

In The Name Of Allah, The Beneficent, The Merciful
Muslim Association Of Virginia, Inc. Bylaws
(January 12, 2008).

I. Articles

This **Muslim Association Of Virginia, Inc. Bylaws** is approved by members of the General Body and made effective on January 12, 2008. This document supersedes and makes voids any prior or collateral documents and understandings, whether they be implied through any communication medium or expressed in writing. These Bylaws, together with the Articles of Incorporation, are the sole documents that now govern the affairs and operations of the MAV. **NO MODIFICATION OR AMENDMENT OF THESE MUSLIM ASSOCIATION OF VIRGINIA, BYLAWS WILL BE EFFECTIVE UNLESS IT IS APPROVED BY MAJORITY VOTE OF MAV MEMBERS AT A GENERAL BODY MEETING AT WHICH A QUORUM IS PRESENT.**

II. Name

Muslim Association of Virginia, Inc. (MAV) is a faith-based non-profit organization established in the Commonwealth of Virginia. This incorporated name was approved and filed with the State Corporation Commission of Virginia on August 15, 2007.

III. Registered Office, Mailing Address, Registered Agent

The primary office of MAV is:

Muslim Association of Virginia, Inc.
5404 Hoadly Road
Manassas, VA 20112

The Mailing Address of MAV is:

Muslim Association of Virginia, Inc.
P.O. Box 2551
Woodbridge, VA 22193

The Board of Directors of MAV shall authorize and cause to be established and maintained all MAV offices, including future offices that may later be established, within the Commonwealth of Virginia.

IV. Definitions

For the purposes of clarification and interpretation of the language of this document, the intended meaning of specific words, phrases, and terms cited in this document are hereby defined as follows:

- 1) "Muslim" means person who professes the religion of Islam and declares the 'Kalimat-ush-Shahadat', the declaration of faith to the religion of Islam. Male Muslim persons may also be referred to as "Muslim" and female Muslim persons may also be referred to as "Muslimah".
- 2) The Kalimat-ush-Shahadat means "the declaration of faith to the religion of Islam" and consists of the words, "Ash-hadu an la-ilaaha illaaha wahdahu la shareekalahu wa ash-hadu anna Muhammadan abduhu wa Rasooluh" which means, "I bear witness that none is

worthy of being worshipped but Allah, He is alone and has no partner and I (further) bear witness that Muhammad (Peace Be Upon Him [PBUH]) is His servant and messenger”. A Muslim also believes that Muhammad (PBUH) is the last and final prophet of Allah.

- 3) ."Branch" means any subordinate office or organization that is empowered by MAV to be affiliated with and/or to represent MAV.
- 4) "Affiliation Fee" is the annual fee that a Branch of MAV shall pay to MAV.

V. **Objectives**

MAV applied for exemption from federal income tax under Internal Revenue Code (IRC) section 501(c)(3) and to be generally eligible to receive tax-deductible contributions. This was granted on April 3, 1991. The objectives of the Association are as follows, provided however that no objective shall be interpreted in a manner which will violate internal Revenue Code 501 (C) (3):

- 1) To meet the religious, educational, cultural and social needs of Muslims in Virginia.
- 2) To provide facilities, services and activities to promote the spiritual advancement of the Muslim community, to nourish the deen (faith), promote the Islamic goal of unity and "brotherhood" (the term applies to both genders).
- 3) To promote the Islamic principles of engaging in community outreach services to keep families together by providing services and activities; to meet the needs of the youth and the elderly; to support the needy Muslim and the non-Muslim members in our community; to work with Muslim and Non-Muslim organizations that share our values on joint projects for providing community services and projects that further mutual support; and to reach out to other Faith based groups and organizations to facilitate and perpetuate friendly relations in our community.
- 4) To provide, as may be requested, assistance in the funeral services and arrangements for the burial of MAV members and non-members whose life expired within the local operating area of MAV.
- 5) To construct, purchase, lease, rent, secure Sharia (Islamic Law) compliant real estate mortgages, and hire persons to manage land, buildings, structures, premises and properties deemed necessary to promote the MAV objectives outlined herein.
- 6) To seek and receive funds through subscriptions, donations, bequests, profits, endowments, and gifts of monies, lands, stocks, securities, all other properties and assets, real or intangible, hereditaments and all other legitimate means, and to manage such funds, assets, and properties or to use, consume, sell, lease, rent, liquidate, or otherwise disposition these items for the purpose of promoting the MAV objectives outlined herein.
- 7) To employ persons as necessary for the purposes of supporting the objectives of MAV and to pay them salaries/wages, or other considerations as may be agreed to, or to employ such persons on a voluntary basis to secure the products or services that they may provide in furtherance of the MAV objectives outlined herein.
- 8) To seek assistance from the county, state, and federal governments towards, and in connection with, the promotion of the MAV objectives outlined herein and to enter into any lawful arrangements with them or with any other Authority, statutory or private, and domestic or foreign, and to obtain from any government entity or any other authority any lawful rights, privileges and concessions which MAV may think desirable to obtain, and to

- carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- 9) To do such other lawful things as are incidental or conducive to the attainment of, or in furtherance of attainment of, the MAV objectives outlined herein.

VI. Legal Purposes

To protect MAV's status as a tax exempt organization generally eligible to receive tax-deductible contributions:

- 1) MAV's net earnings may not inure to any member or other private persons;
- 2) MAV shall not provide a substantial benefit to private interests;
- 3) MAV shall not devote a substantial part of their activities to attempting to influence legislation;
- 4) MAV shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office; and,
- 5) MAV's purposes and activities shall not be illegal.

This is not intended to restrict the rights of members, appointed officers, or Board of Directors to engage in political activity in their individual capacities, and each member, officer, and director of MAV shall have the same rights any other person has to lobby for or against legislation, or to participate in any political campaign. So long as the member, officer, or director is acting in an individual capacity, this activity will not affect MAV's tax-exempt status. Should the situation be such that the capacity of a member might be in doubt, he or she should make it clear by stating that he or she is speaking individually, and not on behalf of MAV, before engaging in political or lobbying activities.

VII. Membership

Any person, regardless of race, color, ethnicity or gender, may become a member of MAV, provided all the requirements of applicable member type described below are met. The types of MAV memberships consist of General Member, Life Member, Founding Member and Contributing Member. The qualifications to be a member in any of these types of memberships are as cited below. Requirements pertaining to disapproval of membership applications are as cited in Article XV, Disapproval of Membership. Requirements pertaining to suspension and termination of membership are as cited in Article XVI, Suspension of Membership, and Article XVII, Termination of Membership.

1) General Member

a) Qualifications – General Member

The number of General members is unlimited. The qualifications to become a General Member and to maintain General Member status are to meet and maintain ALL OF THE REQUIREMENTS below.

