

BYLAWS

Of

Green Crescent of Simi Valley, CA
(A Non-Profit Religious Corporation)

Article 1: Name, Nature and Principal Office Location

Section 1.1: Name and Nature

The name of this Organization shall be: Green Crescent of Simi Valley ("GCSV"), and doing business as (dba) Islamic Center of Simi Valley, also referred to as the "Center". GCSV is a California non-profit religious corporation.

Section 1.2: Principal Office, Subordinate Offices

The principal office for the transaction of the business of the corporation ("principal executive office") is located in Simi Valley, County of Ventura, State of California.

The Board of Directors ("BOD") may change the principal office from one location to another. Any change of this location shall be noted by the Secretary, as an amendment to this Section.

The BOD may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

Section 1.3: Date of Founding

Green Crescent of Simi Valley was founded on 4th day of December, 2010.

Article 2: Mission and Purpose

The principal mission of GCSV is to serve the best interests of the Muslim communities in Simi Valley, Moorpark and surrounding areas in accordance with Islamic teachings. It is to foster, practice and teach the religion of Islam by providing religious, educational and recreational venues for its members and the community at large. These venues include but not limited to the following:

1. Arrange and hold regular Islamic congregational prayers;
2. Promote mutual understanding and friendly relations between Muslims and non-Muslims. Foster peace, justice, harmony and cooperation with other organizations and communities;
3. Conduct and engage in religious, charitable, educational, cultural, and other activities in accordance with Islamic teachings, as specified in the Holy Quran and the Sunnah (teachings, examples and actions approved by the Prophet Muhammad, Peace Be Upon Him);
4. Educate Muslims and non-Muslims about Islam and the Islamic way of life;

5. Develop appropriate and adequate institutions to serve Islam. This includes establishing educational institutions to provide quality Islamic education in an Islamic environment;
6. Cooperate with other Islamic organizations and individuals in achieving these goals and engage in such other activities as may be desirable or required to fulfill the purposes and objectives of GCSV.

No part of the net earnings of GCSV shall be distributed or benefit any private individual, member, director, trustee, officer, or organization organized for profit. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to religious purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

No substantial part of the activities of GCSV shall be the carrying of propaganda or otherwise attempting to influence legislation. GCSV shall not participate in or intervene in (including the publishing or distribute statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 3: Membership

Section 3.1: Qualifications

The membership of the GCSV is a privilege and is open to all Muslims who are known to follow and practice Islamic teachings, morals and manners. Membership procedures are described herein below. Acceptance of membership constitutes the member's agreement and commitment to:

1. Attend the Center at least occasionally, and to a certain extent participate in its activities;
2. Be a resident of Simi Valley, Moorpark or the surrounding areas; unless the individual is recognized and approved as an honorary member;
3. Avoid "Al-Kaba'ir" (i.e. major sins from the point of view of Shariah or Islamic Law);
4. Support the mission and abide by the policies, Bylaws, rules and regulations of the Center;
5. Must be at least 18 years of age;
6. Observe Islamic code of ethics, dress, and behavior;
7. Agree to the Arbitration Article 13 of these Bylaws.

Section 3.2: Procedures

The following steps must be established for an applicant to become a member of the Center:

1. Complete, sign, and submit the membership application form
2. Receive recommendations of at least two active members
3. Pay membership fees, if financially able
4. The Membership Committee recommends accepting or rejecting membership applications to the Board of Trustees ("BOT"). The BOT acts to approve or disapprove the recommendation.
5. Agree to the Arbitration Article 13 and sign the Arbitration Form

Section 3.3: Types of Membership

Active Membership:

The list of active (voting) members shall be maintained and updated periodically by the Membership Committee, along with the BOT documents approving those members. The updated membership list should be submitted to the BOT at least two (2) times a year, and four (4) weeks before the General Assembly meeting. The voting membership list must be posted two (2) weeks before the General Body Meeting.

Honorary Membership:

Honorary membership constitutes recognition of the generous contributions of certain individuals to the cause of Islam in general, to the community and to the Center in particular. Each of such individuals must be recommended by at least two (2) active members. The recommendation must win the approval of the Board of Trustees. Honorary members may attend the General Body meetings but are not eligible to vote.

