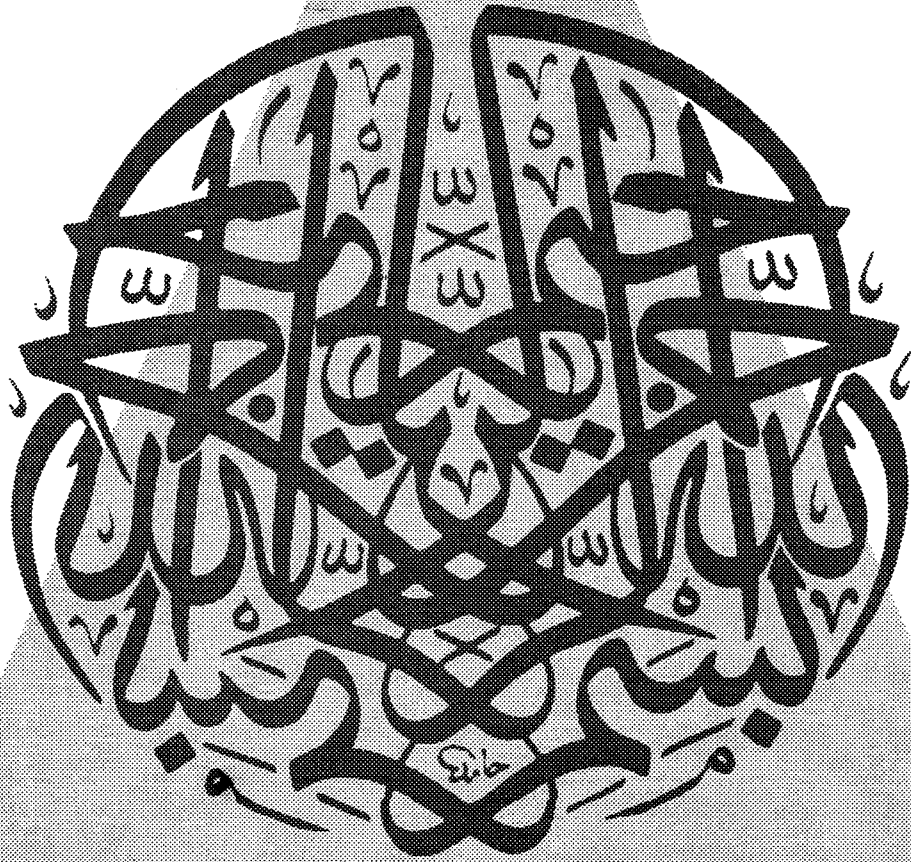


In the Name of Allah, The Beneficent, The Merciful



*Restated By-Laws
of
The Islamic Society of Orange County*

In the Name of Allah, The Beneficent, The Merciful



***Restated By-Laws
of
The Islamic Society of Orange County***

Approved by the members of ISOC in a special meeting held on

November 6, 1994

Mohammad Asifuddin

Secretary, ISOC Mohammad Asifuddin

السلامة والسلامة

Dear Brothers/Sisters:

ASSALAM ALAIKUM WA RAHMATULLA

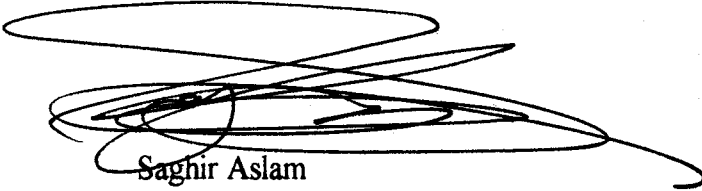
We are pleased to present to you the new by-laws of the Islamic Society of Orange County. We thank Allah (swt) that on November 6, 1994, in a historic meeting of ISOC, the largest number of our members gathered and unanimously (with only two dissenting votes) approved these by-laws. Our Board and the By-Laws committee worked very hard for almost fifteen months. There were more than twenty one community meetings held to discuss these by-laws. A dozen of drafts were made and circulated in the community.

The Islamic Society of Orange County was established in 1962, by a handful of dedicated Muslims living in Orange County. Because of its steady growth, its first by-laws were changed in 1980. After 14 years, we brought a totally new set of by-laws for the betterment of the society and the community. These by-laws reflect our growth and inshallah will help us move forward with SHURA, openness, accountability, and stability.


Needless to say that this document may need improvements and changes in the future. We have put a mechanism for amendments that can be used as and when necessary. However, we must all try to abide by these rules, that we have agreed upon. By being or applying to be a member of ISOC, you have become an important individual who cares and shares the responsibilities regardless of our origin, nationality, race, color, language, or social status.

Our heartiest congratulations, and we are proud of you not only as a brother / sister, but also as a member of this organization and we want you to be proud of ISOC accomplishments through the years. Together we can even do more by working hand in hand to do what is right and forbid what is wrong.

WASSALAM ALAIKUM WA RAHMATULLA

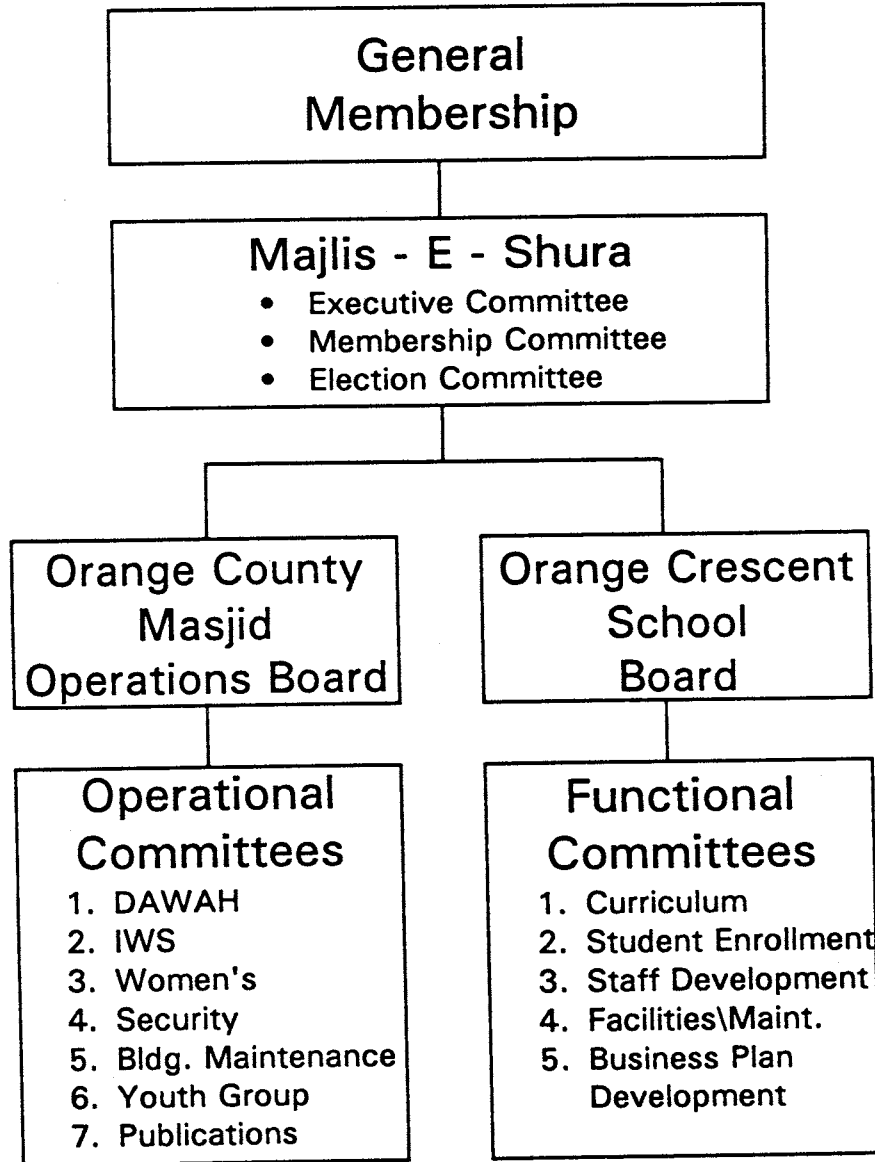


Saghir Aslam
President of ISOC



A. Najjar
Chairman of Trustee

Organizational Structure



PREAMBLE

WHEREAS the mandate of Allah (the one true God) is universal and eternal, and applies to every sphere of human conduct and life;

WHEREAS Islam is a complete code of life suitable for all people and all times;

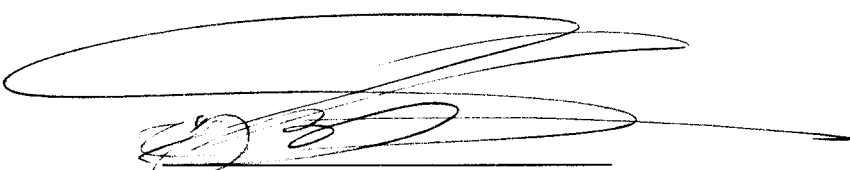
WHEREAS every individual has his own personal dignity;

WHEREAS all capabilities (individual and collective), and all powers are a trust to be discharged within the terms laid down by the Shariah (Islamic Law governing all aspects of human life);

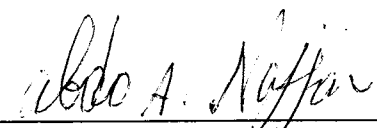
WHEREAS the prime values of an Islamic organization are:

- o Total submission to Allah alone.
- o Promoting what is right (Maruf) and forbidding what is wrong (Munker).
- o Freedom governed by responsibility and discipline.
- o Justice tempered with mercy.
- o Equality strengthened by brotherhood.
- o Unity in diversity.
- o Shura (consultation) as the governing principle for decision making, policy formulation, and exercise of authority.

NOW, THEREFORE, Members of the ISOC adopt these Restated By-laws and commit themselves and ISOC to the above mentioned values and to a covenant to do their utmost to faithfully discharge their duties in accordance with them. And Allah is their witness.



Saghir Aslam, President
ISOC, Board of Directors



Abdo Najjar, Chairman
ISOC, Board of Trustees

**ISLAMIC SOCIETY OF ORANGE COUNTY
GARDEN GROVE, CA**

**SPECIAL GENERAL BODY MEETING
NOVEMBER 6, 1994
ISOC CONFERENCE HALL**

ASSALAMU-ALAIKUM

MINUTES:

We were unable to start the meeting at 11:00 a.m. due to lack of quorum. At 11:30 a.m. quorum count was conducted again with the help of

Br. Moasa Mohammed {Ho, Minhduc)

Br. Nayyer Alam

Br. Mir Hassan Ali

Sr. Yosra Bundakji

At 11:35 the quorum confirmation was declared by the Secretary Mohammed Asifuddin and the President (Br. Saghir Aslam) was asked to start the proceedings of the special meeting called by him.

