

**BYLAWS
OF
JAFFARYA CENTER OF NIAGARA FRONTIER, NEW YORK, INC.**

A New York Not For Profit Corporation

PREAMBLE

We, the members of Jaffarya Center of Niagara Frontier, New York, Inc. (the “Center”), being members of the Shia Ithna Asheri Muslim Community of Western New York, having formed a Not-For-Profit Corporation under the laws of the State of New York, desiring to establish, preserve and disseminate the principles and practices of the religion of Islam, in accordance with the Holy Quran and the traditions of the prophet Mohammad and his Ahle-Bait, and being further resolved that the members of this Center may be governed in an orderly manner, consistent with the accepted tenants of and within the framework of Islam, as established by the Quran, Hadiths, and teachings of Ahle-Bait, do hereby establish these Bylaws of the Center.

ARTICLE I

AIMS AND OBJECTIVES

Section One. Teachings. The Center's main aim is to organize, provide, and disseminate the teachings of Islam, in accordance with the Holy Quran and Sunnah, the traditions and the teachings of the prophet Mohammad and His Ahle-Bait (Fourteen Masomeen from the House of the Holy Prophet).

Section Two. Activities. The further aims of the Center are to organize and hold congregations, to carry on religious, social, educational and charitable functions, to encourage, assist and arrange visits of ulamas and speakers of the Islamic faith, and to distribute and publicize appropriate religious literature for the benefit of all Muslims and the community in general.

Section Three. Properties. In furtherance of the foregoing, the Center may from time to time purchase, lease, erect, construct, build, or otherwise acquire, own, operate, and maintain such facilities as required for the above stated purposes, including, but not limited to:

- a) A school of Quran;
- b) A school of Islamic (Jafari Fiqha) theology; and
- c) A center with a Mosque.

Section Four. Fraternal Bonds. The Center shall work to strengthen fraternal bonds and brotherly relations among Muslims, work for universal brotherhood, social justice and peace in accordance with the teachings of Islam, and cooperate with other faiths and other Muslim groups having similar aims and objectives.

Section Five. General Welfare. In furtherance of the aforesaid promotion of the general welfare of society, the Center shall accept any donations, gifts, grants, legacies, and bequests. The sole use of these monies shall be in furtherance of the purposes of the Center, and none of the monies collected shall be used in any fashion which would be contrary to the Articles of Incorporation, or the Internal Revenue Code of the United States relating to tax exempt foundations and corporations.

ARTICLE II OFFICES

Section One. Principal office. The principal office of the Center shall be located at 10300 Transit Road, Town of Amherst, County of Erie, and State of New York, United States of America.

Section Two. Other offices. The corporation may have such other offices, either within or outside the County of Erie, State of New York, as the Executive Committee may determine from time to time.

ARTICLE III
MEMBERS

Section One. Classes of Members; General Requirements. The Center shall have two classes of members: Voting Members and Non-Voting Members.

Voting Members. Any Shia Ithna Ashari Muslim who satisfies the General Membership Requirements set out below may apply for and be admitted as a Voting Member of the Center upon approval by the Executive Committee. For purposes of these By-Laws, a "Shia Ithna Ashari Muslim" shall mean an individual who believes in the unity of God, that prophet Muhammad (SAW) was the last prophet of Islam, in the wilayat of Imam Ali, and in the eleven (11) Imams that followed him. A Voting Member shall be vested with full rights of membership, including voting and holding office, subject to maintaining his or her membership in good standing, including prompt payment of dues pursuant to Article XI hereof. Voting Members who have been members for less than one (1) year may not hold office either as a member of the Board of Trustees or as an Executive Officer, but may serve on a designated special committee, excluding committees of the Board of Trustees.

Nonvoting Members. Any individual who does not qualify as a Voting Member but who satisfies the General Membership Requirements and who accepts the aims of the Center may be considered for admission to the Center as a Non-Voting Member by the Executive Committee. Non-Voting Members have no voting rights and are not eligible to hold office as an Executive Officer or as a member of the Board of Trustees.