Section 3.4: Membership Dues and Fees

The membership dues are determined and may be revised by the Board of Directors ("BOD") and approved by the BOT.

Honorary members may not be required to pay any dues. Exceptionally, additional charges and fees may be assessed by the BOD, subject to approval of the BOT, for specific purposes, such as a building or maintenance fund.

Section 3.5: Resignation

Any member may resign from the membership of the Center by submitting a written or verbal notice to the Membership Committee, Board of Directors, or Board of Trustees. The Membership Committee must make an effort to contact the member in order to confirm and discuss the reasons for the resignation. The resignation becomes effective upon the review and acceptance of the resignation by the Membership Committee and approved by BOT.

Section 3.6: Warning, Suspension and Termination

1. A member may be warned, suspended or have his or her membership terminated by the Membership Committee and the BOT for failure to meet membership qualifications as specified in Article 3. The Membership Committee can recommend terminate the membership of a member due to failure to pay membership fees for two (2) consecutive years, if the member is financially able.
2. Any member who has been convicted of a felony or criminal offense involving moral turpitude or a shameful act may be subjected to warning, suspension or termination of membership from the Center by the Membership Committee.
3. Actions by a member that are deemed contrary to the values and teachings of Islam, mission, goals or welfare of the Center can lead to a warning notice, suspension, or termination of membership.
4. Suspension and/or termination of the membership of an active member does not become final until approved by the BOT.
5. Termination does not have to be preceded by a suspension or warning, and suspension does not have to be preceded by a warning.

Section 3.7: Appeal

Any member who has been warned, or has been notified of an impending suspension or termination shall be notified for such an action in writing. The member has the right to appeal to the Board of Trustees within thirty (30) days from the date of the notice. The BOT shall review and submit written opinion/ decision on the appeal within thirty (30) days. The decision of the Board of Trustees is final.

A membership applicant whose application is denied can appeal to the Board of Trustees. The decision of the Board of Trustees is final.

Article 4: Board of Directors (Officers)

Section 4.1: Formation and Term

The Board of Directors (BOD) shall consist of five (5) members. The General Membership body shall elect the five (5) members from among a list of nominees that is beforehand approved by the BOT. The nominees are to be voted upon by the General Body for approval by a simple majority. In the first meeting of the BOD, the elected members shall elect/choose among themselves the positions of president, vice president, secretary, joint-secretary and treasurer.

1. The term of the Board of Directors is two (2) years.
2. If a vacancy occurs, the Board of Directors may invite the next highest voted nominee to fill in the vacancy for the remaining term of the departing director. However, The Board may function with at least three (3) members without holding elections to fill in vacancies.

Section 4.2: Eligibility

A member of the Board must meet the following qualifications:

1. Have been an active member as defined in Article 3, and in good standing for the past twenty four (24) months
2. Never been convicted of a felonious criminal offense
3. Be at least 21 years old on the day of elections
4. Must not knowingly and persistently violate any of the established rules of Shari'ah.
5. Must be a US citizen or a legal resident.

Section 4.3: Authorities, Responsibilities and Duties

The President and members of the Board of Directors (Officers), individually and collectively, shall endeavor to implement the goals and objectives of the Center. Towards this end, they shall have the authority and responsibility expressly assigned to them by the BOT or by the Bylaws. Any power not expressly conferred to the Officers by these Bylaws or a duly adopted resolution of the BOT shall belong to the Board of Trustees. The responsibilities and duties of the Officers include the following:

1. Submit to the Board of Trustees for review and approval, within two (2) months after the election, an implementation work plan, in accordance

with the guidelines laid down by the Trustees, for implementation during the course of the two-year term.