The meeting officially started at 11:40 a.m. with dua by Br. Muzammil Siddiqi. Br. Saghir Aslam welcomed the members and thanked every one for their support and cooperation. He recognized the hard and devoted work of the By-laws committee. The By-laws committee worked consistently with the Community for 15 months to come up with this official 9th draft. The Restated By-laws are the end product of the Community input.

Br. Saghir Aslam introduced Br. Azam Quraishi, the Chairperson of the By-laws committee, and requested him to present the Restated By-laws.

Br. Azam Quraishi explained the Restated By-laws. He claimed that the Restated By-laws is a more workable document with flexibility of improvements when needed. He then requested the membership to accept it as a whole or reject it.

Floor was open for discussions. Br. Zamin Farooki explained how the new By-laws will protect the land and the assets of ISOC and also OCS. The Majlis-e-Shura (Board of Directors) will be prohibited from declaring bankruptcy. The Masjid will not be closed for any reason other than natural disasters.

The funds will not be misused to pay attorney fees,... The funds are the amana of the community.

Br. Habib Malik made a motion to close the discussion at this point. The motion was seconded by several brothers and sisters:

Br. Mohammed Iqbal Memon
Br. Habibullah Khan
Br. Waheed Siddiqui

Voting was conducted by the count of hand.

Volunteers to help count the vote were:

Br. Moasa Mohammed
Br. Nayyer Alam
Br. Mir Hassan Ali
Sr. Miraj Hussain
Sr. Zubeda Sheikh

COUNT:	Yes	No
	234	2

The second phase of the meeting started at 12:25 p.m. to elect members of Majlis-e-Shura.

Several brothers asked how the members were nominated. Br. Saghir Aslam stated that the nominations were made through community input.

Br. Saghir Aslam introduced all the candidates and requested the membership to accept them or reject them. If some candidates are rejected, their seats will be left vacant till June 1995.

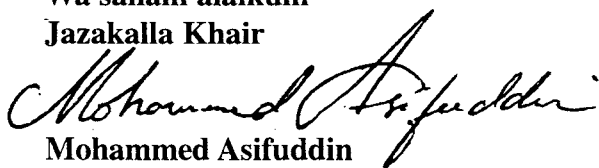
At this time (12:50 p.m.) the total count with proxies was 277. Members were requested to drop their completed ballots in the 2 sealed ballot boxes. The meeting ended at 1:00 p.m. with dua by Br. Muzammil Siddiqi.

Note: Ballot count was conducted at 3:00 p.m with the volunteer help of:

Br. Ismail Gosla
Br. Tasneem Ahmed Shariff
Br. Hameed Farooqui
Br. Usman Vohra
Br. Wiam Azhak

All the nominated candidates were elected.

Wa sallam alaikum
Jazakalla Khair


Mohammed Asifuddin
Secretary, ISOC

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ
الجمعية الإسلامية لأورانج كاونتي - كاليفورنيا

The Islamic Society of Orange County

Garden Grove, California

(714) 531-1722 / (714) 531-4840 / (714) 531-8634

October 7, 1994

Dear Member:

Assalamu Alaikum. In June 1993, the current Board of Directors assumed responsibility for management of ISOC after a settlement agreement was signed by parties to several lawsuits pending at that time. In response to the membership comments and desires the Board of Directors appointed a By-laws Committee in late 1993 to review ISOC By-laws and propose changes, if necessary, to the By-laws for the membership approval.

The enclosed Restated Bylaws are the result of the committee's efforts and the community's input over the last 12 months. The Restated By-laws represent significant improvement over the existing By-laws in the areas of protection of the society's assets, community cooperation and unity, members' rights, accountability of the elected representatives, and stability and effectiveness of ISOC operations.

Increased Protection of Assets

The proposed Restated By-laws provide increased protection of the society's assets by:

1. Requiring placement of the assets in a WAQF that would dedicate (in perpetuity) ISOC property to the implied ownership of Allah for use in a manner recognized by Islamic law as religious, pious or charitable. No such provisions exist in the present By-laws.
2. Prohibiting the Majlis-e-Shura (Board of Directors) from declaring bankruptcy due to financial crisis without the approval of membership. An attempt was made to declare bankruptcy in 1992 under the guise of financial hardship because the present By-laws do not prohibit such an action.

Improved Community Cooperation and Unity

The Restated By-laws propose a single governing entity called Majlis-e-Shura (legal Board of Directors for ISOC) in place of two existing entities i.e. Board of Trustees and Board of Directors, and increased community participation at the policy level by increasing the number of elected representatives from 12 to 17. This change will promote community cooperation and unity by:

1. Eliminating the confusion about authority and policy conflicts that are inherent in the existing multiple entities governance.

2. Providing broader community participation at policy level on an equal basis.
3. Facilitating consensus decision by requiring 75% (13 out of 17) quorum and two-thirds majority vote (12 out of 17) for Majlis-e-Shura's actions. Present By-laws require simple majority (4 out of 7) both for quorum and approval of Board's actions.

Eliminating direct election of the officers of the society, but still maintaining members' right to elect Majlis-e-Shura members.

Increased Members' Rights

The proposed Restated By-laws increase members rights compared to the existing By-laws by:

1. Eliminating the Majlis-e-Shura (Board of Directors) authority to change By-laws without membership approval. Present By-laws allow changes without members approval.
2. Prohibiting the Majlis-e-Shura (Board of Directors) from closing the Masjid for prayers without prior membership approval. Masjid was closed in 1992 because no such provision exists in the present By-laws.
3. Empowering members to replace Majlis-e-Shura members during a financial crisis, if Majlis-e-Shura fails to put forward a plan to resolve financial crisis. Present By-laws lack such a provision.

Increased Accountability of Elected Representatives

The proposed Restated By-laws make Majlis-e-Shura members more accountable to members than the existing Board of Trustees or Board of Directors by:

1. Eliminating back-room politics by having Majlis-e-Shura members vote only by show of hands in meetings that are open to members.
2. Eliminating fixed terms for officers of the society. The proposed Restated By-laws allow annual review of officers' election by the Majlis-e-Shura. Such a provision does not exist in the present By-laws.
3. Providing mechanism for suspending a Majlis-e-Shura member's voting rights if he/she is intentionally ignoring responsibilities of the office. Present By-laws do not have such provisions.

Increased Stability and Effectiveness of Operations

The proposed Restated By-laws separate policy making (Majlis-e-Shura) from operations of the Masjid and Orange Crescent School. The two operating entities will be managed by operations boards, each headed by a member of the Majlis-e-Shura elected by the general membership. The representation on these boards will be by brothers and sisters who are chairpersons of significant

functional committees such as Islamic Weekend School, Women's Committee, Security Committee... etc. and who donate their evenings, Fridays, and weekends to provide many of the services that the society offers.

Under the proposed Restated By-laws, appointments for chairpersons of these committees will be made by the elected representatives (Majlis-e-Shura) as is done now by the Board of Directors, but their contributions will be recognized more by giving them more functional freedom within the policy established by the Majlis-e-Shura. This will increase stability and effectiveness of the Masjid and OCS operation due to:

1. More stable policy direction from Majlis-e-Shura due to four year turn over rate as compared to two years in the existing Board of Directors.
2. Assignment of single source responsibility of a functional committee as compared to the existing system of having a committee chairperson and a Board Coordinator share that responsibility.
3. Greater coordination between functional committees due to organizational structure and communication mechanism provided under the proposed Restated By-laws that does not exist under the present By-laws.

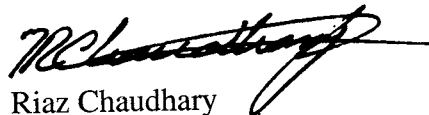
During preparation of these By-laws, the By-laws Committee has held several community and focused group meetings to seek your input. As a result, these By-laws are representatives of a broad cross-section of opinions and were agreed upon unanimously by the By-laws Committee. The Board of Directors approved these By-laws unanimously in a meeting held on September 25, 1994. The Board of Trustees held a meeting on October 4, 1994 in which three Trustees (quorum) were present and they approved the By-laws unanimously.

Now, therefore, the By-laws Committee, Board of Directors, and Board of Trustees present these By laws for your approval in a special members meeting being called on November 6, 1994 on the premises of the society. The meeting agenda along with time and other information will be mailed to you 10 days before the special meeting date.

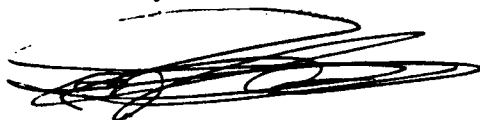
Wa Salaatn,



Azam Qureshi
Chairman, By-laws Committee



Riaz Chaudhary
Board Coordinator, By-laws Committee



Saghir Aslam, President
Board of Directors



Abdo Najjar, Chairman
Board of Trustee



Asif-Ud-Din, Secretary
Board of Directors

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ARTICLE I: NAME

The name of the organization shall be "The Islamic Society of Orange County", a non-profit organization hereinafter referred to as *ISOC* or *the Society*.

ARTICLE II: OBJECT AND PURPOSE

The purpose of ISOC, as stated in the Articles of Incorporation, is:

1. To carry out religious, charitable, and educational activities in conformity with the religion of Islam.
2. To establish what is necessary, suitable, and proper for the accomplishment or attainment of these objectives, including, but not limiting the generality of the foregoing:
 - To conduct religious services and prayers; to teach, lecture and disseminate the faith among Muslims and non-Muslims.
 - To establish a Masjid, educational institutions, library, Islamic Center and permanent meeting places.
 - To accept donations, gifts, bequests and endorsements for specific or general purposes in attainment of any or all of these objectives.
 - To distribute grants for charitable purposes to individuals and organizations.
 - To help promote a better understanding of Islam.
 - To open bank accounts, mortgages, borrow or lend money.
 - To buy, sell, lease, rent, mortgage and trade-in property both real and personal without involving in "Riba" (interest).
 - To do any act which should at any time appear conducive to or expedient for the enhancement and benefit of the Society.

The Society also has such powers which are now granted or may hereafter be granted by the California Non-Profit Religious Corporation Law.

ARTICLE III: DEFINITIONS

SECTION 3.1: MUSLIM

For the purpose of these By-laws, a Muslim is a person:

1. who believes in Allah (the one true God), and Prophet Muhammed (peace be upon him) as the messenger of Allah to whom the Holy Quran was revealed;
2. who believes that Prophet Muhammed (peace be upon him) son of Abdullah of Mekkah, Arabia is the last and final Prophet and Messenger of Allah; and
3. who accepts the Holy Quran and Sunnah (traditions of the Prophet's words and deeds) as the basis of binding guidance and authority in life.

SECTION 3.2: CONFORMITY TO ISLAM

All acts (explicit or implied) of the Society shall be in conformity with the Shariah, the basic sources of which are the Holy Quran and the Sunnah. In case of a difference of opinion, the Society shall through its Majlis-e-Shura obtain the opinion of its Religious Director who may obtain the opinions of other renowned and recognized Islamic scholars before giving a ruling on the matter.