- (i) The Applicant is a Muslim (male Muslim) or Muslimah (female Muslim) and declares his or her belief in ALLAH, His Angels, His Prophets, His Books, the Day of Judgment, and that Prophet Mohammad (PBUH) is His last messenger.

- (ii) The Applicant agrees to strive to practice Islam in his or her daily life.
- (iii) The Applicant is at least eighteen (18) years of age and alive.
- (iv) The Applicant is not a member of any outlawed organization under U.S. law.
- (v) The Applicant agrees to abide by MAV Bylaws.
- (vi) The Applicant pays in full the prescribed annual membership fee, as determined by the Board of Directors. Payment of the full annual membership fee is due at the time of submittal of the completed application or the application will not be considered for approval. Partial payments of the annual fee do not meet the qualification requirements for membership. The Applicant continues to pay in full all subsequent annual membership fees; preferably on or before it becomes due.
- (vii) The Applicant completes the MAV application to become a General Member and affirms in writing, by signing the application, his or her unconditional agreement to each of the General Member qualification requirements cited in this section.
- (viii) The Applicant is recommended to be a General Member by at least one General Member of MAV.
- (ix) The Applicant receives a majority approval decision by the Board of Directors, or if BOD so delegates, applicant approval authorization to the appointed President to permit the Applicant to become a General Member of MAV.
- (x) The Applicant must be a resident of the Commonwealth of Virginia and each approved General Member must continue to be a resident of the Commonwealth of Virginia.

b) Voting Rights – General Member

See Article X, General Assembly Meeting Proceedings and Voting Rights, subparagraph 3. Voting At General Body Meetings and Extraordinary Meetings.

2) **Life Member**

a) Qualifications for Life Member

The maximum number of total approved Life Members shall not exceed forty (40). The qualifications to become a Life Member shall be to meet and maintain ALL OF THE REQUIREMENTS below.

- (i) the candidate is a General Member in good standing;
- (ii) the candidate demonstrated service, selflessness and dedication to MAV, and the promotion of MAV's objectives;
- (iii) Demonstrated commitment to Islam, the cause of Islam, and the Muslim Community; and
- (iv) the candidate has been a General Member for a minimum of five (5) years.

b) Nomination and Approval of Life Member

(i) Life Member Nomination

1. Requirements for Nominating Candidates for Life Membership are as follows:
 - a. Only a member of the Board of Directors may nominate a person for Life Member.
 - b. The Life Member candidate must meet all the Life Member qualification requirements. However, acknowledging that the pool of existing Life Members that are willing, able, or qualified to serve as a Board Member or as an appointed Executive Officer is limited, as of the fall of 2007 and until the March 2008 General Body meeting, any candidate for Life Member must have been a General Member for at least one (1) year. As of and after the March 2008 General Body meeting, each candidate for Life Membership must have been a General Member for at least five (5) years.
 - c. The Director nominating the candidate must complete a Life Member Nomination form which includes written justification for approval of the nominee.
 - d. The Director submitting the nomination has a reasonable belief that the nominee is qualified to perform (1) the work required to serve as a member of the Board of Directors or, (2) the work and tasks as assigned by the Board of Directors including those necessary to perform the duties of an appointed Executive Officer. The nominee must confirm that he or she agrees to perform the work if he or she is elected as a member of the Board of Directors.
 - e. Each nominee must be approved by affirmative vote of at least seventy-five percent (75%) of the members of the Board of Directors present at a meeting at which a quorum is present.

(ii) Life Member Approvals

1. At the March 2008 General Body meeting, the Board of Director nominated list of Life Members will be presented for election to Life Member by the General Body. Election of each approved nominee to Life Member will be established through an affirmative vote of those Life Member candidates that receive the highest number of votes from the voting General Members who are present at the 2008 General Body meeting, provided that a quorum of General Members is present: provided the sum of the newly elected Life Members, does not exceed the difference between the maximum number of Life Members on record on the day of the voting and the maximum permissible number of Life Members total set forth in VII 2) a) above.
2. All subsequent Life Member candidates will be approved through an affirmative vote of at least seventy-five percent (75%) of the Board of Directors.

c) Voting Rights – Life Member

See Article X, General Assembly Meeting Proceedings and Voting Rights, subparagraph 3. Voting At General Body Meetings and Extra-ordinary Meetings.

3) Founding Member

a) Qualifications – Founding Member

Only those four (4) individuals who became members of MAV in the year MAV was founded in 1989 are qualified to be identified as Founding Members. It is, however, acknowledged that numerous other honorable Brothers and Sisters in Islam supported MAV during the first year even though they did not sign up as members of the organization at its inception.

b) Rights and Authorities

In gratitude for facilitating the establishment of MAV, the Founding Members are granted Life Membership so long as they continue to meet and maintain current all the requirements for Life Members. Founding Members have no expressed or implied authority to vote or to direct or impede any MAV operations, including, but not limited to any MAV business activities and elections. However, since Founding Members are Life Members, they can vote in the capacity of Life Members and be eligible to be elected as a member of the Board of Directors with the same rights and authorities given to Life Members under these Bylaws.

c) Voting Rights – Founding Member

See Article X, General Assembly Meeting Proceedings and Voting Rights, subparagraph 3. Voting At General Body Meetings and Extraordinary Meetings.

4) Contributing Member

a) Qualifications – Contributing Member

Contributing Member is anyone who meets the minimum qualifications for General Member and has donated on record \$5,000 or more to MAV.

b) Voting Rights – Contributing Members

See Article X, General Assembly Meeting Proceedings and Voting Rights, subparagraph 3. Voting At General Body Meetings and Extra-ordinary Meetings.

VIII. Membership Dues and Other Fees

Membership dues shall be established and revised, as deemed necessary, by majority vote of the Board of Directors acting at a meeting at which a quorum is present. The membership fee period covers twelve (12) months from the date of approval of the

membership. The Board of Directors may from time to time change this period by majority vote of the Board of Directors acting at a meeting at which a quorum is present. Membership period is established as calendar year. Each member is responsible for paying current his or her membership dues. Donations and contributions made can be applied as part of the membership dues.

1) New Member Dues

For new memberships, all dues shall be become due and payable upon first submittal of an application for membership to MAV. Membership applications that are not submitted with the payment of membership dues are deemed incomplete for approval evaluations. Individuals that have a financial hardship to paying membership dues may file an application for consideration of financial aid with the individual designated by the Board of Directors.

2) Other Fees

The Board of Directors may set and assess other fees for special events and activities including, but not limited to fundraising events if it determines, by majority vote of the Board of Directors, that such course of action will yield the most benefit for MAV and its General Members.

IX. Meetings

The category of MAV meetings that involve the general body consists of Annual General Body Meetings and Extraordinary General Body Meetings, and meetings that are continuation, re-scheduling or extension of either of these two (2) types of meetings. The term, “General Body Meeting(s)” is hereinafter meant the singular or combination either the Annual General Body Meeting or an Extraordinary General body Meeting.