2. Appoint functional committees and act on their recommendations.
3. Plan and implement activities and functions that are needed for proper management of GCSV and its facilities and that are consistent with the objectives and policies of GCSV.
4. Maintain and operate the Center and other facilities, if any, and establish the rules and regulations for their use. Responsible for the day-to-day affairs and activities of GCSV as may be provided in these Bylaws or by resolution of the Board of Trustees. All rules and regulations of GCSV shall be approved by the Board of Trustees.
5. Prepare the annual budget for review and approval by Board of Trustees.
6. Define the internal and external policies of the Center in accordance with the Bylaws and generally accepted Islamic practices and principles.
7. Hire necessary staff and supervise their work for the term of the Board's term with a maximum of three-month overlap with the new Board.
8. Specify the amount of compensation for hired services and employees which must be approved by the BOT.
9. The President may arrive at decisions between the Board meetings by consulting with the members of BOD; however such decisions must be ratified in the following BOD meeting.

Section 4.4: President

The President shall serve as the Chairperson of the BOD and shall, when present, preside at all meetings. The President shall perform all duties customary to that office and shall supervise and control day-to-day affairs of GCSV, in accordance with policies and directives of the Board of Trustees. The annual budget and working plan for day-to-day operation as well as long term plan shall be prepared under the direction of the President within two months after taking over the office and shall be submitted to the Board of Trustees for its approval. Notwithstanding the foregoing, the President of GCSV shall have the following specific responsibilities and duties:

1. Shall review the agenda (prepared by the Secretary) for the meetings of the BOD.
2. Shall appoint, after consultations with the members of the BOD, special committees, or subcommittees, as may be required by these bylaws or as may

be necessary, and shall be an observing member without vote of all such committees of GCSV. All committees shall be approved by the BOT.

3. Shall also perform such other duties as the Board of Trustees may designate from time to time.

Section 4.5: Vice-President

The Vice President of BOD shall have powers and duties of the President in the absence of the President, during such time when the President is unable to carry out the duties of that office and work jointly with the President to carry out the duties of that office. The Vice-President shall exercise such other powers and perform such other duties as the President may assign from time to time.

Section 4.6: Secretary

The Secretary of BOD shall have all responsibilities and perform all duties commonly included in the office of secretary, including the following:

1. Shall prepare the agenda and attend all meetings of the BOD to the extend possible, prepare and distribute minutes of all such meetings to the members of the BOD.
2. Shall ensure that all notices are given in accordance with these Bylaws.
3. Shall help in preparing the semi-annual reports, describing the achievements, present status, future plans, proposed budget and other matters of interest.
4. Shall perform such other duties as the Board of Trustees or the President may, from time to time, prescribe.
5. The Secretary shall be the custodian of GCSV meeting records and the Corporate Seal and shall have the authority to affix the Seal of GCSV, if and when required. The Board may authorize any other Officer to perform such tasks.

Section 4.7: Joint-Secretary

The Joint-Secretary of BOD shall have powers and duties of the Secretary in the absence of the Secretary, during such time when the Secretary is unable to carry out the duties of that office and work jointly with the Secretary to carry out the duties of that office. The Joint-Secretary shall exercise such other powers and perform such other duties as the Secretary may assign from time to time.

Section 4.8: Treasurer

The Treasurer of GCSV shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. Shall be responsible for developing and reviewing the fiscal policies of GCSV for the approval of the BOD and BOT.
2. Shall keep complete and accurate accounts of receipts and disbursements of all amounts and shall deposit all monies and other valuable assets in GCSV's name, to the credit of GCSV, in such banks or depositories as the BOT may designate.
3. Maintaining the financial accounts and prepare monthly financial reports to the BOD and quarterly reports to the BOT or whenever required by the President, BOD, BOT or the Finance Review Committee, showing all receipts and expenditures for the current year.
4. Upon request, the Treasurer shall be able to exhibit the books and accounts to any trustee, officer of GCSV within a reasonable time.
5. The Treasurer shall prepare a financial report, which shall include the balance sheet, detailed statements of income and expenses for the BOT and BOD one month before the General Assembly meeting.
6. Shall render a report of the finances of GCSV at the General Assembly meeting. Such a report shall be reviewed and approved by the BOD and BOT before presenting it to the General Assembly.
7. Shall provide assistance for filing all tax returns, if and when required.
8. Shall also perform such other duties as the President, BOD, BOT may, from time to time, designate.