SECTION 3.3: MATHEMATICAL CALCULATION

Whenever mathematical calculations for determining quorum or counting votes result in a fraction, the fraction shall be rounded upward to a whole number. For example, two-thirds ($2/3$) of seventeen (17) shall be twelve (12) instead of eleven (11).

SECTION 3.4: FAMILY

For the purposes of these By-laws, the term "family" shall mean extended family including husband and wife, and children, grandchildren, parents, grandparents, brothers, sisters, brothers-in-law, sisters-in-law, nephews, and nieces of both the husband and wife.

SECTION 3.5: DAYS

Unless stated otherwise in these By-laws, the term "days" shall mean calendar days.

ARTICLE IV: OFFICES

The principal office of the Society in the State of California shall be located at 9752 W. 13th Street, in the City of Garden Grove in Orange County. The Society may have other offices within Orange County in the State of California which will be determined by the Executive Committee of Majlis-e-Shura as the affairs of the Society may require from time to time, provided such actions are approved by the Society's Majlis-e-Shura.

ARTICLE V: MEMBERSHIP

SECTION 5.1: CATEGORIES OF MEMBERSHIP

The Society shall have two (2) categories of membership. The designation and the qualifications of such categories shall be as described below.

- A. **ACTIVE MEMBERS:** All Muslims shall be eligible to become Active Members provided they file an Application for Membership form and meet the following particular qualifications and requirements:
1. Believe in the tenets of Islam, and attest to such belief in the Application for Membership.
 2. Be a permanent resident ("Green Card" holder) of U.S.A. or a citizen of U.S.A.
 3. Accept the Society's values as stated in the Preamble and in Article II of these By-laws.
 4. Read and understand the By-laws of the Society, and agree to abide by them.
 5. Agree to binding arbitration in case of disagreements/disputes with the Society, or with other members of the Society as articulated in Attachment "A" to these By-laws.
- B. **VOTING MEMBERS:** Any Active Member shall be eligible to become a Voting Member provided the Active Member meets the following particular qualifications and requirements:
1. Be of legal age (18 years)
 2. Has been a paid Active Member in good standing for at least twenty-four (24) consecutive months prior to the voting date.
 3. Has not been delinquent on membership dues for more than twelve (12) months prior to the voting date, and brings any delinquency of twelve (12) months or less to a current state by paying a minimum of one year's dues on or before the voting date.
 4. Has been admitted as a Voting Member by an affirmative vote of the simple majority of the Membership Committee present in a regular or a special meeting.
 5. Becomes a Voting Member by default through no action by the Membership Committee within sixty (60) days prior to the date on which the Active Member becomes eligible to be a Voting Member.

Active Members who are denied voting membership by the Membership Committee must be informed in writing of the reasons for denial at least thirty (30) days prior to the date on which these members become eligible to be Voting Members.

SECTION 5.2: APPLICATION FOR MEMBERSHIP

All applications for membership shall be made in writing to the Society on Application for Membership forms furnished for that purpose. These application forms must be witnessed by two Voting Members of the Society who must testify to the good moral conduct/character of the applicant. All application forms shall be submitted to the Membership Committee for approval.

SECTION 5.3: ADMISSION TO ACTIVE MEMBERSHIP

Active membership in the Society shall begin from the date of receipt of the Application for Membership form by the Membership Committee. The Membership Committee shall have ninety (90) days from the date of receipt of the application to deny membership for cause, and inform the applicant of such denial in writing. A two-thirds majority vote of the Membership Committee members present at a duly convened regular or special meeting shall be required to deny membership.

SECTION 5.4: RATIFICATION OF MEMBERSHIP COMMITTEE ACTIONS

Membership Committee actions denying Active or Voting Membership shall be referred to Majlis-e-Shura for ratification within thirty (30) days of the Committee's action. If the Committee fails to bring the matter to Majlis-e-Shura within thirty (30) days or if Majlis-e-Shura fails to ratify the Committee's action within ninety (90) days of the Committee's action, then the committee's action shall be null and void.

SECTION 5.5: MEMBERSHIP DUES

The Majlis-e-Shura, at the recommendation of its Executive Committee, shall determine from time to time the amount of initiation fee, if any, and the annual membership dues payable to the Society by its members. Dues shall be payable to the Society annually or in another manner as determined by the Executive Committee and approved by the Majlis-e-Shura.

SECTION 5.6: VOTING RIGHTS

Each Voting Member shall be entitled to one (1) vote on each matter submitted to a vote, provided the Voting Member is current on payment of membership dues.

SECTION 5.7: SUSPENSION/TERMINATION OF MEMBERSHIP

The Majlis-e-Shura, after an appropriate hearing and by a minimum of three-fourths (3/4) majority vote of its Voting Members, may suspend or terminate membership if it finds that a member is in violation of Islamic principles, or is in violation of the By-laws of the Society, or has exhibited

conduct unbecoming of a member or conduct which is detrimental to the well-being of the Society. Suspension or termination may occur at any duly convened meeting of the Majlis-e-Shura, provided that a statement of charges against the member was sent by registered mail to the member's address as it appears on the books of the Society at least thirty (30) days before the final termination action is taken. This statement shall be accompanied by a notice of the date, time, and place of the meeting of the Majlis-e-Shura where the charges will be considered and shall also state that the member will have the opportunity to appear in person and present any defense to such charges before final termination action is taken.

SECTION 5.8: RESIGNATION

Any member may resign by filing a written resignation with the Chairman of the Membership Committee. However, such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges which have accrued and remain unpaid.

SECTION 5.9: TRANSFER OF MEMBERSHIP

Membership in the Society is not transferable and is not assignable.

SECTION 5.10: SUSPENSION OF MEMBERSHIP PRIVILEGES

Any member who does not pay membership dues within twelve (12) months of the due date shall have the membership privileges suspended, and shall not be considered as an Active or Voting Member. Membership privileges may be reinstated only upon full payment of the dues within twenty-four (24) months of the due date and prior to the automatic termination of membership per **SECTION 5.11**.

SECTION 5.11: AUTOMATIC TERMINATION

Membership shall be automatically terminated if a member is in default of payment of the membership dues for a period of more than twenty-four (24) months.

SECTION 5.12: STATUS OF EXISTING MEMBERS

All existing Members as of the date of the approval of these By-laws shall be processed as follows:

1. All existing Members, including Life Members (former), shall be given six (6) months from the date of the adoption of these By-laws to sign an arbitration agreement. If such existing Members fail to sign the arbitration agreement within six (6) months of the adoption of these By-laws then their membership in the Society shall be terminated.
2. Former Life Members (who have signed the arbitration agreement) shall become Voting Members and be given credit for membership dues until January 01, 2000.
3. All existing Members shall be assigned either Active or Voting Member status by the Membership Committee per the membership criteria in **SECTION 5.1**.

ARTICLE VI: MEETINGS OF MEMBERS

SECTION 6.1: ANNUAL MEETING

An annual meeting of the members shall be held on the premises of the principal office of the Society on the first Sunday in the month of June. The purpose of the annual meeting is to act on the Majlis-e-Shura Annual Report and Financial Report, and to transact any other business that may come before the meeting.

Both Active and Voting Members attending the Annual Meeting shall be eligible to participate in the discussion of the Annual and Financial Reports and shall vote for their approval by show of hands. However, only Voting Members shall have the right to present a motion or a resolution that may be binding on the Majlis-e-Shura. Voting on such a motion or resolution shall be by secret ballot by voting members only.

SECTION 6.2: SPECIAL MEETINGS

Special meetings of the Voting Members may be called by:

1. The Chairman of the Majlis-e-Shura with approval of the Majlis-e-Shura; or
2. The Executive Committee of the Majlis-e-Shura; or
3. Submission of a written petition to the Chairman of the Majlis-e-Shura by not less than twenty percent (20%) of the Voting Members. The Chairman of the Majlis-e-Shura shall have 10-days from the date of receipt of the petition (by the chairman or another authorized agent of ISOC) to check the membership status and signatures of persons signing the petition to determine and declare whether the petition is valid. If a valid petition requesting a special meeting is submitted, the Chairman of Majlis-e-Shura shall call the meeting within fifteen (15) days of declaring the petition valid, irrespective of whether the Executive Committee or Majlis-e-Shura approves or disapproves of such a meeting. If the petition is declared invalid, the Chairman shall inform the persons signing the petition in writing of the reasons for such determination within fifteen (15) days of making the determination.

SECTION 6.3: PLACE OF MEETINGS

The Chairman of Majlis-e-Shura, with approval of the Majlis-e-Shura, may designate any place within Orange County in the State of California as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be on the premises of the principal office of the Society in Orange County in the State of California. However, if all of the voting members shall meet at any time and place within Orange County in the State of California, and members consent to holding a meeting, then such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

SECTION 6.4: NOTICE OF MEETINGS

Written notice stating the purpose, place, day, and hour shall be delivered by mail to each member eligible to attend the meeting, not less than ten (10) or more than thirty (30) days before the date of the meeting. In addition, this notice along with the meeting agenda shall be posted in a prominent place on the premises of the principal office of the Society at least one week prior to the meeting. The notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the member as it appears on the records of the Society with first class postage prepaid.

SECTION 6.5: QUORUM

The presence of thirty percent (30%) of the members eligible to attend a meeting shall constitute a quorum for the transaction of business at a meeting of the members at which actions/resolutions can be approved by a majority (more than 50%) of the members present at the meeting. For special meetings in which actions/resolutions can only be approved by a majority (specifically stated in the By-laws) of ALL voting members, the quorum requirement shall be equal to the majority required to approve such action/resolution.

If a quorum is not present at the commencement of the annual meeting, then the meeting may still be held with the approval of a majority of the members present. Only Majlis-e-Shura's Annual and Financial Reports shall be reviewed and approved at such a meeting.

If a quorum is not present at the commencement of any special meeting of Voting Members, another special meeting may be called within thirty (30) days. If a quorum is not present again at the commencement of the second attempt to convene the special meeting, then another special meeting may be called within the next thirty (30) days. If a quorum is not present at the commencement of the third attempt to convene the special meeting, then the special meeting may be held with the approval of a majority of the Voting Members present to discuss and decide upon only the agenda items that require approval only by a majority (more than 50%) vote of the voting members present at a meeting, and that were mailed to the voting members with first notice of the special meeting. The decision whether to call the second and third meetings shall be that of the initiator of the first special meeting. Under no circumstance shall the quorum requirements for actions/resolutions requiring approval by a majority of ALL voting members be waived.

If there is a quorum at the commencement of the meeting and not at a later stage of the meeting, then the meeting shall continue until any attending member objects to the lack of a quorum. Once an objection is raised and if the quorum is not present, the meeting shall be adjourned or matters set for vote shall be deferred until the next meeting.

SECTION 6.6: PROXIES, CUMULATIVE VOTING

There shall be no voting by proxy except a husband or wife may vote on behalf of his or her spouse, provided both are Voting Members and one of them has proper written authorization to vote on behalf of the other. At any meeting of Voting Members, each Voting Member shall be entitled to vote once for each matter put to vote. There shall be no cumulative voting.