1) Annual General Body Meetings

- a) The Annual General Body meeting shall be held not later than 30 March 2008 and no later than the 30th day of March for every year thereafter. The Annual General Body meeting for any year will focus on the events of the preceding year calendar year.
 - b) Primary Purpose: The meetings shall be held for the General Members to receive the report of the MAV Board of Directors, appointing an Auditor as required, receiving the audit report from said Auditor which addresses the audit findings and recommendations of financial transactions and general business activities of the entire previous year, comments from General Body regarding the audit report, and electing when required, members to the MAV Board of Directors.
- 2) Extraordinary General Body Meetings shall be held as required per the stipulations of the proceedings cited in Article X 1. b).**

X. General Assembly Meeting Proceedings and Voting Rights

1) Proceedings for General Body Meeting Notices

Meeting Notices:

General Body meetings and Extraordinary General Body Meetings may only be held after proper notice has been served. The notices for either type of meeting shall consist of mailing to MAV members of record. Notice shall be sent not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of an Extraordinary General Body meeting shall state the purpose(s) of the meeting. Notice shall be deemed to have occurred upon delivery to MAV members of record on the date of notification, a written notification of the meeting. Notice of meeting shall be deemed given and effective on the date of deposit with the United States Postal Service. MAV Members are solely responsible for ensuring their current mailing address is reported to MAV. All meeting notices shall, at the least identify the meeting place, the meeting hour, the purpose of the meeting. The location of the meeting shall be within Prince William County.

- a) General Body Meeting Notices. The Board of Directors shall provide no less than ten (10) days and no more than sixty (60) days advance notice (exclusive of the day on which notice is issued but inclusive of the planned meeting date), to convene General Body Meetings. General Body Meeting notices shall, in addition to the requirements of paragraph 1 of this Article, contain the anticipated agenda for the meeting and an audited statement of the annual accounts of MAV. In the event there are proposed revisions to the MAV Bylaws, a draft copy of the proposed revisions shall be enclosed with the notice.
- b) Extraordinary General Body Meeting Notices. An Extraordinary General Body Meeting is any meeting other than a General Body Meeting. The Board of Directors, by majority vote of those acting at a meeting at which a quorum is present, may call for an Extraordinary General Body meeting. In addition, MAV General Body Members may also call for the convening of an Extraordinary General Body Meeting provided they submit to the Board of Directors a written petition signed by not less than 50% of the MAV General Body Members that requests the convening of said meeting. The Board of Directors is charged with giving notice to the MAV General Body Members to convene Extraordinary General Body Meetings. The Extraordinary General Body Meeting notices shall, in addition to the requirements of paragraph 1 above, contain the general nature of the special business for which the Extraordinary General Body Meeting is being called.
- c) If a Member wishes to have a matter discussed at an Annual General body Meeting, or the Extraordinary General Body Meeting, he or she shall inform the Secretary in writing in reasonable time before the date of the Meeting. Determination of reasonable time is at the discretion of the Secretary. If received within reasonable time, the Board of Directors will, by majority vote of those acting at a meeting at which a quorum is present, determine if the request shall be incorporated into the Agenda. If so decided, the Board of Directors may at its discretion and after taking into consideration a reasonable period of time for mail deliveries, determine whether

- or not to authorize the mailing of a revised Agenda to the MAV General Body Members or to otherwise address the agenda change at the general body meeting.
- d) The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate the proceedings at any meeting.

2) Proceedings During General Body Meetings and Extraordinary General Body Meetings

- a) Quorum - No business shall be transacted at a General Meeting unless a quorum of the members is present at the time of the scheduled meeting. On the initial date, a General Body Meeting is scheduled, a quorum shall be not less than 33% of the General Members of record. The Board of Directors shall be responsible for verifying the presence or absence of a quorum by dividing the General Members of record that are present at the meeting by the total number of General Members of record. In the event a quorum has not been established within half an hour from the time appointed for the meeting, or such reasonable time delay as determined by the Chairman, provided this time delay does not exceed 90 minutes from the established hour for the meeting, the following shall apply:
- (i) The meeting shall be adjourned and rescheduled to the same day in the next week at the same time and place: and, if at the adjourned meeting date, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. However, in the event the meeting covers any changes to these Bylaws, a quorum of not less than fifteen percent (15%) of the MAV General Body Members is required to conduct that portion of the meeting addressing such changes. The announcement for the adjourning and rescheduling of the meeting shall be made by the Board of Directors to those that are present. No written notification to the MAV General Body Members will be made.
- (ii) With the consent of those present at any Meeting at which a quorum is present, and if so resolved by the MAV General Body Members present, the chairman of the meeting may adjourn the meeting to another time and place. In such an instance, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- b) Administration – The Chairman of the Board of Directors, or in his absence and, in order of precedence, the President, the Vice-President, the Honorable Treasurer, or the Honorable Secretary shall, in that order of precedence, preside as chairman at every General Body Meeting and every Extraordinary Meeting. If at any meeting, the Chairman, President, the Vice-President, the Honorable Treasurer, or the Honorable Secretary, are not present within fifteen minutes after the time appointed for holding the meeting, one (1) of the Board of Directors members shall preside,

based upon a motion and vote of the Board of Directors members that are present. In the event that there is no person to chair the meeting, it shall stand adjourned to the same day in the next week at the stated time and place.

3) Voting At General Body Meetings and Extraordinary General Body Meetings

- a) Voters must be present at the time and location established for voting unless they qualify to vote by proxy as an Absentee voter. To qualify to vote as an Absentee voter, the individual wishing to vote as an Absentee voter:
 - (i) must meet all requirements to vote, including the requirement to have paid their full annual dues prior to the cut-off time established before voting is to begin); and,
 - (ii) must be too ill or under such serious medical care or treatment that it prevents the individual to be transported to the voting location at the time and place established for voting or the individual expects to be either out of town or encounters some emergency condition or anticipates a condition that prevents the individual to be physically present at the voting location on the day and time the voting is to take place; and,
 - (iii) in the event the conditions of item (ii) exists, the individual wishing to vote as an Absentee voter, must submit a written request to MAV at least five (5) days prior to the date of voting and the request must clearly state the reasons provide in item (ii) above.
 - (iv) Absentee votes must be received by MAV no later than seventy-two (72) hours before the established voting day and time, and absentee voter is solely responsible for delivering mail to MAV: late, misrouted, damaged and illegible mail will not be accepted.
- b) Voting rights that any MAV member may have cannot be transferred by proxy to any other individual. Each voting member is entitled to one (1) vote. However, any person, including non-members of MAV that are Muslims or Muslimahs are entitled to and shall be permitted up to three (3) minutes to voice their views when called upon by the Chairperson for the meeting: the time allotted for this effort may be limited to 1 hour based upon the sole decision of the Chairperson. Non-Muslims or non-Muslimahs may, by approval of the Chairperson, attend or speak at the meeting but only by invitation of the Board of Directors. All speakers are invited guests and they will be expected to give respect to other speakers that may be called upon and yield to the directions of the Chairperson; including the direction to yield the floor back to the Chairperson. Persons causing disruption or discourse will be held accountable for his or her actions. Any persons violating this requirement will be ejected from the meeting and may, through the sole determination of the Chairperson, have other sanctions placed on them, including losing membership status.
- c) At any General Body Meeting, a resolution put to vote by Members of Record shall be decided by secret ballot. A majority vote by those voters that are present at the voting site will determine if item put to vote has been approved. In the case of an equality of votes, the Chairman of the meeting shall be entitled to cast the tie-

breaking vote. For the purposes of this subparagraph, Members of Record are those MAV members who have paid their full annual dues as of the established cut-off time of voting.