Section 4.10: Vacancies, Removals and Resignations

A vacancy or vacancies shall be deemed to exist on the occurrence of the following:

1. Death of a Board Member
2. Resignation of a Board Member
3. Removal of a Board Member by BOT

Any director may resign on a written two-week notice submitted to the President or the Secretary of the Board unless the resignation letter specifies a later time for the resignation to be effective.

Any Director may be removed by a recommendation of the Board of Directors and the approval of the Board of Trustees, or removed by the BOT. The removal may occur because of:

1. Violation of Articles of Incorporation or the Bylaws of GCSV.
2. Becomes disqualified under Articles 3 or 4 above.
3. Absence without justifiable reason for more than three regularly scheduled meetings that are at least one week apart from one another.
4. Failure of the director to perform his duties.
5. Knowingly performing acts that are in conflict with the Articles of Incorporation or Bylaws of GCSV.

Such removal may occur only if the Officer involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Officer. The Officer involved shall have the right to respond to these charges. Each member of the Board of Trustees shall review any response independently. The BOT shall then act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of GCSV.

Any officer who has been removed may arbitrate the matter in accordance with Article 13 of these Bylaws.

Section 4.11: Compensation

Directors shall not receive compensation for their services as members of the Board of Directors. The Board may authorize reimbursement by GCSV of the out of pocket expenses incurred by the directors for their services to, or on behalf of, GCSV.

Article 5: Board of Trustees

Section 5.1: Formation

The establishment and term of the Board of Trustees is described below:

1. The Board of Trustees (BOT) shall consist of seven (7) members

2. Subsequent to the initial and first GCSV Board of Trustees, which was nominated/ elected by the community leaders, the BOT shall be elected by the General Body from a list of nominees approved by the BOT.
3. The Board of Trustees shall elect its own Chairman and Vice-Chairman.
4. The term of the Board of Trustees shall be six (6) years. However, for the initial Board of Trustees, and to alternate the terms of the members, two (2) will serve two (2) years, two (2) will serve four (4) years and three (3) will serve six (6) years before their seat is up for election. Subsequent to the initial Board of Trustees, candidates are nominated by the BOT before elections.
5. All decisions of the Board of Trustees are taken by simple majority unless otherwise specified.
6. The quorum for the Board of Trustees meetings shall be five (5) members. If the quorum is not met in the first time, a second meeting will be called for with a quorum of four (4) members.
7. If a vacancy occurs, the Board of Trustees may function with at least five (5) members without holding special elections to fill in vacancies. The quorum in this case shall be four (4) members.

Section 5.2: The Authority and Duties of Board of Trustees

The duties and powers of the Board of Trustees of GCSV shall be the following:

1. To act as the arbitrator in any disagreement or dispute concerning the operation of the Center. The decisions are final in this regard unless the Board itself is part of the dispute in which case the General Body shall convene to resolve the conflict.
2. To supervise and oversee the long term objectives, property and affairs of GCSV. The BOT shall make sure that the title to GCSV real estate shall be kept with the North American Islamic Trust (NAIT) as a Waqf or Trust for the GCSV.
3. To make decisions concerning major expansion, improvement, and acquisition of real estate property. To approve or disapprove any financial transactions relating to GCSV's real estate and other assets. No sale, assignment, transfer, or any other action involving the disposition of GCSV's real estate can be authorized without the written consent of at least eighty percent (80%) of the existing number of Trustees.
4. To call the General Body for regular general meetings at least once a year.

5. To call the General Body for an emergency meeting when the need arises.
6. Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees or by a majority of the Trustees then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.
7. To review, amend or approve the annual budget proposed and submitted by the Board of Directors and the Board of Education (when subsequently formed).
8. To approve the financial transactions and disbursement of GCSV funds including borrowing, lending and investing for and on behalf of GCSV.
9. To provide guidance for the execution and development of long-range plans for GCSV.
10. To adopt rules for GCSV conforming to the Islamic principles.
11. To determine the policies of GCSV and execute its purposes.
12. To appoint, to terminate, remunerate agents, administrator and employees including the Imam (including the power to delegate some of this authority to others).
13. To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or in conflict with the Articles of Incorporation or Bylaws of GCSV (in their present form or as they may be amended) or to any applicable law.
14. Appointing three (3) active members to the Membership Committee.
15. Appointing three (3) active members to the Election Committee.
16. The BOT shall supervise the Election Committee for all the nomination and election to ensure that the Bylaws are being adhered to without any violation and the BOT shall have the final decision. In order to eliminate any conflict of interest in the nominations or elections for the BOT, the members of the BOT whose terms are expiring shall have no vote or input concerning the nominations or elections to the BOT.
17. Appoint a spokesman for the Center.