Except when stated otherwise in these By-laws, resolutions presented at an Annual or special meeting shall be approved by a majority vote of the voting members present at a duly convened meeting.

SECTION 6.7: METHOD OF VOTING

Unless specifically mentioned otherwise in these By-laws, all voting by the Voting Members shall be by secret ballot.

ARTICLE VII: THE MAJLIS-E-SHURA

SECTION 7.1: GENERAL

The Majlis-e-Shura shall act as the Board of Directors of ISOC and shall be accountable to the members of the Society. All policy-making shall be exercised by and be under the direction of the Majlis-e-Shura. It may also make rules and regulations which are consistent with law, with the Articles of Incorporation of ISOC, and with these By-laws as it may deem best for the Society.

SECTION 7.2: NUMBER & ELIGIBILITY

There shall be seventeen (17) members of the Majlis-e-Shura. Membership eligibility criteria for the Majlis-e-Shura shall include:

1. Sidq and Amanah (known in the community for truth and trustworthiness) including a code of conduct that emphasizes respect for others while providing leadership by own example.
2. Voting Membership in the Society for at least three (3) consecutive years.
3. Service as voting member in the Orange County Masjid (OCM) Operations Board, the Orange Crescent School (OCS) Board or any significant operational committees described in Article X, Section 10.2. for at least two (2) years. Two (2) years service in any former Board of Directors, Board of Trustees or Board of Education may be substituted for this requirement.
4. Compliance with the By-laws of the Society.
5. Physical, mental and emotional fitness to discharge the obligations of the office with a high level of commitment and enthusiasm.
6. Demonstrated fund raising ability to achieve the Society's goals.

Two or more members of the same family shall not be members of the Majlis-e-Shura at the same time.

SECTION 7.3: ELECTION AND TERM OF OFFICE

Election of the members of the Majlis-e-Shura shall be conducted yearly as specified in **ARTICLE XII** whereby four (4) members shall be elected each of three (3) consecutive years and five (5) members shall be elected every fourth year, for a term of four (4) years. Each member of the Majlis-e-Shura shall hold office until a successor has been elected and installed. Installation of new Majlis-e-Shura members shall be completed by June 30 of each year.

Each year, in the first meeting of the Majlis-e-Shura following the general election, the members of the Majlis-e-Shura shall elect among themselves an Executive Committee of the Majlis-e-Shura comprising of the following:

- Chairman
- Vice-Chairman
- Secretary
- Financial Officer
- President, Orange County Masjid (OCM) Operations Board
- President, Orange Crescent School (OCS) Board

Members of the Executive Committee shall act as officers of the corporation. A person may not hold two or more offices at the same time.

The initial members of Majlis-e-Shura shall be those named in Attachment B to these By-laws. Attachment B lists the names of the seventeen (17) members and the scheduled expiration dates of their Majlis-e-Shura service. The initial Majlis-e-Shura members shall assume office on January 1, 1995, which is the effective date of these By-laws.

Membership in the Majlis-e-Shura is limited to one 4-year term. However, a former Majlis-e-Shura member may be re-elected to another term after two or more years have passed.

SECTION 7.4: RESPONSIBILITIES OF THE MAJLIS-E-SHURA

The Majlis-e-Shura shall:

1. Take steps that are necessary to place all ISOC real estate assets in an Islamic Waqf. Said Waqf shall be organized and established such that all assets are held in a permanent trust in perpetuity in accordance with the Waqf guidelines described in Attachment C to these By-laws.
2. Elect, and remove from office, if necessary, the members of the Executive Committee of the Majlis-e-Shura.
3. Approve the annual budgets of the OCM Operations Board and the OCS Board upon submittal by the Executive Committee.
4. Approve the appointment or termination of the services of the Religious Director of ISOC.

5. Decide on the termination of membership of any member of the Society.
6. Ratify or reject the denial of membership (both Active and Voting) by the Society's Membership Committee.
7. Approve appointments of members of the OCM Operations Board and the OCS Board upon submittal by the Executive Committee.
8. Raise funds for capital improvement projects, operation of the Masjid and Orange Crescent School, or any other sub-organization that ISOC may establish within the limits of these By-laws and the laws of the State of California.
9. Have the right to overrule any decisions/actions of the Executive committee of Majlis-e-Shura, the OCM Operations Board and the OCS Board within thirty (30) days from the date of receipt of the meeting minutes and/or resolutions regarding those decisions/actions.

SECTION 7.5: EX-OFFICIO MEMBERS OF MAJLIS-E-SHURA

1. Religious Director of the ISOC shall be an ex-officio member of the Majlis-e-Shura.
2. By unanimous vote, the Majlis-e-Shura may appoint additional ex-officio members to the Majlis-e-Shura for a maximum term of four (4) years in recognition of the services of individuals who have generously contributed to the welfare of Muslims and have rendered valuable services to the cause of Islam, or who have performed an outstanding service to the progress of ISOC.
3. Ex-officio members may attend all meetings of the Majlis-e-Shura, but shall not make motions or vote, nor shall they be required to fulfill the responsibilities of the Majlis-e-Shura described in **ARTICLE VII, SECTION 7.4**. All such appointments made during the year shall be announced by the Chairman of the Majlis-e-Shura at the annual membership meeting.

SECTION 7.6: REGULAR AND SPECIAL MEETINGS OF THE MAJLIS-E-SHURA

1. Regular meetings of the Majlis-e-Shura shall be held at least once every three (3) months, preferably on the second Sunday of June, September, December, and March. Special meetings of the Majlis-e-Shura may be called at any time by the Chairman of the Majlis-e-Shura, or any other five (5) members of the Majlis-e-Shura, or at the request of the Executive Committee or the OCM Operations Board, or the OCS Board. The Chairman shall preside over all meetings of the Majlis-e-Shura. The Secretary shall keep the records and minutes of all meetings of the Majlis-e-Shura.
2. In all cases, the Majlis-e-Shura shall vote by a show of hands and not by a secret ballot. There shall be no proxy votes.
3. Members of the Society may attend and observe the meetings of the Majlis-e-Shura.
4. Except when stated otherwise in these By-laws, the Majlis-e-Shura motions/actions shall be approved by two-thirds (2/3) of its voting members.

SECTION 7.7: QUORUM OF MAJLIS-E-SHURA

The presence of three-fourths (3/4) of the Voting Members of the Majlis-e-Shura shall constitute a quorum. The quorum requirement must be met for the transaction of business at any regularly scheduled or special Majlis-e-Shura meeting.

SECTION 7.8: TERMINATION OF MEMBERSHIP IN MAJLIS-E-SHURA

A member of the Majlis-e-Shura shall cease to be its member for any of the following reasons:

1. Suspension/termination of Membership in the Society per **ARTICLE V, SECTION 5.7** of these By-laws, or if the Majlis-e-Shura member ceases to be a Voting Member of the Society.
2. Failure to attend three (3) consecutive meetings of the Majlis-e-Shura without prior notice of due cause acceptable to the Majlis-e-Shura.
3. Removal from office by two-thirds (2/3) majority vote of Voting Members present in a duly convened special meeting of the Voting Members of the Society.

SECTION 7.9: VACANCY

A vacancy in the Majlis-e-Shura caused by death, resignation, disability, or removal of a Member shall be filled at the next regularly scheduled annual election. The person so elected shall serve only for the remaining duration of term of the Member whose seat became vacant.

SECTION 7.10: RENUMERATION, COMPENSATION, WAGES, ETC.

No elected Member of the Majlis-e-Shura shall be paid remuneration, compensation, or wages for his or her services to the Society.

SECTION 7.11: STANDING COMMITTEES

Majlis-e-Shura shall have three (3) permanent standing committees as follows:

1. Executive Committee
2. Membership Committee
3. Election Committee

The Majlis-e-Shura, by resolution adopted by a formal vote, may designate one or more additional committees for facilities planning, capital improvements, external relations, liaison/cooperation with other Islamic organizations, and for other purposes that are not in conflict with the responsibilities of the OCM Operations Board and the OCS Board.

SECTION 7.12: FUND RAISING OBLIGATION

As part of the annual budgets, the Executive Committee shall identify a fund raising/contribution target for the Majlis-e-Shura. Once approved by the Majlis-e-Shura, the fundraising/contribution target shall become an obligation upon the members of Majlis-e-Shura.

SECTION 7.13: CODE OF CONDUCT

The Majlis-e-Shura in consultation with the Religious Director shall develop and maintain a written code of conduct for the Majlis-e-Shura members. The code of conduct shall be based on the essential characteristics of individuals and organizations as enunciated in the Qur'an and Sunnah. The code of conduct shall include, but may not be limited, to the following characteristics:

1. *Kindness (Ihsan)*
2. *Goodness (Hasanat)*
3. *Patience and Perseverance (Sabr)*
4. *Forgiveness (Afw)*
5. *Tolerance (Samahah)*
6. *Humility (Tawadu')*
7. *Equity and Justice (Qist and 'Adl)*
8. *Equality of all People (Musawah)*
9. *Trust and Keeping of Promises ('Amanah and Ifa' al-'ahd)*
10. *Truthfulness (Sidq).*

ARTICLE VIII: EXECUTIVE COMMITTEE

SECTION 8.1: STRUCTURE

The Executive Committee shall comprise of the six (6) officers of ISOC as follows:

1. Chairman of Majlis-e-Shura
2. Vice-Chairman of Majlis-e-Shura
3. Secretary of Majlis-e-Shura
4. Financial officer of Majlis-e-Shura
5. President of Orange County Masjid (OCM) Operations Board
6. President of Orange Crescent School (OCS) Board

SECTION 8.2: ELECTION AND TERM OF OFFICE

The Executive Committee shall be elected per **ARTICLE VII, SECTION 7.3** of these By-laws. The Executive Committee members shall serve for a term of one (1) year or until their successors are elected and installed.

SECTION 8.3: RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall:

1. Review all items to be presented to the Majlis-e-Shura and make recommendations to the Majlis-e-Shura for action on those items. The committee shall have a maximum of forty-five (45) days, from the date it received an item, to complete its review. Every item submitted to the committee must be placed on the agenda of the first regularly scheduled or special meeting of Majlis-e-Shura to be held after the forty-five (45) days review period for that item.
2. Manage, in the manner approved by the Majlis-e-Shura, all capital improvement funds and property, real and personal, received, acquired, or earned by ISOC; but shall have no power to sell, exchange, mortgage, lease, pledge, transfer, or dispose of in any other manner any property of the Society without a specific vote of the Voting Members of the society authorizing such action.
3. Buy or acquire in any other manner real estate or other property for the Society with the approval of Majlis-e-Shura.
4. Maintain in a manner approved by the Majlis-e-Shura, accounts for capital improvement projects or any other special projects that add to the fixed assets of the society.

