

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF
THE ISLAMIC CENTER OF AUBREY (“ICA” or “Corporation”)
a Texas nonprofit corporation**

This Constitution and Bylaws are subject to and governed by the Texas Business Organizations Code (the “TBOC”) and the Certificate of Formation of the Islamic Center of Aubrey, Inc. (the “Corporation”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC or the provisions of the Certificate of Formation, such provisions of the TBOC or the Certificate of Formation, as the case may be, will be controlling.

**ARTICLE I.
OFFICES**

1. **Principal Office.** The principal business office of the Corporation shall be located at 26875 US Highway 380 Suite #100, Aubrey, TX 76227 or such future location where the Corporation will operate and provide religious services as determined by the Board.
2. **Other Offices.** The Corporation may also have offices at such other places, both within and without the State of Texas, as the Board of Trustees may from time to time determine or the business of the Corporation may require.

**ARTICLE II.
PURPOSES**

The primary purposes of the Corporation are:

(A) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law (the “Code”). Within the foregoing purposes, the Corporation shall identify other tax exempt organizations that are in need of funds, subject to the requirements of maintaining the Corporation’s exempt status under Section 501(c)(3) of the Code.

(B) The Board of Trustees of the Corporation may develop or establish such other uses of the Corporation’s funds within the parameters and restrictions of the Code in maintaining the Corporation’s qualification under Sections 501(c)(3) of the Code.

ICA shall strive to provide a prosperous environment for all attendees, arrange and hold congregational prayers and Islamic religious festivals, promote unity and cooperation among Muslims, provide Islamic services and develop institutions to meet the needs of Muslims, endeavor to make Islamic teachings known to interested non-Muslims,

promote good relations and understanding between Muslims and non--Muslims, and conduct religious, educational, social, cultural, and other activities in the best traditions of Islam, in accordance to the Qur'an and Sunnah. The fundamental purpose of the ICA shall be to encourage and to enable Muslims to acquire the basic knowledge and competence in Islam in order to contribute individually and collectively toward meeting human needs in conformity with Islamic doctrines and belief. It shall also be the purpose of the ICA to create a feeling of brotherhood and to avoid any unethical, inappropriate, or wrong practices in Islam.

ARTICLE III. MEMBERS

1. **Number of Members.** The Corporation shall maintain a list of all active Members eligible to vote. The Board shall set membership qualifications and dues if needed. The entirety of the registered Members shall be referred to as the "General body".
2. **Term of Members.** Membership shall be indefinite subject to payment of all applicable dues and compliance with these bylaws and rules and procedures established by the Board of Trustees.
3. **Resignation.** Any Member may resign at any time by delivering written notice to the Board of Trustees of the Corporation. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
4. **Removal.** Any Member may be removed without cause, at any time, by a majority vote of the Board of Trustees at a Regular or Special Meeting called for that purpose.
5. **Compensation.** Members shall not receive any salaries or other compensation for their services, but, by resolution of the Board of the Trustees, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation.
6. **Eligibility.** A member shall be any Sunni Muslim who has paid the required dues, wishes to be a member of the ICA, and agrees to obey the Bylaws and the accepted practices of the ICA. The Board of Trustees shall establish the amount of annual dues and any policies regarding dues payment consistent with these Bylaws. A Member must reside in the following zip codes: 76227, 76259, 76266, 75068, 76262, 75033, 75034, 75035, 75036, 75078, 75072, 75071, 75009, 76258.

7. **Types of membership.** Regular membership only. No Honorary membership.
8. **Application process.** Individuals must complete form and pay dues; The Board of Trustees may reject non-qualifying applicants. Form will ask to affirm mission compliance.
9. **Voting rights.** One vote per person ages 18 and up.
10. **Membership dues and renewal.** \$50 individual payable annually. hardship waivers available subject to Board approval. Annual renewal (Dec 31); non-payment = termination. No renewal needed for Dec 31, 2025 only. Membership will continue until December 31 2026.
11. **Suspension or termination.** Board may revoke for violations or loss of eligibility; non-renewal ends membership.
12. **Reinstatement or appeals.** 6-month rejoin waiting period; Board approval; informal resolution.
13. Code of conduct Follow Qur'an & Sunnah; misconduct = action; Board can expel.