General Membership Requirements. All members, regardless of class, shall meet the following general requirements:

a) All shall be Muslims. A Muslim is a person who believes that there is but one God (Allah) and that Muhammad is His last messenger and Prophet;

b) Membership and standing shall be reviewed on an annual basis by the Executive Committee, the annual term of membership being from January 1 until December 31 of each year;

c) Membership and standing may be reviewed by the Board of Trustees from time to time as they deem necessary;

c) No member, once accepted, shall work or act contrary to the aims, tenants, or objectives of the Center; and

d) All members shall have attained the age of 18.

Section Two. Membership Application Process. All individuals seeking membership in the Center must be approved by the Executive Committee. The Executive Committee shall, from time to time, prescribe the form and manner in which application may be made for membership.

Section Three. Voting Rights. Each individual Voting Member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section Four. Termination of Membership/Disputes Regarding Membership Criteria. The Board of Trustees, upon petition by the Executive Committee, may conduct an appropriate hearing, and, by a majority vote take appropriate action, including sanctioning members. The Board of Trustees shall act upon any membership matter put before it within thirty (30) days.

Section Five. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments, or other charges.

Section Six. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Trustees, by majority vote, may reinstate such former member to membership on such terms as the Board of Trustees may deem appropriate.

Section Seven Transfer of Membership. Membership in the Center is not transferable or assignable.

Section Eight. Sanctions Against Members. Members who, after an appropriate hearing, are found by the Board of Trustees to be in violation of the terms of membership in the Center, may be sanctioned by the Board of Trustees. Disciplinary actions shall include, but shall not be limited to, suspension, expulsion, termination of membership, being barred from the Center, and if necessary, initiation of appropriate legal action.

ARTICLE IV MEETINGS OF MEMBERS

Section One. Members Designated as General Assembly. The body of all Voting Members shall be designated as the General Assembly.

Section Two. Annual Meeting. Annual meetings of the General Assembly shall be held at the principal office of the Center within the State of New York, on the 1st day of June of each year, at 7:00 P.M., for the purposes of:

- a) first, electing Trustees;
- b) second, nominating candidates for the Executive Officer positions for review and approval of the Board of Trustees;
- c) third, election of Executive Officers from the list of candidates approved by the Board of Trustees; and
- d) finally, the transaction of such other business as may come before the meeting.

If the election of Trustees or nomination and election of Executive Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the elections shall be held at special meetings of the General Assembly and Board of Trustees within 30 days thereafter.

Section Three. Special Meetings. Special meetings of the General Assembly may be called by the President, the Board of Trustees, or not less than one-tenth of the Voting Members.

Section Four. Place of Meeting. The Executive Committee may designate any place either within or outside the State of New York, as the place of meeting for any annual or special meeting of General Assembly, but in the absence of such designation, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Center in the State of New York. However, if the General Assembly shall meet at any time and place, either within or outside New York State, and consent to the holding of such meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Five. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the General Assembly shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 10 days nor more than 50 days before the date of such meeting, by or at the direction of the President, the Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Center, with postage therein prepaid.

Section Six. Informal Action by Members. Any action required by law to be taken at a meeting of the General Assembly, or any action that may be taken at a meeting of the General Assembly, may be taken without a meeting if a consent in writing, setting

forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section Seven. Quorum. Members holding at least 51% of the votes that may be cast at any meeting shall constitute a quorum at such meeting of the General Assembly. If a quorum is not present at a meeting of members, a majority of the Voting Members present may adjourn the meeting and schedule another meeting. At such adjourned meeting, members holding at least 33% of the votes that may be cast at such meeting shall constitute a quorum. No official business can be conducted at a meeting where a quorum is not present, only general discussion may take place.

Section Eight. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section Nine. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws. All matters brought to the members for a vote must be voted 'for/yes', 'against/no' or 'abstain'. Any member that abstains from voting will not have their vote counted in the final tally.