5. Prepare the capital improvement budget on an annual basis and obtain approval of that budget from Majlis-e-Shura.
6. Implement capital improvement projects in accordance with the budget and expenditure plan after approval by the Majlis-e-Shura.
7. Hire or terminate the ISOC Religious Director upon approval of the Majlis-e-Shura.
8. Recommend the membership initiation fees and annual dues payable to ISOC by its members and submit to Majlis-e-Shura for approval.
9. Review the annual operation budgets prepared by the OCM Operations Board and the OCS Board, and present those budgets to the Majlis-e-Shura for approval.
11. Perform such other duties as prescribed from time to time by the Majlis-e-Shura within the framework of these By-laws.

SECTION 8.4: MEETINGS

1. The Executive Committee shall hold regular meetings at least once a month at such time and place as may be designated by resolution of the Committee. Unless exceptional circumstances warrant, such meetings shall be held at the principal office of ISOC.
2. A quorum shall consist of four (4) Executive Committee members. Also, the minimum number of votes required to approve a resolution/action shall be four (4).
3. The Secretary shall prepare Minutes for each Executive Committee meeting and shall distribute such minutes to each committee member at the next Committee meeting for review and approval. A copy of the meeting minutes including all resolutions shall be mailed to each member of the Majlis-e-Shura within ten (10) days after the meeting is held.
4. The Secretary shall keep a complete set of the meeting minutes including resolutions in the principal offices of the Society or any other place that is accessible to members.
5. The Chairman of the Majlis-e-Shura shall preside over all meetings of the Executive Committee. In the Chairman's absence, the Vice-Chairman shall preside over the Executive Committee meetings.

SECTION 8.5: ACTION BY CONSENT

In case of an emergency, action may be taken by the Executive Committee members without a meeting if ALL Committee members sign a resolution for such an action and the resolution is filed with the Secretary.

SECTION 8.6: VACANCY

A vacancy in the Executive Committee caused by death, resignation, disability, or removal of a Member shall be filled by the Majlis-e-Shura at its next regularly scheduled or special meeting.

SECTION 8.7: CHAIRMAN

The Chairman shall:

1. Act as the executive officer of ISOC and perform such duties as imposed by law, by the Articles of Incorporation, by these By-laws, or as assigned from time to time by the Majlis-e-Shura.
2. Preside over all meetings of the Majlis-e-Shura.
3. Call and preside over all Membership meetings, and be responsible for the agenda of Membership meetings. On behalf of the Majlis-e-Shura, make a report of the general business of the Society at its annual meeting of members.
4. Serve on the Executive Committee and preside over its meetings.
5. Unless stated otherwise in these By-laws, appoint, with approval of the Executive Committee, chairmen of all committees dealing with facilities planning, capital improvements and external relations.
6. At the discretion of the Majlis-e-Shura, serve as spokesman for the Society.
7. Serve as ex-officio member (without vote) of all facilities planning, capital improvements and external relations committees.

SECTION 8.8: VICE-CHAIRMAN

The Vice-Chairman shall :

1. Assume all the duties and powers of the Chairman in his or her absence or disability.
2. Assist the Chairman in the discharge of his or her duties.
3. Serve as Chairman of the Membership Committee.
4. Perform such other duties as assigned from time to time by the Majlis-e-Shura.

SECTION 8.9: SECRETARY

The Secretary shall:

1. Perform such duties as imposed by law, by the Articles of Incorporation, by these By-laws, or as assigned from time to time by the Majlis-e-Shura.
2. Keep minutes of all meetings of the Executive Committee and of the Majlis-e-Shura.
3. Keep minutes and accurate records of the transactions for all business meetings of the members of the Society.
4. Be responsible for keeping attendance records of all Membership, Majlis-e-Shura and Executive Committee meetings, and be the custodian of all the records and documents belonging to the Society, unless otherwise stated in these By-laws.
5. Be responsible for posting notices and notifying ISOC members, Majlis-e-Shura members, and Executive Committee members of all meetings and affairs to be voted upon.
6. Serve as a member of the Membership Committee.

SECTION 8:10 FINANCIAL OFFICER

The Financial Officer shall:

1. Perform such duties as imposed by law, by the Articles of Incorporation, by these By-laws, or as assigned from time to time by the Majlis-e-Shura.
2. Have general charge of the financial records and accounts of the Society and keep and maintain adequate and correct books of accounts showing the receipts and disbursements under the control of the Executive Committee.
3. Cause to be kept and maintained adequate and correct books of accounts showing the receipts and disbursements under the control of the OCM Operations Board and OCS Board.
4. Render financial statements and reports at the annual meeting of members and at such other times as may be requested by the Majlis-e-Shura or the Executive Committee. The annual statement shall be audited and certified as provided in **ARTICLE XIII, SECTION 13.6** of these By-laws.
5. Keep or cause to be kept a complete account of ISOC finances (cash and other assets) on books which shall be and remain property of the Society and which shall be open for inspection at any reasonable time by Members of the Majlis-e-Shura.

6. Receive monthly financial reports from the Presidents of the OCM Operations Board and the OCS Board, and any other entities and affiliates of the ISOC established under these By-laws.
7. Inform the Majlis-e-Shura and the Executive Committee on the finances of ISOC at their regularly scheduled meetings and as otherwise requested.

SECTION 8.11: PRESIDENT, OCM OPERATIONS BOARD

The President of OCM Operations Board shall:

1. Oversee the daily operation of the Masjid and the committees relating to the Masjid operation and internal community relations.
2. Appoint Members of the OCM Operations Board, subject to approval of the Majlis-e-Shura.
3. Hire and terminate OCM employees (except the Religious Director) with the approval of the Executive Committee.
4. Prepare the annual OCM operation budget and submit it to the other Executive Committee members.
5. Prepare and submit OCM capital improvement needs to the Executive Committee.
6. Preside over periodic community meetings.
7. Help in raising funds for OCM operations and capital improvement needs.
8. Appoint OCM Treasurer with approval of the Executive Committee and provide monthly financial report to the Financial Officer of Majlis-e-Shura.
9. Make every effort to promote welfare of the entire ISOC.

SECTION 8.12: PRESIDENT, OCS BOARD

The President of OCS Board shall:

1. Be responsible for overseeing the daily activities and the smooth functioning of the Orange Crescent School.
2. Act as Parent Relations Liaison.
3. Appoint the OCS Board members, subject to approval of the Majlis-e-Shura.
4. Hire and terminate OCS employees with the approval of the Executive Committee.

5. Prepare the annual OCS budget and submit it to the other Executive Committee members.
6. Prepare and submit OCS capital improvement needs to the Executive Committee.
7. Help in raising funds for OCS operations and capital improvement needs.
8. Appoint OCS Treasurer with approval of the Executive Committee and provide monthly financial report to the Financial Officer of the Majlis-e-Shura.
9. Make every effort to promote welfare of the entire ISOC.

SECTION 8:13 PAID STAFF

The Executive Committee may engage the services of paid or donated staff as needed for the smooth functioning of the Society, provided the authorization for expenditure for such services has been obtained from the Majlis-e-Shura as part of the annual budget or by a separate action of the Majlis-e-Shura.

ARTICLE IX: MEMBERSHIP COMMITTEE

SECTION 9.1: STRUCTURE

The Membership Committee shall consist of five (5) members including the Vice-Chairman and the Secretary of the Majlis-e-Shura, and three (3) other Voting Members appointed annually by the Vice-Chairman of the Majlis-e-Shura with approval of the Executive Committee.

SECTION 9.2: RESPONSIBILITIES

1. The Vice-Chairman of Majlis-e-Shura shall act as the Chairman of the Membership Committee.
2. The Membership Committee shall process all Applications for Membership as required under **ARTICLE V** of these By-laws.
3. The Chairman of the Membership Committee shall maintain a membership book of records for the Society showing the Applications for Membership, their date of receipt, and the name/address of each member together with the membership status and category. Book of records shall include payment history of membership dues and date of suspension/termination, if any, of the member.
4. The Chairman of membership committee shall provide, in a timely manner, a copy of all membership records to the Chairman and the Secretary of Majlis-e-Shura.
5. A copy of the membership list shall be kept in the principal offices of the Society or any other place that is accessible to the members of ISOC.
6. All members shall be issued membership certificates/identification cards in accordance with the procedure described in Attachment E to these By-laws.

ARTICLE X: OCM OPERATIONS BOARD

SECTION 10.1: NUMBER AND ELIGIBILITY

The maximum number of the OCM Operations Board members (including the President) shall be nine (9). The eligibility criteria for the Members of the Operations Board (excluding the President) shall include:

1. Voting membership in the Society as defined in **ARTICLE V, SECTION 1**.
2. Physical, mental and emotional fitness to discharge the obligations of the office with a high level of commitment and enthusiasm.

Except for the President of the OCM Operations Board, the members of the Majlis-e-Shura shall not concurrently be members of OCM Operations Board.

SECTION 10.2: APPOINTMENT AND TERM OF OFFICE

1. President of the OCM Operations Board shall annually appoint members of the OCM Operations Board with the approval of the Majlis-e-Shura. Each appointee shall serve as chairman of a significant operational committee for the day to day operation of the Masjid. Currently, the significant operational committees are:
 - a. **DAWAH & RELIGIOUS AFFAIRS COMMITTEE:** Shall be responsible for Dawah programs, conversions to Islam, marriages, cemetery and funeral prayers, and other religious services.
 - b. **ISLAMIC WEEKEND SCHOOL COMMITTEE:** Shall be responsible for efficient operation of the weekend school for children, preparing curricula, prescribing books, programs, and functions for their Islamic education.
 - d. **WOMEN'S COMMITTEE:** Shall be responsible for organizing programs of special interest to Muslim women.
 - e. **SECURITY COMMITTEE:** Shall be responsible for making all security arrangements.
 - f. **BUILDINGS & FACILITIES MAINTENANCE COMMITTEE:** Shall be responsible for the maintenance and upkeep of the buildings/facilities.
 - g. **YOUTH GROUP:** Shall develop, organize and hold programs for youth.
 - h. **PUBLICATION COMMITTEE:** Shall be responsible for publication of the Orange Crescent magazine and other ISOC newsletters/literature.

2. Additions/changes to and deletions from the list of significant operational committees may be made by President of the OCM Operations Board with the approval of the Majlis-e-Shura.
3. The members of the OCM Operations Board shall serve at the discretion of President of the OCM Operations Board and may be removed from office at any time with the approval of the Majlis-e-Shura.

SECTION 10.3: RESPONSIBILITIES

Each member of the OCM Operations Board shall be responsible for:

1. Day to day functions of the assigned operational committee and the success of its programs.
2. Appointing additional members to the designated operational committee subject to the approval of the OCM Operations Board.
3. Supporting the President of the OCM Operations Board in the performance of his or her duties/responsibilities.

SECTION 10.4: OCM TREASURER

1. Be appointed by President of the OCM Operations Board preferably from the active membership with approval of the Executive Committee.
2. Be an ex-officio member of the OCM Operations Board without a vote.
3. Receive and safely keep all money and other property of the Society entrusted to his or her care, and shall disburse the same under the direction of the OCM Operations Board.
4. Provide monthly financial report of the OCM operations to President of the OCM Operations Board.
5. May receive compensation for the services performed, provided such compensation is approved by the Executive Committee.

