

Amended and Restated Bylaws

of

Louisville Islamic Center, Inc. A Kentucky Non-Stock, Non-Profit, Religious Corporation

Section I Offices

The registered office of the Louisville Islamic Center, Inc. [the "Center"] shall be as specified in its Articles of Incorporation, or as updated in subsequent filing with the Kentucky Secretary of State and the Jefferson County, Kentucky Clerk.

Section II Board of Directors

1. General Powers. The affairs of the Center shall be managed by its Board of Directors. The Board of Directors may from time to time delegate any power or authority to the Center's Officers, to Board Committees, and to others, provided that such authority is clearly set forth in these Bylaws, in Board resolutions, or in contracts or agreements approved by the Board.

2. Number, Election, Tenure, and Qualification.

[a] The First Board of Directors of the Center shall consist of the nine [9] persons who shall be elected on or before January 1, 2010 by the Interim Board of Directors as constituted under a settlement agreement by and between various individuals and the Center dated _____ [the "Settlement Agreement"] who shall take office on January 1, 2010.

[b] Those four [4] Directors who are serving as the President, Vice-President, Secretary, and Treasurer of the Center on January 1, 2010 shall continue to serve in such capacities until January 1, 2012, or until their successors shall be qualified and elected.

[c] The remaining five [5] Directors shall serve until January 1, 2011 or until their successors shall be qualified and elected.

[d] At the expiration of the terms of the First Board of Directors as set forth in subparagraphs [b] and [c] above, their successors shall be elected for terms of two [2] years by majority vote of the Centers members. In order to be eligible to vote for the election of directors, members must have been in good standing for at least six [6] months prior to the date of any such election. The time and manner of holding elections for directors shall be prescribed by resolution of the Board of Directors.

[e] Resignation; Removal. The resignation of a director shall be in writing, and shall be effective upon receipt by the Center's Secretary, who shall promptly notify the Board of the vacancy. Unless excused by resolution of the Board, a director who is absent from one-half of the scheduled Board meetings during any calendar year shall be deemed to have resigned. Any Director may be removed from office for conduct detrimental to the interests of the Center by a

vote of two-thirds of the Directors at any regular meeting of the Board at which a quorum is present, or at a special meeting of the Board called for that purpose, provided a quorum is present, but the Director subject to a removal proceeding shall not vote.

[f] Vacancies. Vacancies on the Board may be filled by a vote of two-thirds of the Directors at any regular meeting of the Board at which a quorum is present or at a special meeting of the Board called for that purpose, provided a quorum is present. A director elected between annual meetings of the Center shall serve until the next annual meeting of the Center or until his or her successor is elected and qualified.

[g] Compensation of Directors. No compensation shall be paid to or received by any director for his or her services as a director of the Center, except that directors may be reimbursed for actual out-of-pocket expenses incurred in the performance of their duties for the Center.

[h] Nomination of Directors

[1] Directors may be nominated in writing by two [2] or more serving members of the Board; or

[2] Any other person may be nominated in a petition filed with the Secretary and signed by two directors or five Center members in good standing, provided that the nominee:

[i] is a current member in good standing of the Center; and

[ii] passes a standard background check; and

[iii] makes a commitment to serve at least two years.

[iv] is not a member of the immediate family (defined as spouse, sibling, child, or parent) of another Director of the Center or current nominee for the Board of Directors.

[3] All nominees shall prepare and make available to the Board and to the members a brief written biography which sets forth their education, background, and other qualifications to serve as Directors.

3. Meetings

[a] Annual Meeting. The annual meeting of the Board of Directors of the Center shall be held at a time and place to be designated by resolution of the Board. The Center's annual meeting shall be held no later than March 1 in any calendar year, on a day, time and place designated by resolution of the Board.

[b] Regular Meetings. Regular meetings of the Board shall be held on a monthly or quarterly basis at such dates, times and places as shall be designated by resolution of the Board.

[c] Special Meetings. Special meetings of the Board may be called by the President or by a majority of the Directors then in office upon notice in accordance with Section II.4 of these Bylaws, which notice shall specify with particularity the matters to be discussed or voted upon at such special meeting. The agenda at any special meeting shall be limited to the matter[s] specified in the notice of the meeting.

[d] Procedure at Meetings. All meetings of the Center shall be conducted in accordance with standard parliamentary procedure as interpreted in *Roberts Rules of Order*.

4. Notice. The annual meeting and regular meetings of the Board of Directors which are held pursuant to Sections II.3.[a] and [b], above [except such meetings involving the election or expulsion of directors or amendment of the Bylaws] shall not require notice. Notice of any special or called meeting, or a regular meeting involving the election or expulsion of directors or amendment of the Bylaws, shall be in writing and shall specify the matters to be discussed or voted upon at the meeting. Notice shall be given at least five [5] days prior to the day of the meeting, and may be hand-delivered, or sent by facsimile transmission, electronic mail, the U.S. mail, or a commercial delivery service, to the address of each director as it appears on the Center's records.