ARTICLE IV. BOARD OF TRUSTEES

1. **Management.** The business and affairs of the Corporation shall be managed by its Board of Trustees (the "Board") who may exercise all such powers of the Corporation and do all such lawful acts and things subject only to the TBOC, the Certificate of Formation and these Bylaws. The Board of Trustees shall keep regular minutes of its proceedings.
2. **Number; Election.** The first Board of Trustees consists of the five (5) Trustees elected pursuant to the terms herein who shall each hold office for three years 1st day of Muharram until completion of 3rd Islamic year after they take office. However, the initial Board of Trustees will serve from January 31, 2026 until the end of the 3rd Islamic year beginning on or about June 17, 2026 until the last of the Dhul Hijah of the 3rd year after the election.
3. **Change in Number.** The number of Trustees may be increased or decreased from time to time by resolution of the Board of Trustees at any meeting thereof, but shall never be less than three (3) or a majority vote of the Members. No decrease shall have the effect of shortening the term of any incumbent Trustee. Any Trusteeship to be filled by reason of an increase in the number of Trustees

shall be filled by appointment by the Board of Trustees and the additional Trustees shall hold office for a term expiring at the annual meeting at which the term to which they shall have been elected expires.

4. **Qualification.** The Trustee needs to be a resident of the State of Texas. A Trustee shall be eligible to serve for any number of consecutive terms. A Trustee candidate must have paid dues and be an eligible Member. They must not have had any criminal conviction (except routine traffic violations) or bankruptcy within the last 10 years.
5. **Term of Office.** Each Trustee shall serve three (3) years.
6. **Removal and Vacancies.** Subject to Sections 4 and 5, any Trustee, or the entire Board of Trustees, may be removed either for or without cause, by resolution of the Board of Trustees at any meeting of the Board of Trustees called for that purpose. If any vacancies occur in the Board of Trustees caused by death, resignation, retirement, disqualification or removal from office of any Trustees or otherwise, a majority of the Trustees then in office, though less than a quorum, may appoint a successor Trustee. Alternatively, a supermajority of the Members may remove a Trustee or the Board of Trustees at any meeting called for that purpose.
7. **Place of Meetings.** The Board of Trustees may hold their meetings, both regular and special, either within or without the State of Texas as the Board of Trustees may from time to time determine.
8. **Annual and Special General Body Meetings.** Written notice of the Annual Membership Meeting or special meetings of the General Body of members shall be given 30 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, email to all registered Members, in person, or by electronic means, and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other channels adopted for regular communications with the Membership. Such meetings shall not be on established Islamic holidays such as Eid or during Ramadan.
9. **Regular Meetings.** Regular meetings of the Board of Trustees may be held without notice at such time and place as shall from time to time be determined by the Board of Trustees.

10. **Special Meetings.** Special meetings of the Board of Trustees may be called by the President on three (3) days' notice to each Trustee, either personally or by mail or by telegram. Special meetings shall be called in like manner and on like notice on the written request of a majority of the Trustees. Except as may be otherwise expressly provided by the TBOC, or by the Certificate of Formation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Trustees needs to be specified in a notice or waiver of notice.
11. **Quorum; Majority Vote.** At all meetings of the Board of Trustees, the presence of a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by the TBOC, or by the Certificate of Formation or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.
12. **Action Without Meeting; Telephone Meetings.** Any action required or permitted to be taken at a meeting of the Board of Trustees or members of a committee designated by the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Trustees, or committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at the meeting. Subject to applicable notice provisions and unless otherwise restricted by the Certificate of Formation, members of the Board of Trustees, or members of any committee designated by the Board of Trustees, may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person's participation is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
13. **Chairman of the Board.** The Board of Trustees may elect a Chairman of the Board to preside at meetings and perform such other duties as the Board of Trustees may from time to time assign.