SECTION 10.5: MEETINGS

1. OCM Operations Board shall hold regular meetings as appropriate at a time and place to be designated by resolution of the Board. Unless exceptional circumstances warrant, such meetings shall be held at the ISOC premises.
2. President of the OCM Operation Board or his designee shall preside over all meetings and keep or cause to be kept notes of significant actions/decisions taken by the Board

and shall distribute such notes to each member at the next Board meeting for review and approval.

3. President of the OCM Operation Board shall keep or cause to be kept a complete set of the Board's meeting notes in the principal offices of the Society or any other place that is accessible to the members.
4. Rules of the Board meetings shall be established by the OCM Operations Board, provided those rules are consistent with these By-laws and the policies adopted by the Majlis-e-Shura.

SECTION 10.6: OPERATIONAL COMMITTEES

The Chairman of each operational Committee may appoint other members of their respective Committee, subject to approval of the OCM Operations Board. All Committee members shall be either Active or Voting Members of the Society. The maximum number of voting members on an operational committee shall be five (5).

Each member of an operational committee shall continue in office until a successor is appointed, unless such member resigns or is removed from such committee by its Chairman or ceases to be either an Active or Voting Member of the Society.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments. Unless otherwise provided in the resolution of the OCM Operations Board, a majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a duly convened meeting shall be the acts of the committee.

Each committee may adopt its own functional rules that are consistent with these By-laws and with rules adopted by the Majlis-e-Shura.

SECTION 10.7: PAID STAFF

President of the OCM Operations Board may engage the services of paid or donated staff as needed for the smooth functioning of the OCM, provided the authorization for expenditure for such services has been obtained from the Majlis-e-Shura as part of the annual budget or by a separate action of the Majlis-e-Shura. The paid staff may complement or replace the operational committees described in **SECTION 10.6** at the discretion of the Executive Committee. Paid or donated staff shall only serve as ex-officio members of the operational committees without a vote.

ARTICLE XI: OCS BOARD

SECTION 11.1: NUMBER AND ELIGIBILITY

The maximum number of OCS Board members (including the President) shall be seven (7). The eligibility criteria for the members of the OCS Board (excluding the President) shall include:

1. Voting membership in the Society as defined in **ARTICLE V, SECTION 5.1**.
2. Physical, mental and emotional fitness to discharge the obligations of the office with a high level of commitment and enthusiasm.
3. Academic background or experience in a professional environment.

Except for President of the OCS Board, the members of the Majlis-e-Shura shall not concurrently be members of the OCS Board.

SECTION 11.2: APPOINTMENT AND TERM OF OFFICE

1. President of the OCS Board shall annually appoint members of the OCS Board with approval of the Majlis-e-Shura. Each appointee shall serve as chairman of a significant functional committee for the day to day management of the Orange Crescent School. Currently, the significant functional committees are:
 1. Curriculum
 2. Student Enrollment
 3. Staff Recruitment/Development
 4. Facilities Maintenance
 5. Business Plan Development
2. Additions/changes to and deletions from the above list of significant functional committees may be made by the President of the OCS Board with approval of the Majlis-e-Shura.
3. The members of the OCS Board shall serve at the discretion of the President of the OCS Board and may be removed from office at any time with the approval of the Majlis-e-Shura.

SECTION 11.3: RESPONSIBILITIES

Each member of the OCS Board shall be responsible for:

1. The success of the assigned functional area.

2. Appointing additional members to the designated functional committee subject to approval of the OCS Board.
3. Supporting President of the OCS Board in the performance of his or her duties/responsibilities.

SECTION 11.4: OCS TREASURER

1. Be appointed by the President of the OCS Board preferably from the active membership with approval of the Executive Committee.
2. Be an ex-officio member of the OCS Board without a vote.
3. Receive and safely keep all money and other property of the Society entrusted to his or her care, and shall disburse the same under the direction of the OCS Board.
4. Provide a monthly financial report of the OCS operations to the OCS Board President.
5. May receive compensation for the services performed, provided such compensation is approved by the Executive Committee.

SECTION 11.5: MEETINGS

1. OCS Board shall hold regular meetings as appropriate at such time and place as may from time to time be designated by resolution of the Board. Unless exceptional circumstances warrant, such meetings shall be held at the OCS premises.
2. President of the OCS Board or his/her designee shall preside over all meetings and keep or cause to be kept notes of significant actions/decisions taken by the Board and shall distribute such notes to each member at the next Board meeting for review and approval.
3. President of the OCS Board shall keep or cause to be kept a complete set of the Board's meeting notes in the principal offices of the Society or any other place that is accessible to the members.
4. Rules of the Board meetings shall be established by the OCS Board, provided those rules are consistent with these By-laws and the policies adopted by the Majlis-e-Shura.

SECTION 11.6: FUNCTIONAL COMMITTEES

The Chairman of each functional committee shall appoint other members of their respective committee, subject to the approval of the OCS Board. All committee members shall be either Active or Voting Members of the Society.

Each member of a functional committee shall continue in office until a successor is appointed, unless such member resigns or is removed from such committee by its Chairman or shall cease to be either an Active or a Voting Member of the Society.

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

Unless otherwise provided by resolution of the OCS Board, a majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a duly convened meeting shall be the acts of the committee.

Each committee may adopt its own functional rules that are consistent with these By-laws and with rules adopted by the Majlis-e-Shura.

SECTION 11.7: PAID STAFF

President of the OCS Board may engage the services of paid or donated staff as needed for the smooth functioning of the OCS, provided the authorization for expenditure for such services has been obtained from the Majlis-e-Shura as part of the annual budget or by a separate action of the Majlis-e-Shura. The paid staff may complement or replace the functional committees described in **SECTION 11.6** at the discretion of the Executive Committee. Paid or donated staff shall only serve as ex-officio members of the operational committees without a vote.

The principal of Orange Crescent School shall be an ex-officio member of the OCS Board without a vote.

ARTICLE XII: GENERAL ELECTION

SECTION 12.1: ELECTION

The Voting Members of the Society shall annually elect members of the Majlis-e-Shura in an election held between the hours of 10:00 a.m. and 3:00 p.m. on the day of the annual membership meeting. The election shall be conducted by the Election Committee.

SECTION 12.2: ELECTION COMMITTEE

1. The Election Committee shall consist of five (5) members including two members of the Majlis-e-Shura and three (3) other Voting Members nominated by the Chairman and approved by the Majlis-e-Shura. If the Chairman fails to nominate the Election Committee members six (6) months before the annual membership meeting, then the Executive Committee may nominate the Election Committee members for approval by the Majlis-e-Shura.
2. The committee members shall appoint one of the two Majlis-e-Shura members as Chairman of the Election Committee.
3. The Election Committee is automatically dissolved fifteen (15) days after election results are announced on the day of the annual membership meeting.

SECTION 12.3: RESPONSIBILITIES OF THE ELECTION COMMITTEE

The Election Committee shall be responsible for:

1. Seeking input from members regarding nominations.
2. Verifying eligibility of nominees before placing their names on the ballot.
3. Placing duly nominated candidates upon the ballot.
4. Publishing the list of nominees together with the election date/time as required by these By-laws.
5. Conducting elections on the day of the annual membership meeting and counting ballots.
6. Announcing the election results on the day of the annual membership meeting.
7. Retaining all records and delivering the same to the Secretary of the Majlis-e-Shura within fifteen (15) days after the annual membership meeting.

SECTION 12.4: NOMINATION AND ELECTION PROCEDURE

1. The Election Committee shall meet no later than ninety (90) days before the annual membership meeting to prepare a slate of candidates for vacancies in the Majlis-e-Shura.
2. The Election Committee shall present the recommended slate to the Majlis-e-Shura for its approval and shall announce and post the names of the approved slate in a prominent area on the premises of the principal offices of the Society forty-five (45) days before the annual membership meeting.
3. Voting Members shall have fifteen (15) days from the date of the scheduled announcement of the Election Committee slate to nominate candidates by filing with the Election Committee (in person or by mail) a Petition for Nomination signed by at least twenty-five (25) Voting Members. A separate nomination petition shall be filed for each candidate. A Voting member shall not sign more than one petition. In the event a voting member signs more than one nomination petition, the validity of each of these petitions shall be considered as if this voting member had not signed any petition. The nominations shall be filed during the specified 15 day nomination period, which begins 45 days before the election, irrespective of whether or not the Election Committee announces its slate on the specified day for the announcement of such slate.
4. The Election Committee shall have seven (7) days from the date of the close of nominations to verify qualifications of the nominees and hold discussions with the nominees in an attempt to put forward a common slate of candidates subject to approval of the Majlis-e-Shura. The Majlis-e-Shura shall not have the right to disapprove the nomination petitions filed by the Voting Members, provided those petitions are valid and the nominees meet the eligibility criteria described in **ARTICLE VII**.
5. The Election Committee shall announce the final slate of candidates at least one week before the election date and post the candidates' names in a prominent area on the premises of the principal offices of the Society.
6. The Election Committee shall solicit written statements from all candidates and mail those to all Voting Members at least seven (7) days before the election date.
7. There shall be no election speeches or debates among candidates or other members of the Society on the day of the annual meeting of members. The election process shall not be an item of discussion in any manner whatsoever at the annual membership meeting.
8. If there are more candidates than vacancies on the Majlis-e-Shura, then an election shall be conducted by setting up polling booths and distributing/casting of secret ballots similar to the state elections. The polling booths and distribution of ballots shall be outside the area of the annual membership meeting.

9. The election shall be conducted in a fair and impartial manner in accordance with the procedures established by the Election Committee and published at least thirty (30) days before the election date. The procedure shall be considered published when a copy of the same is posted in a prominent area on the Society's premises.
10. Each candidate shall have the right to appoint two (2) representatives as observers to the election. These representatives shall have the right to observe and audit the distribution and counting of the ballots.
11. The names of all candidates for Majlis-e-Shura shall be listed alphabetically in the ballot. Names of candidates endorsed by the Majlis-e-Shura shall be identified by an asterisk.
12. The candidates receiving the highest number of votes shall be declared elected to the Majlis-e-Shura. The successful candidates receiving fewer votes shall fill any vacancies of less than four (4) years, with the successful candidate receiving the least number of votes filling the vacancy of shortest duration.

ARTICLE XIII: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 13.1: RECORDS

The corporate records, reports, and seal shall be kept at the Society's principal office.