Section 5.3: Eligibility

To be eligible for election as a Trustee, and after the initial BOT which was formed as described in Section 5.1 (2), a person must:

1. Have been an active member as defined in Article 3, and in good standing for the past thirty six (36) months;
2. Never been convicted of a felonious criminal offense,
3. Be at least thirty five (35) years old on the day of elections.
4. Not knowingly and persistently violate any of the established rules of Shari'ah.
5. To be US citizen or a legal resident.

Section 5.4: Chairperson and Secretary of Board of Trustees

The Board shall meet within fifteen (15) days after the election to elect a Chairperson and the Secretary of the Board from among the regular Trustees as defined in Section 5.1 of these bylaws. The Chairperson and the Secretary shall hold office for two years but shall be eligible for reelection to consecutive terms, provided they are still Trustees at the time of such reelection.

Section 5.5: Removal of Trustees

Any Trustee may be removed from the office by a two-thirds vote (not counting his/her vote) of the members of the Board (at any regular or special meeting of the Board of Trustees at which a quorum of at least five (5) members are present, with cause for: (1) violation of these Bylaws, (2) failing to attend three (3) meetings of the Board in a calendar year without justifiable reason for which Board is timely informed, (3) performing acts that are in conflict with the Articles of Incorporation or Bylaws of GCSV, or (4) becomes disqualified under Section 5.3 above. Such removal may occur only if the Trustee involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Trustee. The Trustee involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of GCSV.

Section 5.6: Resignations

Any Trustee may resign at any time by giving written notice to the Chairperson of the Board or in his/her absence to any member of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The successor to a resigning Trustee shall be selected in accordance with Section 8.7 below. In the event that all of the members of the Board resign it shall be the obligation of the Chairperson to hold a general election within two (2) months of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections shall then be transferred to the Chairperson of the Election Committee.

Section 5.7 Arbitration

Any Trustee, who has been removed from the Board of Trustees, may arbitrate the matter in accordance with Article 13 of these Bylaws.

Section 5.8 Compensation

Trustees shall not receive compensation for their services as members of the Board of Trustees. The Board may authorize reimbursement by GCSV of the out of pocket expenses incurred by the Trustees for their services to, or on behalf of GCSV.

Article 6: Committees

Section 6.1:

The Board of Directors may form committees to run and promote specific activities. The committees may include but are not limited to the following:

- The Education committee
- The Cultural, Social and Charity committee
- The Women committee
- The Youth committee
- The Da'wa and public relations committee

Section 6.2

1. The committees shall submit to BOD a semi-annual report of their activities, at least four (4) weeks before the General Body Meeting.
2. The committees shall submit a hard and an electronic copy of the procedures and the experience they have developed to a depositary maintained by the BOT.

Article 7: The General Body

Section 7.1: General Body Meetings

1. The General Body consists of all active members.
2. The General Body shall have at least one (1) meeting during a calendar year.
3. The Board of Trustees is responsible for preparing the agenda and calling for the regular and emergency meetings of the General Body.

Section 7.2 Emergency Meetings

1. The Board of Directors or the Board of Education (when formed) can request the Board of Trustees to call the general body for an emergency meeting.
2. The Board of Trustees can call for an emergency meeting on its own or if it receives a petition to call for an emergency meeting of the General Body signed by at least one-fifth (1/5) of the active members of the Center. Such a meeting shall be held within thirty (30) days from the date on which the petition has been submitted.

Section 7.3: Meeting Announcements

A regular General Body meeting and an emergency meeting shall be announced to all active members and a notice shall be posted on the Bulletin Board of the Center and mailed to all active members at fifteen (15) days prior to the date of the meeting.