14. **Compensation.** Trustees, as such, shall not receive any stated salary for their services, but may, by resolution of the Board of Trustees, be allowed a fixed sum and expenses of attendance, if any, for attendance at such regular or special meeting of the Board of Trustees; provided that nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving compensation therefor. Members of any committee designated by the Board of Trustees may, by resolution of the Board of Trustees, be allowed like compensation for attending committee meetings.
15. **Procedure; Minutes.** At meetings of the Board of Trustees, business shall be transacted in such order as the Board of Trustees may determine from time to time. The President shall preside at each meeting of the Board of Trustees. If the President is absent, the Board of Trustees shall appoint a person to preside at the meeting. The Board of Trustees shall also appoint a person to act as Secretary of each meeting. The Secretary of the meeting shall prepare minutes of the meeting which shall be delivered to the Secretary of the Corporation for placement in the minute books of the Corporation.
16. **Presumption of Assent.** A Trustee of the Corporation who is present at any meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to that action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward any dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of such action.
17. **Powers.** All the corporate powers, except such as are otherwise provided for in the Certificate of Formation, these Bylaws, and in the TBOC, shall be and are hereby by vested in, and shall be exercised by the Board of Trustees. The Board of Trustees may, by general resolution, delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

ARTICLE V. COMMITTEES

1. **Designation.** The Board of Trustees may, by resolution of the Board of Trustees, designate executive and other committees.

2. **Number; Qualification; Term.** Each committee shall consist of three (3) or more persons, at least one of whom is a Trustee, appointed by resolution adopted by the Board of Trustees. The number of committee members may be increased or decreased from time to time by resolution of the Board of Trustees. Each committee member shall serve as such until the expiration of his term as a committee member or as a Trustee, if applicable, or his earlier resignation, unless sooner removed as a committee member or as a Trustee.
3. **Executive Committee.** There may be an Executive Committee which shall be composed of three (3) or more persons, a majority of whom are Trustees. The Executive Committee shall be responsible to the Board of Trustees. The Executive Committee will be responsible for the day-to-day operations of the Corporation.
4. **Authority of Executive Committee.** The Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the management of the business and affairs of the Corporation. However, no committee shall have the authority of the Board of Trustees in reference to:
 - (A) amending the Certificate of Formation;
 - (B) approving a plan of merger or consolidation;
 - (C) voluntary dissolution of the Corporation or a revocation thereof;
 - (D) amending, altering, or repealing these Bylaws or adopting new Bylaws;
 - (E) filling vacancies in or removing members of the Board of Trustees or of any committee;
 - (F) electing or removing officers or committee members;
 - (G) fixing the compensation of any committee member; and
 - (H) altering or repealing any resolution of the Board of Trustees.
5. **Committee Changes.** The Board of Trustees shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.
6. **Regular Meetings.** Regular meetings of any committee may be held without notice at such times and places as may be

designated from time to time by resolution of the committee and communicated to all committee members.

7. **Special Meetings.** A special meeting of any committee may be held whenever called by any committee member at a time and place as such committee member shall designate in the notice of special meeting. The committee member calling any special meeting shall cause notice of such special meeting to be given to each committee member at least twelve (12) hours before that special meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of any committee need be specified in the notice or waiver of notice of any special meeting.
8. **Quorum; Majority Vote.** At all meetings of any committee, a majority of the number of committee members of that committee designated by the Board of Trustees shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting of any committee, a majority of the committee members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The vote of a majority of the committee members present at any meeting at which a quorum is in attendance shall be the act of a committee, unless the vote of a different number is required by the Certificate of Formation or these Bylaws.
9. **Minutes.** Each committee shall cause minutes of its proceedings to be prepared and shall report the same to the Board of Trustees upon the request of the Board of Trustees. The minutes of the proceedings of each committee shall be delivered to the Secretary of the Corporation for placement in the minute books of the Corporation.
10. **Responsibility.** The designation of any committee and the delegation of authority to it shall not operate to relieve the Board of Trustees or any Trustee of any responsibility imposed upon it or such Trustee by law.