- d) Only General Members, Contributing Members, and Life Members of MAV who meet all the eligibility requirements to serve as a member of the Board of Directors can be nominated to be elected at a General Body Meeting for any office. The requirements for eligibility include, but are not limited to, meeting requirements for being nominated for such office and to have paid current and in full all membership dues that are payable prior to the time voting commences. Per the requirements of the corporate laws of the Commonwealth of Virginia and these Bylaws, the Board of Directors will be elected by the General Body Members of record. The Board of Directors shall appoint Executive Officers, such as the President, Vice Presidents, Treasurer, and such other officers determined necessary by the Board of Directors to carry out its duties to MAV and its members. The President will be empowered to establish and dissolve all other offices and subcommittees, and with the approval of and authorization by the Board of Directors, hire employees and enter into binding contracts for products and services to operate MAV.
- e) Only General Members, Contributing Members, and Life Members of MAV whose membership dues are paid current and in full on the day of the voting shall be permitted to vote within the limits of the voting rights provided for each category of MAV member. These are established as follows:

1. Voting Rights – General Members, Life Members, Contributing Members

i). Less than One Year Membership Period

General Members that have held membership for less than thirty (30) days cannot vote for approval of MAV Bylaws, and General Members that have held membership for greater than thirty (30) days but less than one (1) year can vote for approval of MAV Bylaws but cannot vote at elections for members of the Board of Directors.

ii). One Year or Longer Membership Period

General Members, Life Members, and Contributing Members who have held their membership continuously for one (1) year or such other greater consecutive period at the time of the election, may nominate and vote for candidates for BOD at MAV elections.

2. Single, Married and Family Membership

Individuals can apply as an individual member that, once approved, shall have one vote. Married persons can apply, at slightly higher membership fee, for two person membership. If applications are approved each married person shall have one vote. A head of household can apply for a Family Membership package at a yet higher fee amount that, once approved, shall grant one vote for each family member up to a sum of four family members that are defined below. The Family Member package is limited to up to two parents and up to two qualifying children or legal dependant other than a child. A qualifying child is:

- a) one that resides in the same house as the parents or lives at a school campus

when not living at home; and b) be full time student; and c) be between the ages of 18 and 25 years. Each additional membership will have to be separately applied for as a single status.

4) Election Procedures and Administration –Board of Directors

The Board of Directors shall develop election processes and administer the elections for Board of Directors Members. Candidates for election are prohibited from administering the elections in which they are running. Further, any other MAV member that is selected to serve on an Election Committee and has accepted the nomination to be a candidate for the same office for which nomination was accepted.

XI. Board of Directors

1) Composition: Board of Directors shall consist of not fewer than three (3) or more than nine (15) elected directors. The Board of Directors shall, by majority vote of those at a meeting at which a quorum is present, appoint the President, Vice President, Honorable Treasurer, and Honorable Secretary and such other officers it deems necessary.

2) Board of Director Qualifications

The qualifications for serving on the Board of Directors include meeting all of the following.

- a) Candidate must be a Life Member; and,
- b) nomination for consideration as a nominee for Board of Directors by voting General Members (i.e. who meet the voting requirements defined in Article X 3) e) 1. ii)); and,
- c) the Board of Directors affirmatively validates that the nominee has agreed to accept a Board of Director position should this nominee be elected by the General Body to serve as a Board of Director; and,
- d) the nominee is elected for a Board of Director position through at least seventy-five (75%) majority vote of the voting General Members at a meeting at which a quorum is present at a General Membership meeting; and,
- e) Candidate shall have paid current and in full all membership fees, including past due fees for the current year, that are payable prior to the time voting commences and to pay all fees current during the term of office. A lapse in payment of membership is a lapse in membership, and such lapse in membership period will not be counted in the number of years an individual has been a member of MAV.

3) Term of Office for Elected Officials

- a) The election shall be as cited herein. Of the number of members serving on the Board of Directors, the term of one-third (1/3) shall expire on 30 March 2009 and every odd year thereafter, the term of one-third of the members shall expire. The term of each member of the Board of Directors is established as four years. No member of the

Board of Directors shall hold a Board of Director office for more than two consecutive terms. No more than two immediate family members can serve at the same time as a member of the Board of Directors. The Directors whose terms shall expire shall be as decided by and within the Board of Directors either through self resignation or, in descending order starting from the Board of Directors holding the longest tenure of service as a member of the Board of Directors to the shortest tenure of service as a member of the Board of Directors. However, in the event more than one Board of Director holds the same highest tenure time period of service selection of the member(s) of the Board of Directors whose term shall expire shall be decided by majority vote of all of the members of the Board of Directors at a meeting at which a quorum is present. Elections will be held no later than 31 March 2009 and no later than 31th day of March for all subsequent odd years. The one-third of the members of the Board of Directors whose terms shall expire will be replaced by election by majority vote of the General Body members eligible to vote at the Annual General Body meeting, provided that a quorum is present. Board of Director members that were elected by 30 March 2009 will assume office on 1 April 2009 and Board of Director members that were elected by 30 March of each subsequent odd year will assume office on the 1st day of April of the year in which they were elected. The newly elected Board of Directors may attend Board of Director meetings and observe general MAV operations, but cannot vote or otherwise function as a Director between the election day and the 1st day April of the year in which they were elected.

- b) In the event of vacancies on the Board of Directors occurring due to resignation or removal in between election years, the Board of Directors shall determine, by sixty-seven percent (67%) majority vote acting at a meeting at which a quorum is present, if replacement of the vacant position will be necessary but this authority is limited up to a total of two (2) vacancies at any one time. If more than two (2) vacancies occur the Board of Directors shall fill all open positions through Extraordinary Election within 90 days of the last vacant position. Vacancies in the Board of Directors may only be filled by Life Members and pursuant to the procedures in (b) above.
 - c) Any member of the Board of Directors may be removed from office by a sixty-seven percent (67%) majority vote of General Members present at a General Body Meeting at which a quorum is present.
- 5) Meetings – The Board of Directors shall meet at least once every 60 days to conduct its affairs.
 - 6) Transition to Office – See Section XIII
 - 7) Quorum –Board of Directors See Article XIV
 - 8) The duties and responsibilities of the Board of Directors are as follows.