The emergency meeting notice shall identify the purpose of the meeting.

Section 7.4: Notice of Annual and Special Meetings

Written or printed notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) days and not more than thirty (30) days before the date of the meeting, either personally or by mail. The Board of Trustees may designate any person(s) to call and inform each Member, who is entitled to vote, for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, and addressed to the member at his/her latest address as it appears on the records of GCSV. Each Member shall be responsible for informing GCSV promptly of any change of his/her address.

Section 7.5: Waiver of Notice

Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person without objection to the lack of notice of such meeting, shall also waive the requirement of notice by such Member.

Section 7.6: Quorum

The quorum for the General Body meetings is one-half (1/2) of the active members. If the quorum is not met, another meeting shall be held within two weeks from the

original date. The quorum in this case would be one-third (1/3) of the active members. If the quorum is not met for the second meeting, the Board of Trustees can decide with (2/3) majority to hold the meeting, or can call for a third meeting with the quorum decided by the Board of Trustees with two-third (2/3) majority.

Article 8: Elections

Section 8.1:

Biannual (every two years) elections shall be held on the month of February of the election year.

Section 8.2:

The Board of Trustees shall appoint three (3) members for the Election Committee and they are not to be nominated or running for election to any office. All of the three (3) members of the Election Committee must be active members, or honorary members of the General Body. The Election Committee chooses a chairman among themselves.

Section 8.3: Duties of the Election Committee

1. The Election Committee shall follow the election procedures set by the BOT. These procedures shall be made available by the BOT to the Election Committee members before the solicitation of nominations for elections.
2. The BOT shall supervise all nominations and elections to ensure that the Shari'ah and Bylaws are being adhered to without any violations and the BOT shall have the final decision.
3. Obtaining an up-to-date list of voting members from the Membership Committee that is approved by the BOT.
4. Distributing and collecting nomination forms. The forms must contain eligibility requirements for the nominations and a list of all eligible members.
5. The Election Committee shall scrutinize the validity of the nominations in accordance with these bylaws and prepare the final list of nominees to be presented in the election meetings.
6. Mailing the final list of nominees to the voting members at fifteen (15) days prior to the election day.
7. Prepare the ballot papers, manage and conduct the election, tabulate the results and submit the report to the Board of Trustees in a timely manner for announcement to the General Assembly.
8. The Chairman of the Elections Committee shall keep all ballots and records of the elections for three (3) months. The records shall then be submitted to the Board of Trustees.

Section 8.4:

Only the active members who maintained valid membership status for at least ninety (90) days prior to the election's day are eligible to vote.

Section 8.5:

The Board of Directors shall not campaign in favor of or against any candidate. However, a director has the right to campaign as an individual.

Section 8.6:

The campaign of any member is expected to be conducted in a gracious manner and in the best of Islamic spirit. The BOD can complain against a blatantly divisive campaign, and the BOT shall have the final say in disqualifying the member carrying the divisive campaign from running for an office.

Article 9: Board of Education

Section 9.1: Formation

1. The Board of Education consists of:
 - Three (3) active members elected by the General Body.
 - Two (2) active members appointed by the Board of Trustees.
2. The term of the Board is two (2) years.

Article 10: Membership Committee

Section 10.1: Formation

The Membership Committee consists of three (3) members. All of the three (3) members are appointed by the Board of Trustees.

Section 10.2: Duties

The Membership Committee is responsible of all issues related to membership including:

1. Maintaining the list of current membership at all times.
2. Promoting membership and submitting recommendations concerning membership to the BOT.

3. Issuing warnings and cancellation of membership to members in accordance with the Bylaws Section 3.6 of the Center.
4. Accepting resignations forms. The Committee shall make an effort to contact the member in order to confirm and discuss the reasons for the resignation. The resignation becomes effective upon the acceptance of the resignation by the Membership Committee and approved by BOT.

Article 11: Finance Review Committee

Section 11.1: Finance Review Committee

Each year in the month of March, the BOD shall appoint a Finance Review Committee from the Board members (Non-Officers). The Committee shall review the quarterly finance reports presented to the BOT and submit the results of its reviews to the BOD and BOT.