ARTICLE V BOARD OF TRUSTEES

Section One. General Powers. The Board of Trustees shall be responsible for formulating the long term goals of the Center and for oversight of the Center's efforts to accomplish those goals. The Board of Trustees shall have the power to review all executive actions and decisions, including all actions of the Executive Officers and the Executive Committee, and, by a two-thirds vote at a special meeting called for that

purpose, to overrule any executive action determined to be inconsistent with the goals of the Center. The Board of Trustees shall also review and examine all candidates for Executive Officer positions nominated by the General Assembly and, if the Board of Trustees so determines, bar or disqualify any nominated candidate from running for any Executive Officer position.

Section Two. Number, Tenure, and Qualifications. The number of Trustees shall be five (5). Each elected Trustee shall hold office for a term of three (3) years and until his or her successor will have been elected and qualified., or until he or she resigns or is otherwise removed from office. There shall be no limit on the number of terms a Trustee may serve on the Board of Trustees.

To qualify to serve as a Trustee, an individual must be a Muslim Shia Ithna Ashari who is at least 30 years of age, who practices his or her faith regularly, and who deeply respects and abides by these Bylaws and the Center's Articles of Incorporation. A Trustee must also have been a Voting Member of the Center for a minimum of three (3) consecutive years and at have served at least one term on the Executive Committee. An individual cannot simultaneously hold both the position of Trustee and the office of President, unless they have been selected by the Board of Trustees or the current President to serve as an interim President due to a vacancy or the President being temporarily unable to perform his duties. No interim President can serve for more than ninety (90) days. After ninety (90) days the Vice President shall take over the role of President unless a permanent replacement has been selected by the Board of Trustees. Each Trustee shall also consent to work selflessly to fulfill the goals, aims and, objectives of the Center.

Section Three. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than this Bylaw, immediately after, and at the same place, as the annual meeting of the General Assembly, provided, however, that the Board of Trustees shall convene immediately upon nomination of candidates for Executive Officer positions by the General Assembly, solely for the purpose of review

and approval or denial of such candidates. The Board of Trustees may provide by resolution the time and place, either within or outside the State of New York, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section Four. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or of any three (3) members of the Board of Trustees.

Section Five. Notice. Notice of any special meeting of the Board of Trustees shall be given at least ten (10) days prior to such meeting by e-mail or written notice delivered personally or mailed to each Trustee at his or her address as shown by the records of the Center.

If mailed, notice shall be sent in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notification sent by e-mail shall be deemed given when sent to the e-mail address of the Trustee as shown in the records of the Center. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section Six. Quorum. The presence of a majority of the entire Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if less than a majority is present at said meeting, a majority of the Trustees present may adjourn the meeting and schedule another meeting. No official business shall be conducted at a meeting where a quorum is not present; only general discussion may take place.

Section Seven. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

The President shall be notified of and shall have the right to observe all meetings of the Board of Trustees, but shall not actively participate therein unless invited by the Board or unless there is a tie vote, in which case the President shall have the power to vote in order to break the deadlock.

At each meeting of the Board of Trustees, the Board shall select a Chairman who shall preside at such meeting, and shall perform other duties commonly incident to his or her office, and shall also perform such other duties and have such other powers, as the Board of Trustees shall designate from time to time.

Section Eight. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining Trustees, though less than a quorum is present. A Trustee elected to fill a vacancy shall serve until the next annual meeting at which the election of Trustees is in the regular order of business, and until his or her successor is elected or appointed and qualified. Any vacancy on the Board of Trustees must be filled within sixty (60) days of the vacancy occurring.

Section Nine. Compensation. Trustees as such shall not receive any stated salary for their services, but by resolution of the Board of Trustees any Trustee may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against such Trustee, by action in court or otherwise, by reason of being or having been such Trustee, except in relation to such matters as to which such Trustee shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section Ten. Removal for Cause. Any Trustee may be removed for reasonable cause by two-thirds vote of the General Assembly whenever in its judgment the best interests of the Center would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Trustee so removed.

Reasonable cause to remove a Trustee shall be deemed to exist if such Trustee willfully or otherwise violates the terms of these Bylaws or the Center's Certificate of Incorporation, fails to carry out his or her proper duties, exceeds his or her legitimate authority, commits an unlawful act under the tenants of Islam, or violates the laws of the United States.