- a) Uphold, honor, and ensure that the collective decisions of the General Members made through their majority vote at Annual General Body Meeting or the Extra-ordinary Meeting are carried out by the Board of Directors.
- b) The Board of Directors shall appoint four persons, to fill the posts as President, Vice President, Secretary, and Treasurer to run the daily affairs of MAV. These individuals shall be collectively identified as MAV Executive Officers.
- c) Title to all real property shall be held in the name of the corporation.
- d) Review major business decisions that will require the purchase or sale of any product or service and provide business advice.
- e) Review and approve annual budget, Balance Sheet, and Income Statement.
- f) Review monthly financial bank statements and conduct periodic internal audits to ensure compliance with MAV policies. Treasurer will support such audits and cause to have the bank deliver to the Chairperson of the Board of Directors monthly bank statements. Audit may include requests for financial transactions for audit purposes. Directors may not make unreasonable requests of financial data. Audit findings, including periodic audit findings shall be reported in writing to the Board of Directors. There shall be an annual audit of MAV books by an independent CPA.
- g) Review and approve all financial transactions that will exceed \$10,000 for any one (1) transaction or all subprojects or incremental phases of the project whose collective acquisition price can reasonably be expected exceed \$10,000.
- h) Review for compliance with approved projects or contracts, all payments that are equal to or in excess of \$10,000.
- i) Shall audit all contracts and agreements to ensure the procured product or service is in furtherance of Board-approved projects and to ensure that the commitments of MAV and the other contracting Party are carried out per the agreement.
- j) Review Board of Directors actions and proceedings to ensure compliance with the Bylaws.
- k) Establish election processes, oversee and administer the elections of the Board of Directors and the transition of offices resulting from the elections.
- l) Oversee and support the establishment of MAV branches and coordinate communication between MAV branches.
- m) Oversee and support Fundraising Activities.
- n) Ensure completion of the annual audit of MAV's finances and expenditure.
- o) Ensure that execution of all projects, the provision of all services, including, but not limited to, Islamic school education of the youth and adult, the leading of all congregational prayers, provision of Islamic lectures and publications, engaging in all MAV sponsored outings (including youth group events), the overall conduct and operating philosophies of MAV as a collective organization, and actions by any member of MAV (whether or not they are elected to the Board of Directors) are carried out in full compliance with and in furtherance of the fundamental Islamic belief in:
 - (i) One God (i.e. there is no Allah (God) but One Allah);
 - (ii) Allah's Angels;
 - (iii) Allah's Prophets;
 - (iv) Allah's Books;
 - (v) The Day of Judgment; and,

- (vi) Prophet Mohammad, may Peace and Blessing of Allah Be Upon Him (PBUH), as the last messenger.
- p) Notwithstanding item n. above, and in furtherance of Islamic doctrine of building and maintaining unity across all sects of the Muslim community, the MAV shall use its best efforts to ensure its actions bring about Islamic unity and brotherhood across all Muslim sects in our area.
- q) Oversee suspension and expulsion appeals.
- r) All Board of Director decisions/approvals/rejection shall consist of at least three quarter ($\frac{3}{4}$) majority vote of all of the members of the Board of Directors, except as otherwise expressly provided in these Bylaws.

XII. Board of Directors

- 1) The day-to-day management of the affairs of MAV shall be vested in the Executive Officers appointed by the Board of Directors to fill the offices identified as follows:

Executive Officers (also members of the Board of Directors):

- (i) President
- (ii) Vice-President
- (iii) Secretary
- (iv) Treasurer

All Executive Officers of the Board of Directors shall be nominated and elected for specific posts by the Board of Directors.

- 2) Qualifications for Board of Directors
 - a) The president shall establish an Executive Committee pursuant to the Code of Ethics and Operations Guidelines that shall be approved by the Board of Directors through sixty-seven percent (67%) majority vote of those members of the Board of Directors who are acting at a meeting at which a quorum is present.
 - b) Members of the Board of Directors shall hold office until the end of the appointed term for which they were elected and thereafter they shall retire from office unless they are re-elected pursuant to the provisions of Article XI(3)(a) above. As an exception, Board of Directors members who have not attended fifty percent (50%) or more of the Board of Directors Meetings during their term of office shall not be eligible to be nominated for re-election.
 - c) All Executive Officers must be appointed from members of the Board of Directors. In the event that candidates are not available from members of the Board of Directors, for any of the applicable foregoing posts, such posts may be filled by MAV General Body Members who are Life Members who have been nominated by a member of the Board of Directors and approved to become an appointed Executive Officer by majority vote of those members of the Board of Directors who are acting at a meeting at which a quorum is present.

3. Duties of the Board of Directors and Executive Officers

- a) The Board of Directors is charged with the responsibility of the overall operations and maintenance of the MAV. All plans, actions, decisions, shall be in furtherance of MAV's objectives.
- b) The Board of Directors is also responsible for arranging prayer facilities for major religious events like EID congregational prayers, facilities for major seminars and fundraising events, and all phases of construction of the Masjid and modifications to all buildings and properties.
- c) Meetings – The Board of Directors: The Chairperson of MAV or in his absence, the President, or in his absence, the Vice-President, may require the Board of Directors to meet together for the dispatch of business and otherwise regulate the Meetings as he deems fit and proper. As a minimum, however, officers of the corporation shall meet as a group at least once a month to carry out their duties. The meeting day and time shall be established by majority vote of all of the members of the Board of Directors. At least three days' previous notice, preferably written, of the Meeting of the Officers shall be given. Matters arising at any Meeting of the Officers shall be decided by a vote of all Officers. In the case of an equality of votes, the chairman of the Meeting shall have the tie-breaking vote.
- d) Meetings – The Executive Officers: The four (4) Executive Officers appointed by the Board of Directors shall meet at least one (1) additional time per month, preferably two weeks prior to the scheduled Board of Directors meeting, to discuss schedules, progress, and agendas and new projects. This second meeting can be held via telephone or such other convenient medium for the meeting, provided that all participants are able to hear each other simultaneously. Acknowledging that the Executive Officers also serve on the Board of Directors, the Executive Officers shall also attend the Board of Directors meetings which are to be held at least once every 60 days. Such meetings may be held, at the discretion of the Board of Directors, adjacent to the monthly meeting of the Officers.
- e) Establish bank accounts and other financial accounts in which deposits and withdrawals and transfer of funds or investments may only be made through the collective signatures of the President, Treasurer, and Secretary.
- f) Assign Legal Affairs officer to hire an auditor to audit MAV's books at least thirty days prior to elections and provide audit report to the Trustees.
- g) Establish and manage Annual Budgets.
- h) Conduct all activities in compliance with and in furtherance of the fundamental Islamic beliefs cited in Article XI 9.n.
- i) Acknowledging the Islamic principles of maintaining and encouraging unity, brotherhood, and sisterhood amongst all Muslims, the Board of Directors shall manage and operate MAV in such a way that as to maximize Muslim unity and participation in the daily affairs of MAV.
- j) The Secretary shall take charge of all correspondence, record the minutes of all Meetings and generally handle all administrative functions of the Association under the authority of the Board of Directors. All records and documents shall be kept in a safe place and shall be handed over to the next holder of the office of the Secretary as and when so elected;
- k) Documents which the Board of Directors so directs shall be kept in a safety deposit box in