Article 12: Authority to Adopt, Amend, and Repeal

Section 12.1: Authority to Adopt, Amend, and Repeal

The authority to adopt, amend and repeal the Bylaws of the GCSV shall be approved by the Board of Trustees and voted on by the General Assembly in accordance with Section 12.2.

Section 12.2: The Quorum and Percentage of Vote Required to Adopt, Amend, and Repeal

The Quorum required is two-third ($2/3$) of the total voting members of the GCSV and a two third ($2/3$) majority of those voting members present and voting for the adoption, amendments, and repeal.

Article 13: Arbitration

Section 13.1: Arbitration

All member of the Center are bound with the arbitration agreement that they have signed to become members in which they have forfeited their right to take legal action against the Center, its Trustees, officers, directors, managers, employees, and other agents, members, and any Muslim who has agreed to settle his or her dispute in accordance with this Arbitration Article by signing the Arbitration form , and they all have opted to accept the arbitration decision of community members as specified in this Arbitration Article.

Section 13.2: Arbitration Panel of GCSV

There shall be an Arbitration Panel of GCSV (hereinafter referred to as "Panel"), composed of seven (7) active members.

Section 13.3: Appointment

The members of the Arbitration Panel shall be nominated by the BOT and elected by the General Assembly. The Board of Trustees shall take into consideration the knowledge, integrity, character and maturity of the nominees to serve as arbitrators.

Section 13.4: Term

Each arbitrator shall be elected for a term of six (6) years. Any vacancies arising in the Panel shall be filled by the majority of the remaining members of the Panel for the unexpired term thereof.

Section 13.5: Chairperson

The members of the Panel shall select a Chairperson within thirty (30) days of the election from among themselves. The Panel shall develop rules and regulations for their operations.

Section 13.6: Matters to be submitted to Arbitration:

Any claim, demands, disputes, controversies, and differences arising out of or related to GCSV between any member (in any category), trustees, officers, directors, managers, employees, and other agents, and any Muslim who has agreed to settle his or her dispute in accordance with the arbitration, among themselves or between any of them and GCSV, shall be exclusively settled by arbitration as set forth in this Article.

Section 13.7: Procedures

Any controversy or issue shall be determined by arbitration in the following manner:

- a. Either party may, by written notice to the Chairperson of the Panel, within 45 days after a controversy has arisen that is subject to arbitration; request the appointment of an arbitrator.
- b. The Chairperson shall, within 30 days after receipt of said request, inform, in writing, the parties to the dispute, of the pending request and ask for their

- selection of one member from at least three possible arbitrators from among the members of the Panel.
- c. If all parties agree on one arbitrator, within fifteen (15) days of the request of the Chairperson referred to in Section 13.6 above, then the Chairperson shall appoint him/her as arbitrator for the controversy.
 - d. If parties cannot agree on a single arbitrator, then each side to the dispute shall select one arbitrator from among the members of the Panel referred to in Section 13.2 and Section 13.3 above, within twenty one (21) days of the request of the Chairperson, and the such two arbitrators shall, thereafter, agree on a third arbitrator and shall appoint him/her by written notice, within thirty (30) days, signed by both of them and a copy mailed to each party to the dispute.
 - e. If both arbitrators fail to appoint the third arbitrator, the Chairperson of the Panel shall appoint the third arbitrator within ten (10) days after the expiration of thirty (30) days notice as provided in Section 13.7.
 - f. On appointment of three (3) arbitrators as provided for above, such arbitrators shall hold an arbitration hearing at the GCSV, or any other location agreed by all parties, within thirty (30) days after such appointments. At the hearing, the single arbitrator or the three arbitrators, as the case may be, shall allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party and shall render their decision, within fifteen (15) days of the conclusion of the hearing, as the arbitrator(s) deem just.
 - g. The decision of the arbitrator, if single, or the majority of the arbitrators, shall be binding on the parties to the dispute, and judgment may be entered on such decision in any court having jurisdiction.
 - h. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no lawsuit based on such dispute or controversy shall be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s).
 - i. No party to the arbitration shall have a right to sue an arbitrator or GCSV if it is not satisfied with the decision or the manner in which the arbitration was conducted.
 - j. All parties to the arbitration shall take part in the arbitration proceedings in good faith and shall abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision.