ARTICLE VI.

NOTICES

1. **Method.** Whenever by the TBOC, the Certificate of Formation, or these Bylaws, notice is required to be given to any Trustee or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Trustee or committee member at such address as appears on the books of the Corporation or in

any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed to be given at the time it is deposited in the United States mails.

2. **Waiver.** Whenever any notice is required to be given to any Trustee or committee member of the Corporation by the TBOC, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance of a Trustee or committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee or committee member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Consent in writing by a Trustee or committee member to any action taken or resolution adopted by the Board of Trustees or a committee designated by the Board of Trustees shall constitute a waiver of any and all notices required to be given in connection with such action or resolution.

ARTICLE VII.

OFFICERS AND EXECUTIVE TRUSTEE

1. **Officers.** Except for the President/Amir, Officers of the Corporation shall be elected by the Board of Trustees from among the Trustees and such officers shall be a President and Amir, a Secretary Trustee, a Treasurer Trustee, Communications and Outreach Trustee, Operations Trustee, and such other officers as the Board of Trustees deems desirable. Any two or more offices may be held by the same person, except for the offices of President and Secretary. Officers need to be Trustees and residents of the State of Texas, and registered members of the Corporation.
2. **Election.** The officers of the Corporation shall be elected by the Board of Trustees at the first meeting of the Board. However, the President/Amir shall be elected directly by the General Body based on whoever has the most votes and the election of remaining officers shall be appointed from amongst the Trustees elected at their first meeting. The runner up(s) for the President/Amir shall not be eligible to join the Board. New officers may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor, if any, shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office. The outgoing Board shall appoint an Election Commissioner who will oversee and administer the elections.

3. **Compensation.** Trustees may be compensated for expenses incurred in support of the Corporation which have been preapproved by the Board of Trustees in writing. However, no other compensation shall be permitted.
4. **Removal and Vacancies.** Any officer elected by the Board of Trustees may be removed whenever in the judgment of the Board of Trustees the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by simple majority vote of the Board of Trustees. If there were not enough candidates to fill all Board of Trustees positions then, then after the election, the Board may also appoint an individual to complete the Board of Trustees positions.
5. **President.** The President shall be the Chief Executive Officer of the Corporation and, subject to the supervision of the Board of Trustees, the President shall have general and active management authority of the business and affairs of the Corporation in the ordinary course of its business, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Trustees shall prescribe. The President Serves as the head of the Board of Trustees and primary spokesperson for ICA. The President also: Leads Board and General Body meetings. oversees implementation of Board-approved policies and community initiatives, serves as the official representative of ICA in community and interfaith matters, ensures decisions align with ICA's mission, vision, and Islamic principles. works closely with the Imam on spiritual, educational, and policy matters. resolves internal conflicts through shūrā and Islamic adab, signs authorized contracts and legal documents (with Treasurer or Secretary), and upholds transparency and maintains trust with the community.
6. **Vice President and Communications & Outreach Trustee.** The Communications and Outreach Trustee shall act as Vice President and perform such duties of the President if the President is unable to perform key duties either temporarily or in the event of permanent inability or removal of such President Amir, then the Vice President shall assume the position of President and Amir. Further responsibilities include: Manages community engagement, communication, and outreach efforts, oversees internal communications, newsletters, website, and announcements, coordinates community town halls, surveys, and feedback sessions, leads outreach to new members, local government, and interfaith partners, oversees Membership Committee and

onboarding of new members, supports outreach and newcomer welcome programs, and ensures consistent, transparent communication aligned with ICA's mission.