Any Trustee who is removed from office by the General Assembly shall be barred from serving as an Executive Officer or as a member of the Board of Trustee for a period of three (3) years.

ARTICLE VI EXECUTIVE COMMITTEE

Section One. Executive Committee. The affairs of the Center shall be managed by the Executive Committee. The Executive Committee shall consist of the following executive officers of the Center (the "Executive Officers"), who shall be elected by the General Assembly at each annual meeting of the General Assembly:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Coordinating Officer (Keeper of the Center buildings)

Section Two. Meetings. The Executive Committee shall meet regularly at least once per month at the principal office of the Center in the State of New York, on such date, and at such time, as may be determined by resolution of the Executive Committee. Regular meetings of the Executive Committee will be held without other notice other than such resolution. Special meetings of the Executive Committee may be called by or

at the request of the President or any two Executive Officers. All Executive Officers shall be given prior actual notice of such meeting by the person or persons calling such special meeting. The person or persons calling a special meeting of the Executive Committee may fix the date and time of the meeting, but the meeting will be held at the principal office of the Center in the State of New York.

Section Three. Quorum. Four Executive Officers will constitute a quorum for the transaction of business at any meeting of the Executive Committee; but if less than four Executive Officers are present at said meeting, a majority of the Executive Officers present may adjourn the meeting from time to time without further notice.

Section Four. Manner of Acting. Each Executive Officer will have one vote in his or her capacity as a member of the Executive Committee. The act of a majority of the Executive Officers present at meeting at which a quorum is present will be the act of the Executive Committee, unless the act of a greater number is required by law or by these bylaws.

The Chairman of the Board of Trustees shall be notified of and shall have the right to observe all meetings of the Executive Committee, but shall not actively participate therein unless invited by the Executive Committee or unless there is a tie vote, in which case the Chairman shall have the power to vote in order to break the deadlock. If the Chairman also serves on the Executive Committee he will not be permitted a second vote to break the deadlock and the matter up for vote must be tabled until all Executive Committee Officers are able to vote.

Section Five. Nomination; Election; Term of Office; Qualifications. The General Assembly, at each of its annual meetings, will nominate candidates for the Executive Officer positions, will submit such nominations to the Board of Trustees for approval, and will elect the Executive Officers from among those candidates who have been approved by the Board of Trustees.

At least one candidate for each Executive Officer position shall be nominated by the General Assembly. If no candidate is nominated for an office, the existing holder of such office shall continue in that office until his or her successor shall

have been duly elected and shall have been qualified. The Board of Trustees shall review the list of candidates and may accept or reject any candidate, in its sole discretion. If all candidates for any Executive Officer position are rejected by the Board of Trustees, the existing holder of such office shall continue in that office until his or her successor shall have been duly elected and shall have been qualified. The General Assembly shall then elect the Executive Officers from among the candidates approved by the Board of Trustees.

Each Executive Officer shall hold until the next annual meeting of the Board of Trustees and until his successor shall have been duly elected and shall have been qualified.

Only individuals who have been active Voting Members in good standing for at least one (1) year shall be eligible to serve as Executive Officers. All Executive Officers shall be eligible for re-election, provided, however, that the President cannot serve more than three (3) consecutive terms in office. New or additional Executive Officer positions may be created only by an amendment to these Bylaws.

Section Six. Removal. Any Executive Officer may be removed for reasonable cause by the Board of Trustees by a two-thirds vote whenever, in its judgment, the best interests of the Center would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the executive officer so removed.

Reasonable cause to remove shall be deemed to exist if an Executive Officer fails to attend three consecutive meetings of the Executive Board without adequate justification. The Board of Trustees shall have the right to remove the officer immediately in this event. Reasonable cause shall also be deemed to exist if any Executive Officer willfully or otherwise violates these Bylaws or the Center's Certificate of Incorporation, fails to carry out his or her proper duties, exceeds his or her legitimate authority, commits an unlawful act in violation of the tenants of Islam, or violates the laws of the United States.

Any Executive Officer that is removed from office by the Board of Trustees shall be barred from serving as an Executive Officer or as a member of the Board of Trustees for a period of three (3) years.