Article 14: General Provisions

Section 14.1: Decision Making

1. The decisions are by simple majority except where otherwise specified. However, matters or issues that are guided by the Shari'ah or Islamic principle are not subject to a vote.
2. In case of dispute on the applicability and interpretation of the Shari'ah or Islamic principle, an agreed upon religious scholar should be consulted and if

no agreement is reached then the Fiqh Council of North America shall have the final decision.

Section 14.2: Fiscal Year

The fiscal year of GCSV shall be from January 1st to December 31st of the same calendar year.

Section 14.3: Checks, Notes and Contracts

The Board of Trustees shall authorize, from time to time appropriate Trustees and/or Officers to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The President, Vice-President, Treasurer or Joint-Treasurer of the BOD can jointly authorize a check for a maximum amount of up to three thousand dollars (\$3,000). However, at least two (2) of the above shall together approve and sign such checks. In Addition, no more than five (5) checks over three thousand dollars (\$3,000) each can be issued in a three-month period without prior approval of the BOT. All checks above five (5) thousand dollars (\$5,000) shall be pre-authorized by the Board of Trustees. The Treasurer shall submit a written statement to the BOT on a quarterly basis listing all checks issued during the quarter.

Section 14.4: Books and Records

All the books and records of GCSV shall be kept at its principal offices or as designated by the BOT, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board of Trustees, BOD and any other committees established or appointed by GCSV, and (3) an updated record of the names and addresses of the voting and nonvoting members. All books and records of GCSV may be inspected by any member having voting rights, or his agent or attorney, for any valid purpose at any reasonable time with a proper written notice.

Section 14.5: Loans to Trustees and Directors (Officers)

No loans shall be made by GCSV to its Trustees, Officers or Board Members

Section 14.6: Restrictions on Elected Offices

Two (2) or more immediate relatives (husband and wife, children and parents, or brothers and sisters) shall not hold elected office as Trustee and/or BOD Member simultaneously. However, the non-elected spouse, or immediate relative, is eligible to participate in any committee(s). An individual, who has served three consecutive terms as an Officer, shall not be eligible to serve another term in the same office

until after a one-year break. Notwithstanding the foregoing, such Officers shall be eligible to serve any other office.

The Imam is an honorary member and he shall not be an Officer or member of the BOT.

Section 14.7: Coordination Between the Board of Trustees and Board of Directors (Officers)

The Trustees and Officers will make every effort to perform their respective duties and use their respective powers in complete harmony with each other. There shall be at least two joint meetings of the Board of Trustees and the BOD in a year, to be held at the request of either body, within fifteen (15) days of such request on mutually agreed upon schedule.

Section 14.8: Use of Terms

As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 14.9: Severability

If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 14.10: Members' Rights to Obtain a Copy of the Bylaws

Each member has the right to obtain a copy of the Bylaws upon written request directed to the GCSV Secretary.

Section 14.11: Means of Communication

Electronic means is an acceptable form of communication.

Section 14.12: Real Estate Assets

The Center or any of its real estate assets shall be placed under Trust (Waqf) with the North American Islamic Trust (NAIT) currently headquartered at 745 McClintock Dr # 314, Burr Ridge, IL 60527, Tel: (630) 789-9191.

Section 14.13: Sale of Real Estate Property

Sale of real estate property of the Center shall require the approval of two-third majority of the active voting members. The sale of the Center real estate properties is to be exercised only for the purpose of replacing it with another property that serves the GCSV goals and objectives.

Article 15: Dissolution

In case of dissolution, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Green Crescent of Simi Valley, dispose of all assets of the Center and it shall be transferred exclusively to another non-profit Islamic organization with similar goals and objectives as shown at the time qualified as an exempt organization under the existing Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as to be determined by the General Body, or the Board of Trustees if the General Body failed to convene

(Signatures on Next Page)