a bank which only be accessed by two of the three persons authorized to sign bank documents on behalf of MAV;

l) Vacancy – Executive Officer and Board of Directors Chairperson

See Article XII

m) Quorum –Board of Directors

See Article XIV.

n) Transition to Office

See Article XIII

- o) Any Member of the Board of Directors who fails to attend, without due cause, four consecutive Board of Directors meetings or six Meetings in all during any twelve (12) month period, shall be deemed to have resigned from the Board of Directors unless two-thirds (2/3) of the remaining Members of the Board of Directors decide otherwise;
- p) Any Member of the Board of Directors who, in the opinion of the majority vote of Members of the Board of Directors, fails to satisfactorily discharge his or her responsibilities over a period of six months, shall be deemed to have resigned from the Board of Directors and such an opinion shall be presented in the Board of Directors meeting and documented in the Board of Directors minutes;
- q) The Board of Directors may appoint sub-committees as they deem desirable.
- r) The Board of Directors shall, in the event of a vacancy in the chairperson of a subcommittee, appoint one (1) of its Members to be a chairman of the sub-committee and if more than one (1) sub-committee is to function simultaneously, a separate Chairperson shall similarly, and, as required, be appointed for each sub-committee.
- s) A subcommittee shall function only as a subordinate body to the Board of Directors under clearly laid down terms of function and authority and shall submit their findings and/or recommendations to the Board of Directors who alone shall reach the final decision. No individuals or subordinate bodies are permitted to incur costs without prior written approval by the Board of Directors.
- t) The President is authorized to spend up to \$1,000 to cover directly related MAV operations expenses if he/she determines that such expenses could not reasonably have been known, anticipated, or presented for budget approval prior to the last EC Board meeting. Payment disbursements shall be made by MAV check that is signed by the President, Secretary and Treasurer. Such reports shall be reported to the EC verbally or by e-mail within 5 days of incurring the expenses and more formerly with detailed justification at the next immediate EC meeting.

XIII. Transition To Office –Executive Officers, Officers and Board of Directors (“Officials”)

- 1. Newly appointed Officers shall assume full responsibility and authority to conduct business in the capacity in which he/she was elected and this shall occur on the 31st day after the date of elections.
- 2. Newly appointed Officers shall work with their outgoing counterparts for thirty (30) days after being elected to office to observe current operations and actions that implement

- existing and future MAV projects. The new and outgoing Officers shall work with one (1) another throughout this period and meet at least once during this period.
3. During this transition period, the newly appointed Officers shall have no voting rights or authority to direct any operations or policy changes.
 4. The incoming and the outgoing Officers shall discuss current strategies and all such other outstanding business including those related to management policies and practices, lessons learned by the outgoing administration, and such other items that may be of interest that has the potential to further will perpetuate any other items of interest that could benefit the MAV community.
 5. The newly appointed Officers and the outgoing Officers shall work plans to ensure that all records/documents/keys/equipment items and all such other MAV assets that may have been assigned to or made available to the outgoing officers be transitioned to the newly elected officers. All such physical transfers of intellectual and real property will be reduced in writing on an itemized list. Persons returning such assets and persons taking possession of such assets shall sign this document to evidence mutual agreement on items being transferred.
 6. The incoming and outgoing President, Honorable Treasurer, and Honorable Secretary shall make specific arrangements to transfer the authorized signers on all banking accounts, including savings, checking, mutual funds, deposits and such other accounts of financial repositories, investments, securities and all other financial holdings to the newly appointed President, Honorable Treasurer, and Honorable Secretary. Signors shall be authorized such that all account titles remain in the name of MAV AND signature from all three Officers shall be required before any transfers, withdrawals or payments can be made but account balances and other such related information can be provided to any one (1) of the three officers.

XIV. Quorum

1. Quorum - General Body Meetings – The quorum for holding a General Body Meeting is established in Article X 2. a).
2. Quorum - Board of Directors - The quorum necessary for the transaction of the business of the Board of Directors shall be sixty percent (60%) of its elected members, but if there is no quorum the meeting will be adjourned, and then the quorum for the adjourned meeting when it reconvenes shall be forty percent (40%) of the elected members. A record of attendees shall be kept for every meeting.

XV. Disapproval of Membership

1. Any person whose application for membership was disapproved by the Board of Directors shall be notified in writing of the membership disapproval. The notification shall, as a minimum, include notice of the right of appeal under arbitrations.
2. Any person whose application for membership was disapproved may appeal the disapproval to the appointed Executive Officers of record at a scheduled monthly Board of Directors meeting. The Board of Directors will provide at least 5 minutes floor time to hear the appeal. The Board of Directors will re-evaluate the application based upon information presented by the Appellant. Unless the Board of Directors requires additional time to

investigate or verify the information presented, the Board of Directors shall conduct secret ballot voting to determine if the appealed is sustain or overruled. The Board of Directors shall render its decision based upon majority vote of the Board of Directors.

3. If the Board of Directors voted to overrule the appeal, the person loosing the appeal may upon written request to the chair of the Membership Committee, appeal the decision to MAV General Body Members at the Annual or Extraordinary meeting. The Board of Directors shall provide its justification for not approving the membership application. The MAV General Body Members will then vote their decision on the appeal request by secret ballot. A seventy-five (75%) majority vote of the MAV General Body Members present at the meeting at which a quorum is present shall be required to sustain the appeal. The outcome of the total votes sustaining or overruling the appeal shall be read aloud to those present. The decision by vote of the MAV General Body Members is final.