Section Seven. Vacancies. A vacancy in any executive office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of such Executive Officer's term, in accordance with these Bylaws. Any vacancy on the Executive Committee must be filled within sixty (60) days of the vacancy occurring.

Section Eight. Executive Officers. The responsibilities and qualifications of the Executive Officers shall be as follows:

a. President. The President shall be the chief executive officer of the Center and shall, subject to the control of the Executive Committee, as provided in these Bylaws and the Center's Certificate of Incorporation, have general supervision, direction and control of the business and affairs of the Center. The President shall preside at all meetings of the members, of the Executive Committee, and, in the absence of the Chairman of the Board of Trustees, at meetings of the Board of Trustees. The President shall have the right to attend all meetings of the Board of Trustees, and in the event of deadlock, shall have the power to vote to break the deadlock. The President may sign, with the Secretary or any other proper Executive Officer, any deeds, mortgages, bonds, contracts, or other instruments that the Executive Committee or Board of Trustees has authorized to be executed.

The further duties of the President shall be to work for the promotion and advancement of the Center and the implementation of its programs. The President shall also represent the Center at all outside functions, or arrange for its representation; prepare the Center's annual report, and act on behalf of any other officer otherwise unable to act in performance of his office.

A current Trustee shall not be eligible to serve as President unless they have been selected by the Board of Trustees or the current President to serve as an interim President due to the President being temporarily unable to perform his duties. No interim President can serve for more than ninety (90) days. After ninety (90) days the Vice President shall take over the role of President unless a permanent replacement has been selected by the Board of Trustees.

b. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. If the Vice President permanently assumes the role of President and also serves on the Board of Trustees the Vice President within twenty four (24) hours must choose between one of the positions and resign his other position as Trustee or as President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Executive Committee.

c. Secretary. The Secretary shall keep the minutes of the meetings of the members, the Executive Committee, and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Center's corporate records, membership records, and of the Center's corporate seal, keep a register of the post-office address and e-mail address of each member, which information shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Executive Committee.

d. Treasurer. If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall have charge and custody of and be responsible for moneys due and payable to the Center from any source whatsoever, and deposit all such moneys in the name of the Center in such banks, trust companies, or other depositaries as shall be selected by the Executive Committee; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Executive Committee. The Treasurer will also be responsible for preparing the Center's yearly budget, maintaining all financial books and records for the Center and will also be required to conduct an

internal audit of the Center on an annual basis to be presented to the Executive Committee and Board of Trustees.

e. Coordinating Officer. It shall be the duties of the Coordinating Officer to ensure the cleanliness of the Islamic center and the Islamic school, both inside and out, during all times of the year. This includes but is not limited to ensuring carpets are vacuumed and floors are mopped, the kitchen area is clean, all restrooms are clean and maintained, common areas such as the sidewalks are clean and ensuring that the lawn and landscaping is in order, and the parking lot is clean and clear.

It will be the responsibility of the Coordinating Officer to handle and coordinate all program preparation and cleanup, including celebrations such as Eid and programs such as the programs for Muharram. He or she will be permitted to set up a committee and enroll members of the community to assist in community programs and in maintaining the center.

The Coordinating Officer will also be responsible for the security of the Islamic school and Islamic center. That is, it will be the duty of the Coordinating Officer to ensure that the center and school are properly secured and locked when not in use and to ensure it is accessible when functions and other activities are ongoing.

Any one person may hold only one of the Executive Officer positions at any one time, unless approved by the Board of Trustees. If any person holds more than one Executive Office position they will only be entitled to one (1) vote on matters acted upon by the Executive Committee.

Section Nine: Members at Large. The Executive Committee in its sole discretion may chose to select a maximum two (2) Voting Members in good standing and designate them as members at large of the Executive Committee. Members at large are not Executive Officers have no voting rights on the Executive Committee. Members at large may be assigned specific duties by the Executive Committee, and may be dismissed at any time by a majority vote of the Executive Committee.