7. **Secretary**. The Secretary shall attend all meetings of the Board of Trustees and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee appointed by the Board of Trustees when required. The Secretary shall give, or cause to be given, notice of all meetings, when required by the TBOC or other statute, these Bylaws or the Board of Trustees, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees or the President. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the signature of the Secretary or other officer designated by the Board of Trustees. Further duties include: prepare agendas and minutes for all Board and General Body meetings., maintains official records including constitution, bylaws, and policies, tracks and publishes motions, resolutions, and votes, notifies members of meetings, elections, and key updates, coordinate committee reports and documentation, manages legal filings, registration renewals, and record retention, assists Treasurer in audits and compliance documentation, and support elections and Board transitions with proper documentation and training as needed.
8. **Treasurer**. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper receipts for such disbursements and shall render to the President and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation, and shall perform such other duties as the Board of Trustees may prescribe. The Treasurer shall also do the following: manage ICA's financial health, budgeting, accounting, and reporting, oversee collection of donations, membership dues, and fundraising, prepare quarterly and annual financial reports, develops annual budget with input from committees, ensure compliance with 501(c)(3) regulations and best practices, manage expense approvals, payments, and vendor relations, serve as signatory for financial transactions with

the President or Secretary, coordinates audits and maintains transparency in all financial matters.

9. **Operations Trustee**. The Operations Trustee shall Oversees daily operational needs, logistics, and maintenance of ICA, develop and enforce facility usage, safety, and cleanliness policies, support logistics for events, classes, and programs, ensure emergency preparedness and safety compliance, assist Treasurer with vendor management and contracts, and collaborate with Imam and Board on programming support.
10. **Imam**. The Board shall select the Imam with inputs from the General Body. All religious matters, including but not limited to religious rulings, religious programming, prayer practices, and matters pertaining to Islamic guidance, shall fall under the exclusive authority of the Imam.

Authority in Religious Matters

1. The Imam, appointed by the Board of Trustees, shall be recognized as the highest religious authority of the Islamic Center of Aubrey (“ICA”).
2. The Imam shall have full and independent authority over all religious affairs, including but not limited to:
 - Interpretation and application of Islamic teachings;
 - Issuance of religious guidance and rulings relevant to ICA;
 - Worship practices, prayer leadership, and religious services;
 - Religious education, khutbah content, and spiritual programs.
3. The Board of Trustees shall not interfere with, modify, or overturn any religious decision made by the Imam. All non-religious administrative, financial, and operational matters remain under the jurisdiction of the Board.
4. Community Safeguard Mechanism: If the Board of Trustees or a significant portion of the community reasonably believes that the Imam has exceeded his religious authority or acted outside acceptable Islamic scholarly norms, the matter may be formally referred to a third-party council consisting of three (3) independent, qualified imams or scholars.
 - The council shall review the issue objectively and provide a determination.
 - The Board of Trustees shall accept the council’s findings as the final basis for resolving the matter.
5. The Imam may consult with external scholars at any time on religious matters, but his decisions remain authoritative unless reviewed through the process described above.

11. General Expectations for All Trustees.

Uphold Islamic values in conduct, decision-making, and community dealings.

- Serve a 3-year term, renewable based on elections and performance.
- Attend all board meetings and actively participate.
- Act in good faith and unity (Shūrā).
- Avoid conflicts of interest and maintain confidentiality.
- Support the Imam and committees in implementing programs.
- Serve as liaisons to specific committees (1–2 per trustee).

ARTICLE VIII. **GENERAL PROVISIONS**

1. **No Dividends.** Dividends may not be declared.
2. **Reserves.** There may be created by resolution of the Board of Trustees out of funds of the Corporation legally available therefor, a reserve or reserves as the Trustees from time to time in their discretion believe necessary to provide for contingencies, or to repair or maintain any property of the Corporation, or for such other purposes as the Trustees believe may be beneficial to the Corporation, and the Trustees may modify or abolish any such reserve in the manner in which it was created.
3. **Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time designate.
4. **Fiscal Year.** The fiscal year of the Corporation shall be fixed by resolution of the Board of Trustees; provided, that if it is not fixed by the Board of Trustees it shall be the calendar year. The Board shall maintain the following separate funds:
 - (A) General Operations Fund. This fund shall be for all ICA income, including receipts, dues, incoming checks, cash and donations, except for funds designated for the Masjid Fund and the Real Estate Fund.
 - (B) Masjid Expansion Fund. This fund shall be for all contributions and donations collected specifically for purchase, construction, expansion or maintenance of the Masjid building.