XVI. Suspension of Membership

1. The Board of Directors, by a majority vote, may suspend membership, in writing, in any of the following occurrences:
 - a) Failure to pay annual membership fee by the due date results in automatic suspension of membership. The membership suspension shall remain in effect until the fee is paid in full or up to one year from the fee due date; whichever occurs first. The suspension automatically becomes a termination of membership if fee is not paid before one year has lapsed from the due date. Termination of membership shall require reapplication and approval of membership.
 - b) Members that are suspended have no voting rights.
 - c) Failure to meet the minimum criteria of membership.
 - d) Failure to meet the criteria of Life Membership, in the case of Life Members.
 - e) Failure to meet the conditions of Board of Directors membership, in the case of Board members.
 - f) Conviction of a criminal act, other than a traffic misdemeanor, in a court of law. Such other criminal act will be reviewed by the Board of Directors on a case by case basis to determine if the nature of the misdemeanor causes a conflict of interest with these Bylaws or other MAV policies or specific projects. If it is determined to be in conflict, the misdemeanor will be deemed un-excusable for the purposes of this subparagraph.
 - g) Automatic suspension occurs for any member of MAV (i.e. General Member, Board of Directors member or Officer) that is incarcerated; whether or not the individual is charged for any crimes by the Government.
 - h) The direct or indirect involvement by any member to attempt to obstruct any of the MAV's programs, activities, rules, decisions, or votes made by MAV General Body Members at Annual or Extraordinary meetings.
 - i) Dissemination of materials, publications, leaflets or other such communications on MAV premises that were not approved by MAV;
 - j) Dissemination of materials, publications, leaflets or other such communications or through other means and media to attack the integrity of MAV and/or any of its appointed or elected officials, staff and/or volunteers, and the fundamental Islamic beliefs cited in Article XI 9.n.

- k) Failure to abide by the MAV's Bylaws.
2. The Membership Committee, by majority vote, may propose membership suspension to the Board of Directors.
 - a) Any suspended member has the right to appeal this decision. Such notice of appeal must be submitted in writing, to the Membership chair, within thirty (30) calendar days of the date of the notice of suspension.
 - b) Upon submission of a suspension appeal, the Membership Committee shall present written or oral arguments in favor of approving or rejecting the appeal to the Executive Officers for consideration.
 - c) In the case of rejection of the appeal by the Executive Officers, a suspension decision may be appealed to the Board of Directors, in writing, within thirty (30) calendar days of the notice of appeal rejection.
 - d) The Board of Directors shall hear, and decide on, by majority vote of those acting at a meeting at which a quorum is present, all suspension appeals. The Board shall issue its decision in writing and provide a copy of their decision to the suspended member and the Chairman of the Membership Committee.
 - e) In the case of rejection of the appeal by the Board of Directors, a suspension decision may be addressed at an Annual or Extraordinary General Members' meeting. Such notice of a suspension appeal must be submitted in writing to the Membership chair within 30 calendar days of the notice of decision by the Board of Directors.
 - f) A two-thirds (2/3) majority of the General membership body present at an Annual or Extraordinary members' meeting at which a quorum is present may rescind the suspension decision. For purposes of this provision, at least thirty three percent (33%) of the General Members must be present to rescind a suspension decision.

XVII. Termination of Membership

1. If the suspension period has exceeded one (1) year from the fee due date, the suspension becomes an automatic termination of membership. If the individual later wishes to become a member, a new application will need to be submitted along with fees for approval.
2. The President has the authority to approve or reject membership applications and to suspend or terminate membership for causes covered in this Bylaws.
3. Notwithstanding the above, the Board of Directors, by majority, shall have the overriding authority to terminate, without first suspending or providing any warning or notice, individuals from membership, if:
 - a) He/she violates, despite a reminder(s), warning(s) and/or notice(s), the criteria, requirements and/or conditions of membership.
 - b) He/she repeatedly acts against the interest, objectives and rules of MAV.
 - c) He/she conveys, verbally or by action, the impression that he/she no longer has interest in the activities of the MAV
4. In the event that the application is disapproved or membership is suspended or terminated, by the President, any applicant receiving the disapproval or suspended or terminated member has the right to appeal the President's decision. Such notice of appeal must be

submitted in writing, to the President within thirty (30) calendar days of receipt of notice of application disapproval, or receipt of notice of suspension or termination.

5. Within ten (10) days of receipt of appeal, the President shall present written or oral arguments in favor of rescinding or standing by the initial decision to the Board of Directors for final adjudication.
6. The Board of Directors shall hear, and decide on, by majority vote of those acting at a meeting at which a quorum is present, all appeals for denial of membership application, or suspension or termination of membership. The Board shall issue its decision in writing and provide a copy of their decision to the terminated member and maintain record of this decision.
7. In the case of rejection of the appeal by the Board of Directors, a termination decision may be appealed by the terminated member at an Annual or Extraordinary members' meeting. Such notice of a termination appeal must be submitted in writing, to the Board of Directors within thirty (30) calendar days of the notice of decision by the Board of Directors.
8. A three-fourths (3/4) majority of the General Members present at an Annual or Extraordinary meeting at which a quorum is present may rescind the termination decision. At least thirty three percent (33%) of MAV's General Members must be present and accounted for at the time voting on the termination decision takes place.

XVIII. Publicity

All publicity, press releases, discussions with any media reporter and advertising in connection with MAV will be subject to prior approval by majority decision of the Board of Directors. General Members and non-members may not represent MAV when discussing their personal view with members of the media; unless the Board of Directors specifically approved the content or nature of the discussion. All elected Directors, appointed officers, employees, and representatives of MAV are prohibited from expressing political views on behalf of MAV, or use MAV facilities or assets to express personal political views, unless such information has been pre-approved by the Board of Directors. Such persons may, however, express personal political views provided they disclose, prior to making their views known, that they are not representing MAV and that MAV does not necessarily endorse any personal statements that may be made.

XIX. Suspension/Removal from Elected Office

Any Member of the Board of Directors who violates these Bylaws is unable to continue to meet the Life Member requirements or who is suspended can be removed from office by majority vote of all of the members of the Board of Directors. Notwithstanding the above, any member of the Board of Directors can, for not performing satisfactorily, be removed from office by majority vote of the MAV General Body Members at any General Body Meeting or any Extraordinary meeting at which a quorum is present.

XX. Indemnification

All Members of the Board of Directors, Founding Members, Life Members and any General Member especially assigned a responsibility and their heirs, executors and administrators, estates and effects shall be indemnified and saved harmless, out of the funds of MAV, from and against:

All costs, charges and expenses whatsoever which such Members sustain or incur in or about any action, suitor proceedings which is brought, commenced or prosecuted against such Members for or in respect of any act, deed, speech, writing, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him in or about the execution of duties of his office, provided that such act or deed did not constitute a breach of said Member's fiduciary duty under law; and

All other costs, charges and expenses which the Member(s) sustain(s) or incur in or about, in relation to the affairs thereof, except such costs, other charges or expenses as are occasioned by his own willful neglect, default, unlawful actions, and Member actions or forbearance of actions on related events that resulted in removal of any such Member from office per Article XIX.