Section Ten: Compensation. Executive Committee members as such shall not receive any stated salaries for their services, but by resolution of the Executive

Committee any member of the Executive Committee may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against such member of the Executive Committee, by action in court or otherwise, by reason of being or having been a member of the Executive Committee, except in relation to such matters as to which such person shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE VII RESIDENT ALIM AND PRINCIPAL

Section One. Resident Alim. The Resident Alim shall be chosen and appointed by the Executive Committee and the Board of Trustees. The Resident Alim is not an Executive Officer of the Center, but shall have the option to attend meetings of the Board of Trustees and the Executive Committee. The Resident Alim shall be accountable to the Executive Committee. The Resident Alim will be responsible for educating the community, for being available for religious programs as determined by the Executive Committee or making alternative arrangements in agreement with the Executive Committee. He shall also lead congregational prayers held at the Center. The Resident Alim may be dismissed, with or without cause, by a vote of two thirds of both the Executive Committee and Board of Trustees.

Section Two. Principal. The Principal shall head the Islamic School setup by the Board of Trustees. The Principal shall be under the supervision and control of the Executive Committee. The Principal can be dismissed by a majority vote of the Executive Committee.

It will be the duties of the principal to enroll students and recruit teachers, to ensure that all student dues are paid, to decide which classes are to be held, to determine which students should be attending which classes, to ensure teachers are teaching the proper material, to ensure order is maintained at the school and to handle any disciplinary action that may be deemed necessary against any student or teacher.

Disciplinary action shall include special assignments, detention and suspension. The Principal does not have the authority to impose fines.

Any disciplinary action handed out by the Principal may be appealed to the Executive Committee which, in its sole discretion, may modify any disciplinary action handed out by the Principal by a two-thirds vote.

It will also be the duty of the Principal to maintain the school library, to keep it in good working order, and to determine the books and multimedia that the library will contain.

ARTICLE VIII COMMITTEES

Section One. Standing Committees. The Executive Committee and the Board of Trustees, by resolution adopted by a majority of the members of either body, may designate one or more standing committees, each of which shall consist of three or more members of such body, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Committee or Board of Trustees, as applicable, in the management of the Center; but the designation of such committees and the delegation thereto of such authority, shall not operate to relieve the Executive Board or Board of Trustees, or any individual member of either body, of any responsibility imposed on it, him, or her, by law.

Each committee shall serve at the pleasure of the body that created it, and shall report directly to such body.

Section Two. Other Committees. Other special committees not having and exercising authority of the Executive Committee or Board of Trustees in the management of the Center may be designated and members elected by a resolution of either the Executive Committee or Board of Trustees. Except as otherwise provided in such resolution, members of each such committee shall be members of the Center. Any member thereof may be removed by the body that created such committee whenever in

its judgment the best interests of the Center shall be served by such removal. Each committee shall report directly to the body that created such committee.

Section Three. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the General Assembly and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

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

Section Five. Quorum. Unless otherwise provided in the resolution creating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Six. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Committee, including the appointment of a chairman.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Executive Committee may authorize any Executive Officer or Executive Officers, or other agent or agents of the Center, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Center, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name

of the Center shall be signed by such Executive Officers or Executive Officers, or other agent or agents of the Center, in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President of the Center.

Any checks, drafts or orders for the payment of money in excess of five thousand dollars (\$5,000.00) must first be approved by the Treasurer and the President.

Section Three. Deposits. All funds of the Center shall be deposited from time to time to the credit of the Center in such banks, trust companies, or other depositories as the Executive Committee may select from time to time.

Section Four. Gifts. The Board of Trustees or the Executive Committee may accept on behalf of the Center any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the corporation.

ARTICLE X CERTIFICATE OF MEMBERSHIP

Section One. Certificate of Membership. The Executive Committee may provide for the issuance of certificates evidencing membership in the Center, which shall be in such form as may be determined by the Executive Committee. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the corporate seal of the Center. All certificates evidencing membership in any class of membership shall be consecutively numbered as follows: the current Islamic calendar year followed by a three digit number in chronological order (e.g. 1430-786). The name, address and e-mail address of each member and the date of issuance shall be entered in the Center's records. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Executive Committee may determine.