(C) Zakat Fund. This fund shall be for all contributions and donations collected specifically for Zakat eligible participants, a charity fund that requires the criteria for proper Zakat distribution.

(D) Sadaqah Fund. This fund shall be for all contributions and donations collected specifically for general charity fund that does not necessarily meet the Zakat criteria.

5. **Indemnification.** The Corporation shall, to the fullest extent permitted by the TBOC, indemnify any person who: (i) is or was a Trustee, officer, agent or employee of the Corporation; or (ii) while a Trustee, officer, agent or employee of the Corporation is or was serving at the request of the Corporation as a Trustee, officer, agent or employee of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.

6. **Insurance.** To the extent permitted by the TBOC and other laws of the State of Texas, the Corporation may purchase and maintain insurance or make some other arrangement on behalf of any person who holds or who has held any position named in Section 5, to cover against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Section 5. Such other arrangements may include but shall not be limited to, the following:

- (A) creation of a trust fund;
- (B) establishment of any form of self-insurance;
- (C) granting a security interest on the assets of the Corporation; or
- (D) establishment of a letter of credit, guaranty or surety agreement.

A majority of the Board of Trustees shall determine whether to purchase insurance or make other arrangements. Should the Board of Trustees determine to purchase insurance or make other arrangements with persons or entities not regularly engaged in the business of providing insurance coverage and should the coverage provide for the payment of a liability, whether or not the Corporation would have the power to indemnify against such liability under Section 5, then such coverage for the additional liability must be approved by the Board of Trustees

7. Transactions with Interested Trustees and Officers.

(A) **Validity.** If Section ARTICLE VIII.7(B) is satisfied, no contract or other transaction between the Corporation and any other corporation or firm and

no other act of the Corporation shall be invalidated or in any way affected by the fact that any of the Trustees or officers of the Corporation are pecuniarily or otherwise interested in such contract, transaction or other act, or are Trustees or officers of such other corporation or firm, solely because of this relationship or because of the presence of the Trustees or at the meeting authorizing the contract or transaction, or his or her participation or vote in the meeting or authorization.

(B) Disclosure, Approval, Fairness. Section ARTICLE VIII.7(A) shall apply only if:

(i) The material facts of the relationship or interest of each such Trustee or officer are known or disclosed to the Board of Trustees and it nevertheless authorizes or ratifies the contract or transaction by a majority of the Trustees present, each interested Trustee to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote.

(ii) The contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Trustees.

(iii) The contract or transaction is not prohibited by the Corporation's Certificate of Formation.

(C) Nonexclusive. This Section ARTICLE VIII.7 shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

8. Amendments. Any amendments to these By-Laws shall be proposed in writing, signed by one of the chief proponent members plus at least ten percent of the members and submitted to the Secretary in writing. Upon receipt of such request, the Board of Trustees will appoint a By-Law committee to review any amendments and present the same to the Board of Trustees within sixty (60) days of the appointment of the committee. The President will present the same for approval of the members at the annual meeting or a special meeting of the Members, The amendment(s) shall be approved by a 2/3 majority of the members present at the meeting of members subject to the Quorum requirements herein.

9. Table of Contents; Headings. The Table of Contents and headings used in these Bylaws have been inserted for convenience only and do not constitute matters to be construed in interpretation.

10. Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the

proceedings of its Board of Trustees, and any committee thereof, and shall keep at its registered office or principal place of business a record of its Trustees, giving the names and addresses of all Trustees.