XXI. Arbitration Clause

1. In the event an Officer wishes to contest his or her removal from an elected office by the Board of Directors, then he or she shall contact the Board or the committee that rendered the decision to discuss the reasons for the removal. If he or she is still not satisfied with the decision, a written request for arbitration shall be submitted to the Board of Directors.
2. The Board of Directors shall convene an Arbitration Panel that consists of five (5) members selected by majority vote of the Board of Directors. These members cannot be elected officers nor can they be connected to the case being arbitrated. The decision of the Arbitrator shall be final.

XXII. Conflict of Interest

It is the responsibility of each member of the Board of Directors and each Executive Officer or other Officer to notify the MAV Board of Directors of any suspected or potential conflict of interest in carrying out his or her duties under these Bylaws and any other commitment to any other organization, government, or interest. The Board of Directors shall investigate the matter and determine whether or not there is a valid conflict of interest and make appropriate rulings that are in the best interest of MAV.

No loans or payment of compensation will be made by MAV to any member of Board of Directors, any appointed Officer or to immediate family members of any Officer or Board member. No loan co-signing, guarantee, or underwriting of any loans or any other commitments of any financial transactions or obligations to assume work shall be made by MAV for the personal benefit of any member of the Board of Directors, appointed Officers or immediate family members of any Officer or Board member. However, Officers and the Board of Directors members may receive reimbursement of expenses incurred in carrying out its duties, provided such expenses are first approved.

In the event MAV sponsors or provides through MAV any competitions where monetary awards, scholarships or any other item of consideration is awarded or granted to MAV members, including immediate family members of elected officials, the elected officials are prohibited from judging, administering, supervising, or otherwise influencing the outcome of the contest. Such tasks shall be performed by independent third parties, which may include

members that do not hold any elected office at MAV and non-members of MAV. No elected officers shall receive any compensation for their work.

XXIII. Severability

If any provision of these Bylaws becomes invalid or unenforceable by force or operation of law, the other provisions of the Bylaws shall remain valid and enforceable.

XXIV. Dissolution

Pursuant to Article V of MAV's Articles of Incorporation, The Corporation may be dissolved upon (a) the written recommendation of not fewer than seventy-five percent (75%) of the members of the Board of Directors and (b) the affirmative vote of more than two-thirds (2/3) of the General Members of the Corporation acting at a meeting at which a quorum exists. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such a manner or to such organization or organizations that are organized and operated exclusively for Islamic religious purposes as at the time shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County of Prince William (in which the principal office of the Corporation is now located), as such court shall determine, to an organization that complies with the intent of this Article XXIV.

(END)

Exhibit A to MAV Bylaws
History of Muslim Association of Virginia (MAV)
and
MAV Governing Documents

PREAMBLE

Introduction: Around May 1986, Muslims in northern Virginia gathered informally at each other's residences to pray. By May 1989, efforts to establish the Muslim Association of Virginia, an unincorporated association ("MAV") were more formally initiated. On December 10 1989, the community met at the Dale City Recreation Center to hold the Inaugural General Body Meeting to establish the Muslim Association of Virginia, approve the Constitution, and elect the Board of Directors. Individuals that helped establish Muslim Association of Virginia commenced their support on various dates beginning from the early planning periods and continuing through its official written establishment date of December 10 1989. Throughout this period, some contributing individuals relocated out of the area and other individuals joined their efforts to bring about the founding of the Muslim Association of Virginia. Only Allah (God) knows the names every one of these individuals. Formal written records of participating community members were not recorded until the establishment of MAV at the Inaugural General Body Meeting on December 10 1989. Acknowledging that there were other participating individuals during this period, only the four (4) individuals listed below are cited on record as members of Muslim Association of Virginia on the day of its establishment on December 10, 1989 and no other members registered as members during the 1989 inaugural year. The names of these members of record are listed below in alphabetical order.

- 1) Mohammad Aslam
- 2) Azim Beg
- 3) Khalid Umar Quraishi
- 4) Kafayatullah Rahmani

Supercedure:

Muslim Association Of Virginia's governing constitutional documents has changed from time to time to meet the evolving needs of the Muslim community. MAV's first Constitution, made effective at the Inaugural General Body Meeting dated December 10, 1989, was superseded (by majority vote of MAV members at the Annual General Body meeting dated September 30, 1997) by a new governing document, entitled, **CHARTER, CONSTITUTION AND BYLAWS OF THE MUSLIM ASSOCIATION OF VIRGINIA**. Through a series of name changes (explained in the following section), MAV restructured from an "LLC" corporation to a non-stock "Inc." corporation to properly align with its intended function as a non-profit religious organization. The final result was a change of name from Muslim Association of Virginia, LLC, to Muslim Association of Virginia, Inc. The legal structure of the new non-stock corporation affected a requirement to amend the CHARTER, CONSTITUTION AND BYLAWS OF THE MUSLIM ASSOCIATION OF VIRGINIA to meet the functional needs of a non-stock "Inc." corporation. This document was replaced by majority vote of MAV members at a General Body meeting held on January 12, 2007, *by the new* governing document

entitled, **Muslim Association Of Virginia, Inc. Bylaws** which was made effective on January 12, 2007. This document supersedes and makes void any prior or collateral documents and understandings; whether they be implied through any communication medium or expressed in writing and it is the complete and sole document that now governs the affairs and operations of the MAV. **NO MODIFICATION OR AMENDMENT OF THESE MUSLIM ASSOCIATION OF VIRGINIA, INC. BYLAWS WILL BE EFFECTIVE UNLESS IT IS APPROVED BY MAJORITY VOTE OF MAV MEMBERS AT A GENERAL BODY MEETING AT WHICH A QUORUM IS PRESENT.**

MAV is a faith-based non-profit organization established in the Commonwealth of Virginia. On 10 June 2004 a certificate of organization was granted by the Virginia State Corporation Commission for the "Muslim Association of Virginia, LLC". Although Muslim Association of Virginia, LLC is a separate legal entity from the original Muslim Association of Virginia, it is the goal of Muslim Association of Virginia that these Bylaws to be followed by Muslim Association of Virginia, LLC, by reference to them in the Operating Agreement of Muslim Association, LLC, and for all members of Muslim Association of Virginia to join, and become the members of, Muslim Association of Virginia, LLC. Muslim Association of Virginia, LLC was established per legal advice that the "LLC" corporate standing met corporation requirements for operating a non-profit organization. MAV subsequently received legal advice from several other sources that an "LLC" organizational structure is a profit bearing organizational structure and that the "LLC" organization holding is inappropriate for MAVs non-profit organizational needs. To correct this action, in 2006, MAV established an interim non-stock corporation, "Virginia Muslim Association, Inc.", to permit dissolution of the "LLC" company and establishment of an "Inc." company. As of August 15, 2007, Muslim Association of Virginia, LLC was dissolved and the name of the interim corporation, Virginia Muslim Association, Inc. was changed to the current name of Muslim Association of Virginia, Inc. All organization changes have been approved and filed with the State Corporation Commission of Virginia.