SECTION 13.2: MINUTES

The Society shall keep a book of minutes of all meetings of the Majlis-e-Shura and of all annual and business meetings of the members, with the time and place of meetings; whether regular or special meeting and, if special, how authorized, the notice given, the names of those present at Majlis-e-Shura's meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

SECTION 13.3: BOOKS OF ACCOUNT

The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 13.4: INSPECTION OF RECORDS BY MAJLIS-E-SHURA MEMBERS

The books of account shall at all reasonable times be open to inspection by any voting member of Majlis-e-Shura. Every Majlis-e-Shura member shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

SECTION 13.5: INSPECTION OF RECORDS BY MEMBERS

The books of account and the minutes of meetings of the members, and operational and functional Committees, shall be open to inspection on the written demand of any Voting Member at any reasonable time, for a purpose reasonably related to the interest of the member and shall be exhibited at any time when required by the demand of ten percent (10%) of the Voting Members of the Society. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of Inspection shall be made in writing to the Chairman of the Majlis-e-Shura.

SECTION 13.6: ANNUAL REPORT AND FINANCIAL STATEMENT

The Executive Committee may provide for the preparation and submission of a written annual report to the Majlis-e-Shura and the members. Such report shall summarize the corporation's activities for the preceding year and the corporation's activities for the forthcoming year. The Executive Committee shall provide for preparation and submission to Majlis-e-Shura and the members an annual financial statement, which shall consist of a balance sheet as of the close of the corporations's fiscal year and a summary of receipts and disbursements, and shall be prepared in such manner and form

as is sanctioned by sound accounting practices, and shall be certified by the Financial Officer of the Majlis-e-Shura and a certified public accountant.

SECTION 13.7: ANNUAL BUDGET

In the absence of an approved budget, the OCM Operations Board and the OCS Board are authorized to operate with a temporary month-to-month budget equal to the preceding year's budget for each month until the annual budget is approved.

SECTION 13.8: CHECKS, DRAFTS, DEPOSITS ETC.

All checks, drafts, or orders for the payment of money in the name of the Society shall have at least two signatures. Unless approved otherwise by the Majlis-e-Shura, such instruments of payment shall be signed as described in items one (1) through four (4) below.

1. Expenditures from capital improvement funds under the control of the Executive Committee.
 1. Financial Officer of Majlis-e-Shura
 2. Chairman of Majlis-e-Shura
2. Expenditure from the OCM operational funds under the control of OCM Operations Board.
 1. OCM Treasurer
 2. President of OCM Operations Board
3. Expenditures from the OCS operational funds under the control of OCS Board.
 1. OCS Treasurer
 2. President of OCS Board
4. Zakat Funds
 1. ISOC Religious Director
 2. Chairman of Majlis-e-Shura
5. The authorized signatories in items one (1) through four (4) above may add a third signatory as an alternate to either of the two signatures by mutual consent. The third signatory must be a member of the Executive Committee of Majlis-e-Shura and serve at the discretion of the two primary signatories identified in items one (1) through four (4) above or as modified by the Majlis-e-Shura.

6. All funds of the Society shall be deposited within 30 days of the receipt of funds to the credit of the Society in such banks, trust companies, or other depositories as the Executive Committee may select with the approval of the Majlis-e-Shura.

SECTION 13.9: GIFTS

The Majlis-e-Shura may accept on behalf of the Society any contribution, gift, bequest, or devise for general purposes or for any special purpose of the corporation.

SECTION 13.10: CORPORATE SEAL

The Majlis-e-Shura may adopt, use, and at will alter a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE XIV: INDEMNIFICATION AND INSURANCE

SECTION 14.1: INDEMNIFICATION BY CORPORATION

To the extent that a person, who is or was a Member of Majlis-e-Shura, Member of Executive Committee, Member of OCM Operations Board, Member of OCS Board, employee or other agent of this Society, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person for his or her acts and/or omissions to act as required by virtue of his or her agency to the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by the Society but only to the extent allowed by, and in accordance with the requirements of, Section 9246 (c), (d), and (e) of the California Corporations Code.

SECTION 14.2: INSURANCE FOR CORPORATE AGENTS

The Majlis-e-Shura shall purchase and maintain insurance on behalf of any agent of the corporation (including Majlis-e-Shura Members, Members of Executive Committee, Members of OCM Operations Board, Members of OCS Board, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) 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 that agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE XV: DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

SECTION 15.1: DISTRIBUTION OF INCOME

The Society shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, as amended from time to time.

SECTION 15.2: PROHIBITED TRANSACTIONS

The Society shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time.

The Society shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended from time to time.

The Society shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended from time to time.

The Society shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended from time to time.

All assets including any real property held by the Society can be used only for the purposes as defined by **ARTICLE II** of these bylaws. All other uses are prohibited.

Any real property owned or acquired by the Society cannot be encumbered, used as collateral, sold, or transferred to any individual, corporation, or any other entity without a specific approval by, **50% + one majority of ALL the Voting Members** at a duly convened special meeting called for such purpose.
(Amended January 30, 2011)

Upon inquiry, the Financial Officer of the Society shall provide members responsible for making general business transactions copies of the sections of the Internal Revenue Code listed herein.

Under no circumstances shall the Executive Committee, other members of Majlis-e-Shura or any agent of ISOC, who are authorized to sign checks, drafts, etc., pay a retainer to an attorney or a law firm to litigate disputes among Majlis-e-Shura members using ISOC funds.

Under no circumstances shall the Majlis-e-Shura or any other agent of the Society bar Muslims from praying in the Masjid, unless the Masjid is declared unsafe due to natural disasters or is closed for other purposes with the approval of two-third (2/3) majority of the Voting Members present in a duly convened meeting of the voting members.

ARTICLE XVI: AMENDMENT TO BY-LAWS

These By-laws may only be amended by a vote of fifty percent (50%) plus one (1) majority of ALL the Voting Members at a duly convened special meeting called for such purpose. A copy of the proposed amendments shall be mailed to the Voting Members at least thirty (30) days prior to the meeting date.

ARTICLE XVII: FISCAL YEAR

Each fiscal year of the Society shall begin on the first day of April and end on the last day of March in the following year.

ARTICLE XVIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-profit Corporation Law of California or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIX: RULES OF MEETINGS

Unless otherwise specified by these By-laws, any business meeting of the Society shall be conducted in accordance with Attachment "C", Schedule of Rules.

ARTICLE XX: SUB ORGANIZATIONS AND GROUPS

SECTION 20.1: GROUPS

Majlis-e-Shura may form special functional groups or sub-organizations as necessary to serve special needs of the community provided the membership is informed of the existence of such groups and their operation does not risk the assets of the Society.

1. Such groups or sub-organizations must abide by the policies of the Society as stated in these By-laws, or by law.
2. Such groups or sub-organizations must have their own manuals, procedures, and regulations approved by the Majlis-e-Shura.
3. Such groups or sub-organizations may be dissolved by the Majlis-e-Shura provided the membership is informed of such an action.

ARTICLE XXI: BANKRUPTCY AND DISSOLUTION/TERMINATION

SECTION 21.1: BANKRUPTCY

In case of financial hardship, Majlis-e-Shura shall call a meeting of the Voting Members and present a plan to mitigate financial difficulties. If Majlis-e-Shura fails to submit such a plan, its members shall resign allowing the Voting Members to elect new members of the Majlis-e-Shura. Under no circumstances shall the Majlis-e-Shura or any other agent of the Society seek bankruptcy protection without a specific approval of two-thirds (2/3) majority of ALL the Voting Members at a duly convened special meeting called for such purpose.

SECTION 21.2: DISSOLUTION/TERMINATION

In case of dissolution of ISOC, Majlis-e-Shura with the approval of three-fourth (3/4) majority of ALL the Voting Members at a duly convened special meeting called for such purpose shall, after paying and making provisions for the payment of all the liabilities of ISOC, dispose of all the assets of the Society to The North American Islamic Trust Inc. of Indianapolis, Indiana or another such non-profit religious organization whose objectives and purpose are similar to those listed under **ARTICLE II** of these By-laws and that has a minimum of ten (10) years of operational track record and that is found to be financially sound by independent auditors for ISOC. In either case, the assets of the Society must be utilized in Southern California.

ATTACHMENT "A" ARBITRATION

Arbitration Clause for Members

In the event that I have any claim against or dispute or differences with the Islamic Society of Orange County (ISOC), the Orange Crescent School or the Orange County Masjid or any other entity operated and controlled by ISOC or if I am involved in any controversy arising out of or involving the Articles of Incorporation, By-laws, or decisions of the ISOC Majlis-e-Shura and/or committees formed pursuant to the By-laws or by the Majlis-e-Shura, I agree to submit any such matter to final and binding arbitration pursuant to the provisions of the California Code of Civil Procedure, Section 1280 et. seq., or amended statutes, within one year of the time such matter arises.

Any such dispute/difference may be resolved by an arbitrator mutually agreed upon between ISOC and myself. In case we cannot agree on the selection of the arbitrator then each of us will nominate a Muslim to act as our nominee, and these nominees in turn shall select a third Muslim to act as the arbitrator of the dispute.

I further agree that if I have a claim or dispute against any other member of ISOC where such claim or dispute arises out of or involves the Articles of Incorporation, By-laws, or decisions of the ISOC Majlis-e-Shura, OCM operations Board, OCS operations Board and/or committees formed pursuant to the By-laws, I shall submit any such matter to final and binding arbitration pursuant to the provisions of the California Code of Civil Procedure, Section 1280 et. seq., or amended statutes, within one year of the time such matter arises.

I further agree that such arbitration shall be the exclusive forum for any such dispute. If ISOC does not receive a written request for arbitration from me within one year from the date the dispute arose, I agree I will have waived any right to raise any claim, in any form, arising out of such dispute.

I further expressly agree that in arbitration my exclusive remedy shall be: a) To seek rescission of any act that I deem to have been wrongly undertaken by ISOC or b) To force ISOC to perform tasks required of it under its Articles of Incorporation, Bylaws and any effective resolutions. I expressly waive any claim for damages, actual or punitive, save and except to the extent of membership dues paid by me.

The cost of arbitration shall be borne by the losing party or in such proportion as the arbitrator shall decide.

I understand that by executing this agreement I waive my right to a trial by a judge and/or jury and I hereby waive such right.

Should any of the provisions of this agreement be unenforceable, the remaining provisions shall remain in full force and in effect and the agreement shall be construed in the most

favorable manner so that any dispute/difference involving the parties is resolved by binding arbitration.

I understand and agree that this agreement represents and expresses the complete agreement between ISOC and me regarding any acts or omissions of ISOC. I further agree that this arbitration agreement may only be modified or changed in writing and signed by both me and an authorized representative of ISOC.

Executed in Orange County, California on _____.

Member

Islamic Society of Orange County

ATTACHMENT "B": INITIAL MEMBERS OF MAJLIS-E-SHURA AND IMPLEMENTATION PLAN FOR THESE BY-LAWS

SECTION B.1. GENERAL

The premise of selecting the initial members of Majlis-e-shura is that a change in By-laws does not permit reduction in the term of any of the existing Board of Directors or Board of Trustees, unless an existing director or trustee resigns or is removed from office by the voting members. Therefore, the existing directors or trustees who have not resigned or been removed from office as of the time of the November 6, 1994 meeting will become members of the initial Majlis-e-shura, where they may serve the remainder of their term. Special circumstances concerning two members of the Board of Trustees and provisions for dealing with those circumstances are described in Section B.4.