11. **Construction.** Whenever the context so requires, the masculine shall include the feminine or neuter, and the singular shall include the plural and conversely.
12. **Conveyance of Encumbrance.** No contract to sell, lease, convey, encumber, or mortgage any real estate or interest in real estate owned by the Corporation shall be valid unless authorized by a majority of the Board of Trustees at a regular meeting or a special meeting of which all the Trustees shall have had notice of the proposed transaction.
13. **Dissolution of Corporation.** Upon the dissolution of the Corporation, the Trustees shall, after paying or making provision for the payment and satisfaction of all liabilities and obligations of the Corporation, distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes and which qualify as exempt organizations under Section 501(c)(3) of the Code as the Trustees shall determine and pursuant to a plan of distribution adopted as provided in the TBOC.

Article IX Annual General Body Meeting and Special Meetings of the General Body

The annual meeting of members of the Corporation shall be held on such date or dates as shall be fixed from time to time. A General Body meeting of members shall be held at least once a year to conduct any of the following:

- a) To accept the minutes of the previous GB meeting.
- b) To receive and consider the President's and Treasurer's reports. (The GB does not pass or approve or disapprove these reports).
- c) To elect members to the Executive Committee.
- d) To deal with any other business properly presented to the GB.
- e) A list of voting members shall be made available at such meeting.
- f) Such annual Meetings shall be held in DFW metroplex no later than the last day of the ninth month of the Islamic calendar annually.

NOTICE OF MEETINGS

- 1) The notice of the general body meeting shall be given to all members (one notice per family) 30 days before the scheduled date of the meeting, which will also be applicable to the special GB meetings. A notice using all communication channels regularly adopted by the Corporation for all announcements.

2) Unintended omission of such mailing to any member/family or failure of a member/family to receive such mail shall not invalidate the meeting.

SPECIAL GB MEETING

- 1) A special meeting of the GB may be called by the President:
 - a) At the request of the Executive Committee.
 - b) On receipt of a request signed by at least 25% of the eligible voting members in good standing for a specific stated purpose.
- 2) The purpose of the special meeting must be stated at the time of requesting the special meeting.
- 3) Only the specified issues for which the meeting is requisitioned shall be conducted at such meeting.

QUORUM

- 1) Quorum for any General body meeting (annual or special) shall consist of 66% of the eligible voting members in good standing.
- 2) If above number is not present at the scheduled time as stated in the notice of the meeting, then the meeting shall be adjourned for 1 week with Quorum consisting of 15%, and if Quorum is not present or met, then the meeting shall be adjourned for 1 more week, and then Members then attending shall constitute Quorum.

CONDUCT AT GENERAL BODY MEETING

- 1) President of the Executive Committee shall preside (chair) all GB meetings. In President's absence, the Vice President and in his/her absence, the Secretary of the Executive Committee shall preside the meeting.
- 2) Voting shall be conducted by show of hands unless majority decides otherwise.
- 3) Chairman shall have a casting vote.
- 4) The resolutions at the GB shall be approved by a simple majority vote.
- 5) Only members in good standing, eligible to vote and physically present at the time of voting shall vote. Proxies or absentee voting will not be counted for the purpose of GB meetings.
- 6) Each voting member shall have one vote.

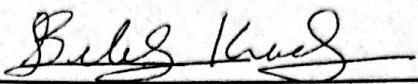
ARTICLE X DISPUTES

Mediation and Arbitration Agreement

The Members agree that any dispute, controversy, or claim arising out of or relating to these Bylaws or the Corporation—including, but not limited to, its interpretation, breach, termination, or enforcement—shall first be submitted to the Board of Trustees. If the Board of Trustees cannot resolve then the dispute shall be submitted Islamic Arbitration and Mediation Services (IAMS) for faith-based mediation with each party to the dispute sharing the costs with first an attempt to mediate and then to binding arbitration if unresolved after mediation.

CERTIFICATE BY SECRETARY

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing Bylaws were duly adopted by the Board of Trustees of said Corporation effective on December 16, 2025.


Belal Krad, Secretary