Section Two. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Executive Committee shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article IX.

ARTICLE XI

DUES

Section One. Annual Dues. The Executive Committee may determine from time to time the amount of the initiation fee, if any, and annual dues payable to the Center by members of each class. The Executive Committee is authorized to set differential dues, family or other discounts, and waive fees, as it sees fit.

Section Two. Payment of Dues. Dues shall be payable in advance of the first day of March in each fiscal year.

Members who have failed to pay their annual dues by the date of the annual meeting of the General Assembly shall not have the right to vote at any meeting of the General Assembly, until such dues are paid in full.

Members who fail to pay the annual dues by the first of July of each fiscal year without making other arrangements for payment acceptable to the Executive Committee shall be deemed to be in default of this dues provision, and presumptively failing to meet the aims and objectives of the Center, thereafter subject to any and all sanctions provided in Article III, above.

Section Three. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period in which such dues became payable, his or her membership may thereupon be terminated by the Board of Trustees in the manner provided in Article III of these Bylaws. The Executive Committee may also suspend

voting privileges on the basis of default in payment up to a period not to exceed one month subsequent to payment of all outstanding dues.

ARTICLE XII MISCELLANEOUS

Section One. Books and Records. The Center shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Trustees, the Executive Committee and all committees having any of the authority of the Board of Trustees or Executive Committee, and shall keep at the principle office of the Center a list or record containing the names, addresses and e-mail addresses of all members, the class or classes or membership, the capital certificates and the number of capital certificates held by each member, and the dates when they respectively became the holders of record thereof. Any person who shall have been a member of record of the Center for at least six (6) months immediately preceding his demand, or any person holding, or thereunto authorized in writing by the holders of at least 5% of any class of the outstanding capital certificates, upon at least 10 days written demand, shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members and to make extracts there from.

Section Two. Fiscal Year. The fiscal year of the Center shall begin on the first day of January and end on the last day of December.

Section Three: Waiver of Notice. Whenever any notice is required to be given under the provisions of the New York Not-For-Profit Corporation Law or under the provisions of the Center's Certificate of Incorporation 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 therein, shall be deemed equivalent to the giving of such notice.

Section Four. Power to Convey Real Property. The Center, by two-thirds vote of the entire Board of Trustees, may convey real property to members for dwelling houses without leave of court, as allowed in section 205 of the Not-For-Profit Corporation Law of the State of New York.

Section Five. Naming of Real Property. Any property owned by the Center may be assigned a name to identify it. This name must be agreed upon by both the Board of Trustees and Executive Committee. Once a name has been assigned it can be changed by only by the affirmative vote of 80% by both the Board of Trustees and Executive Committee.

Section Five. Cemetery. The property owned by the Center at 4656 South Gravel Road, Village of Medina, Country of Orleans, State of New York, United States of America is designated as a Muslim cemetery. The name of this cemetery at the above said location will be 'Everlasting Garden'. The Executive Committee will determine on a case by case basis who will be permitted to be buried at the cemetery along with what the expenses for burial would be. The Executive Committee at their sole discretion may determine individual costs for all burial expenses including but not limited to burial plot costs, excavation costs and the cost for head stones.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended, repealed, or added to, or new Bylaws may be adopted, by the vote or written assent of two-thirds of the members entitled to vote at the annual meeting of the General Assembly, or by the vote of two-thirds of a quorum at a meeting duly called for the purpose of amending, repealing or adding to the bylaws.

Any amendment to the Articles of Incorporation must be proposed at the annual meeting of the General Assembly and passed by an 80% vote, subject to ratification by the Board of Trustees, who must also pass the proposed amendment by an 80% vote.

ARTICLE XIV
DISSOLUTION

In the event that the Center is dissolved, all of the assets of the Center shall be devoted to not-for-profit activities of Shia Ithna Asheri Islamic organizations of a similar character, which are recognized and approved by the Internal Revenue Service of the United States as qualifying to receive said monies, and further being in accordance with the Article of Incorporation, regarding dissolution and winding up.