The initial Majlis-e-Shura members list and the implementation plan as described herein are an integral part of the Restated By-laws and approval of the By-laws by the voting members shall constitute an approval of the initial Majlis-e-Shura members and the implementation Plan.

SECTION B.2. EFFECTIVE DATES

These Restated By-laws shall become effective on January 01, 1995, if approved by the voting members on November 6, 1994.

The initial Majlis-e-shura members shall assume office on January 01, 1995, if the Restated By-laws are approved by the voting members on November 6, 1995.

If the Restated By-laws are not approved by the voting members on November 06, 1994, then the existing By-laws shall remain effective and the existing Board of Directors and Board of Trustees shall continue to serve to the end of their terms.

SECTION B.3. INITIAL MAJLIS-E-SHURA MEMBERS

A. The following members of the existing Board of Directors and Board of Trustees shall continue to serve on the Majlis-e-shura (legal Board of Directors) under the Restated By-laws starting January 01, 1995. The Majlis-e-shura service for these members shall expire during the month and year indicated next to their names.

1. Hamdi Majdali -- June, 1995
2. Tariq Akilah -- June, 1995
3. Hameed Simjee -- June, 1995
4. Muhammad Asif-Ud-Din -- June, 1995

5. Abdo Najjar -- June, 1996

- 6. Jaffar Khan -- June, 1997
- 7. Abdul Rauf Gajiani -- June, 1997

All these members shall have to wait 2 years before seeking reelection after their expiration date.

B. The following additional members are appointed to the initial Majlis-e-shura as part of the approval of the Restated By-laws. The Majlis-e-shura service for these members shall expire during the month and year indicated next to their names:

- 8. Fazal Mirza -- June, 1996
- 9. Azam Qureshi -- June, 1996
- 10. Wisam Ahmed -- June, 1996
- 11. Syed Hasan -- June, 1997
- 12. Umraz Ahmed -- June, 1997
- 13. Habib Ullah Khan -- June, 1998
- 14. Zamin Farookhi -- June, 1998
- 15. Jena Siddiqi -- June, 1998
- 16. Javed Farooqui -- June, 1998
- 17. Ameer-Ud-Din -- June, 1998

All additional members of the initial Majlis-e-shura shall have to wait 2 years before seeking reelection after the expiration date of their service.

SECTION B.4. SPECIAL CASES

- A.** Saghir Aslam, Riaz Chaudhary, and Ismail Gosla have resigned as members of the Board of Directors effective December 31, 1994 and do not wish to be members of the initial Majlis-e-Shura. Therefore, their names are excluded from the initial Majlis-e-Shura members.
- B.** Abdul Moti has resigned as a member of the Board of Trustees and does not wish to serve as a member of the initial Majlis-e-shura. Therefore, his name is excluded from the initial Majlis-e-shura members.
- B.** Mahmood Sharif, a member of the Board of Trustees, is delinquent on his membership dues since July 1, 1992. Several notices including notices by certified mail have been sent to him reminding him to pay his membership dues. He has neither responded to those notices nor paid membership dues. Additionally, he has attended only very few meetings of the Board of Trustees during the last 16 months. The President of the Board of Directors and the Chairman of the Board of Trustees have not been able to contact him to determine whether he wishes to pay his

membership dues and serve on the initial Majlis-e-shura. Considering these circumstances, Mahmood Sharif's name is excluded from the initial Majlis-e-shura members, but he will have the option of paying his membership dues by November 30, 1994, and serve on the initial Majlis-e-shura in place of Ismail Ghosla, who has volunteered to resign in the event Mahmood Sharif pays his dues by November 30, 1994, and wishes to serve on Majlis-e-shura. After November 30, 1994, Mahmood Sharif shall cease to be a member of the Board of Trustees due to lack of payment of membership dues.

SECTION B.5. WAIVER OF ELIGIBILITY REQUIREMENTS

All additional members being appointed to the initial Majlis-e-shura, except Umraz Ahmed and Jena Siddiqi, meet the eligibility requirements for being a member of Majlis-e-shura as stated in Article VII, Section 7.2. As part of the approval of these Restated By-laws, the voting members have, on a one time basis, waived the requirement of two(2) year service on any former Board of Directors, Board of Trustees, or Board of Education both for Umraz Ahmed and Jena Siddiqi. If they choose to seek reelection to the Majlis-e-Shura at a future date, they must meet all eligibility criteria for being a member of Majlis-e-Shura as stated in Article VII, Section 7-2.

SECTION B.7. JUNE 1995 ELECTION

The June, 1995 election shall be conducted according to the Restated By-laws except the requirement of appointing the Election Committee six (6) months before the election date shall be reduced to four(4) months before the election date on a one time basis.

ATTACHMENT "C": WAQF

WAQF is similar to ordinary trusts. But there are vital and substantial differences between the two. Well-established Islamic requirements exist which define "WAQF" and its governance. Thus, notwithstanding provisions of these Restated By-laws, the Majlis-e-Shura shall always endeavor to promote and assure that all requirements of WAQF are fulfilled.

The key requirements that govern all WAQF matters include, but are not limited to, the following:

- (a) WAQF is a permanent dedication (in perpetuity) of any property to the implied ownership of Allah for use in a manner recognized by Islamic law as religious, pious or charitable.
- (b) The property (both real estate and cash) in a WAQF cannot be consumed (used up). It can be spent only to be replaced by assets to be used for the originally intended purpose. Only the income generated from the property may be depleted in accordance with the Society's By-laws.
- (c) The purpose for which a WAQF is created must be of a permanent character. For example, land in a WAQF for a mosque cannot be used for a cemetery, and vice versa.

ATTACHMENT "D": SCHEDULE OF RULES

The meetings of the Active/Voting Members, the OCM Operations Board, OCS Board as well as the Majlis-e-Shura shall be conducted in accordance with the following Standing Orders:

SECTION D-1: MOTIONS

A. General

1. No question is in order that conflicts with the fundamental laws and principles of Islam.
2. No question is in order that conflicts with the By-laws of the Society.
3. Before a member can make a motion or address the assembly, he should obtain the floor, that is, he must raise his hand and be recognized by the meeting Chairman who would assign him/her the floor.
4. After a member has been assigned the floor he cannot be interrupted by another member or the meeting Chairman, except by:
 - a. Point of Order;
 - b. Point of Privilege;
 - c. Point of Information.

B. Main Motion

1. Definition: A main motion is one that brings before the assembly any particular subject.
2. All main motions should be seconded. Any member can second a motion without obtaining the floor.
3. No main motion can be made when another main motion is pending.

C. Secondary Motion

1. Definition: A secondary motion is one that may be applied to a main motion for the purpose of limiting the number of speeches or the time or closing debate on it.
2. Secondary motions can equally be applied to amendments pertaining to a main motion.
3. Secondary motions take precedence on the main motion or the amendments to which they pertain.

SECTION D-2: AMENDMENTS TO MOTIONS

Definition: An amendment is one that is made to properly work a motion under consideration or to modify it so as to meet the approval of the assembly.

1. All amendments should be seconded.
2. When an amendment is offered to a motion, the meeting Chairman is required to ask the member who made the motion whether he accepts the amendment. If he does, then the amendment is incorporated into the motion and as such, ceases to be an amendment.

3. An amendment can be amended itself, but this "amendment of an amendment" (second-degree amendment), cannot be amended.
4. The procedure outlined in Section D-2 of this Schedule should also be followed in second-degree amendments.
5. Only one amendment of the first-degree is permitted at the time and one amendment of the second-degree.
6. Any number of amendments of both degrees can be offered in succession.

SECTION D-3: DEBATE

A. General

1. All debates should be carried out in an atmosphere of brotherhood.
2. In the debate, each member has the right to speak only twice on the same question, (motion or amendment except on an appeal).
3. No member can speak more than five minutes at a time without permission of the meeting Chairman.
4. The member who has proposed a motion or an amendment is entitled to close the debate with a speech of not more than five minutes duration in addition to his five minutes.
5. Only two speakers are allowed to discuss a secondary motion: one for and one against.

B. Order of Debate

1. The following order of procedure shall be followed in debate:
 - a. Point of Order;
 - b. Point of Privilege;
 - c. Point of Information;
 - d. Appeal (c) Secondary Motions;
 - e. Second-Degree Amendments;
 - f. First-Degree Amendments;
 - g. Main Motions.
2. When a second-degree amendment is adopted, the order is to consider the first-degree amendment to which it applies after amending it. When a first-degree amendment is adopted, the amended main motion is considered.

SECTION D-4: POINT OF ORDER, PRIVILEGE, INFORMATION AND APPEAL

The following points can be raised by any member upon standing and addressing the meeting Chairman.

A. Point of Order

1. Definition: A Point of Order is one that is raised to bring the attention of the meeting Chairman to these Standing Orders.

2. A Point of Order can only be raised if the meeting Chairman fails to follow the Standing Order.

B. Point of Privilege

1. Definition: A Point of Privilege is one that, while having no relation to the pending question, pertains to the rights and privileges of the assembly or any of its members.

C. Point of Information

1. Definition: A Point of Information is one that is made to request or offer some information.
2. If a member who has obtained the floor is interrupted, then he/she should be asked by the meeting Chairman whether he/she is willing to give or receive the information.

D. Point of Appeal

1. An appeal may be made by any member from any decision or ruling of the meeting Chairman.
2. The meeting Chairman is required to offer a short explanation of his ruling immediately after an appeal is made.
3. The appeal shall be put directly to vote without debate.
4. If the appeal gets majority vote, the meeting Chairman has to reverse his decision or resign.

SECTION D-5: VOTE

1. The vote is taken by secret ballot or by show of hands as required by these Restated by-laws.
2. The meeting Chairman may appoint tellers(s) to assist him in counting the votes.
3. The meeting Chairman should announce the result of the vote immediately after it is known to him/her.

SECTION D-6: AMENDMENTS TO THE STANDING ORDERS

These standing orders may be amended by a majority of the voting members present at a duly convened meeting.

ATTACHMENT "E": PROCEDURE FOR ISSUING MEMBERSHIP CERTIFICATES

1. The Chairman of the Membership Committee shall be responsible for the issuance of certificates of membership.
2. Such certificates shall be issued to members within 30 days of acceptance/renewal as required under Article V of these Bylaws.
3. Such certificates shall show sufficient information to identify the member, type of membership and dates of validation.
4. Such certificates shall be valid for a minimum of one year. Any members that do not have at least ten months remaining in their membership may not be issued such certificates unless dues are paid to provide for additional membership time.
5. Such certificates shall be signed by chairman of Majlis-e-Shura, Chairman of the Membership Committee and the member to be valid.
6. Any changes to the certificate of membership will cause it to become invalid.
7. The Chairman of the Membership Committee shall include all records of Blank and issued certificates with membership records and will make them part of such records.
8. All certificates will have unique numbers and the Membership Committee will keep sufficient records to verify such numbers.



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