to consummating the transaction or any part thereof, with knowledge of the material facts concerning the transaction and the Director's or Trustee's interest in the transaction, the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- a. The proposed transaction is for the Corporation's own benefit;
- b. The proposed transaction is fair and reasonable as to the Corporation; and
- c. The Corporation cannot obtain a more advantageous arrangement with reasonable efforts under the circumstances.

Section 8.3 Board of Directors Ratification. The Board of Directors may ratify a transaction entered into between the Corporation and a Director or Trustee in which the Director or Trustee if the Board of Directors determines in good faith by vote of a majority of Directors then in office without counting the vote of the interested Director or Directors, that:

- a. A committee or person authorized by the Board of Directors approved the transaction;
- b. The Corporation entered into the transaction for its own benefit;

c. The transaction was fair and reasonable as to the Corporation at the time the Corporation entered into the transaction; and

d. It was not reasonably practicable to obtain approval of the Board of Directors prior to entering into the transaction.

Section 8.4 Disqualifying Non-Financial Interest. Any Director or Trustee must disqualify himself or herself when there exists a personal non-financial interest which will prevent the member from applying disinterested skill and undivided loyalty to the Corporation in making or participating in the making of decisions.

Section 8.5 Procedure of Disqualification. A Director or Trustee required to disqualify himself or herself, shall (a) immediately disclose the interest, (b) withdraw from any participation in the matter, (c) refrain from attempting to influence any other Director or Trustee, as the case may be, and (d) refrain from voting. The Director or Trustee may be counted in determining whether a quorum is present.

Section 8.6 No Invalidation of Action. No action or decision of the Board of Directors, Board of Trustees or committee of either Board shall be invalid because of the participation therein by one or more Directors or Trustees in violation of the policies set forth in this Article.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies as follows:

1. That I am the duly elected and acting Secretary of Islamic Cultural Center of Fresno, a California nonprofit religious corporation; and

2. That the foregoing Bylaws, comprising ___ pages, constitute the Bylaws of said Corporation as duly adopted on _____, 2003.

DATED: _____, 2003

Darius Assemi, Secretary