5. Quorum. A majority of the directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly convened meeting of the Board of Directors at which a quorum is determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of directors leaving less than a quorum present. Provided that all requirements for notice are met, the Board of Directors may conduct meetings by telephone, video-conferencing, or any other electronic means which provides direct, simultaneous participation by directors in the meeting. A quorum may be established either by the physical presence of directors at meetings or by their presence electronically, as described in this Section II.5.

6. Voting. Except as otherwise required by law or as otherwise provided in the Bylaws or the Articles of Incorporation, the act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Provided, however, that the following actions shall require the affirmative vote of a two-thirds majority of the directors present at a meeting at which a quorum is present: (1) the appointment and removal of directors; (2) the appointment and removal of officers; (3) the sale of any material portion of the Center's personal property; (4) the sale of any of the Center's real property; (5) amendments to the Center's Articles of Incorporation; and (6) amendments to the Center's Bylaws.

7. Proxies. Directors may not vote by proxy.

8. Waiver of Notice. Any director may waive notice of any meeting, and the attendance of a director at any meeting either in person or by electronic means shall constitute a waiver of notice of that meeting.

9. Agenda. Except for meetings involving the election or expulsion of directors or amendment of the Bylaws, the agenda for meetings of the Board of Directors may, but need not be specified in the notice or waiver of notice of any such meeting.

10. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent setting forth the action to be taken is signed by all of the members of the Board and such written consent is filed with the Secretary for inclusion with the minutes of the proceedings of the Center. A director may submit his or her consent under this section either by facsimile transmission or by electronic mail, provided that the officer receiving such a consent has properly authenticated the transmission, and that a hard copy of the transmission is filed with the minutes.

11. Committees; Advisory Board.

[a] Planned Development Committee. Immediately upon the adoption of these Bylaws, the Board of Directors shall appoint a Planning and Development Committee which shall be a Board Committee in accordance with Section 11 [c] of these Bylaws, which Committee shall, within one year of its establishment, recommend to the Board ways and means of advancing the goals for the Center articulated in the Settlement Agreement dated _____. The Board may then amend these Bylaws to implement these goals as the Board may deem to be in the best interests of the Center.

[b] Executive Committee. The Board of Directors, by resolution adopted by a two-thirds majority of the Board of Directors at a meeting of the Board of Directors at which a quorum is present, may establish an Executive Committee which shall have full authority to act for and on behalf of the Board of Directors between regular meetings of the Board. Membership of an Executive Committee shall be limited to elected officers and directors of the Center, and the resolution establishing an Executive Committee shall otherwise specify its organization and procedure. Unless specifically exempted by resolution of the Board of Directors, all proceedings of the Executive Committee shall comply in all respects with the provisions of Sections II.4. through II.9. of these Bylaws relating to notice, quorum, voting, and action by consent. An action or proceeding of the Executive Committee shall be effective when taken as the action of the Center's Board of Directors, provided that [i] a record of any such proceeding or action of the Executive Committee is filed with the Center's minutes, and [ii] a true copy of any such proceeding or action is furnished to each director not a member of the Executive Committee within three [3] days of its effective date.

[c] Other Committees of the Board. The Board of Directors may, by resolution adopted by a two-thirds majority vote of the Board of Directors at a meeting of the Board of Directors at which a quorum is present, establish such other Committees of the Board as it may from time to time deem appropriate for the operation of the Center. Members of Board Committees need not be elected directors, but the total membership of each such Committee shall be comprised of a majority of members who are also elected directors of the Center. The resolution establishing each Committee shall specify the powers and duties of the Committee as well as its membership. No Committee shall have the authority to bind the Board of Directors to any action which is taken outside the powers conferred on the Committee by the Board of Directors. Actions

taken by a Committee within the authority conferred on the Committee by the Board of Directors shall not be effective until reported in writing to the Board.

[d] Business of Committees. All committees may conduct their business in any manner which does not conflict with these Bylaws, or with any resolution[s] of the Board of Directors.

[e] Committee Members deemed to be officers. For purposes of liability and indemnity under Section VI of these Bylaws, and for all other corporate purposes, members of Board Committees shall be deemed to be officers of the Center.

[f] Advisory Board. The Board of Directors may, by resolution adopted by a two-thirds majority of the Board of Directors at a meeting of the Board of Directors at which a quorum is present, establish an Advisory Board whose qualifications for membership, terms, powers and duties, shall be as directed by the Board of Directors. Members of an Advisory Board may be designated ex officio members of the Board of Directors, but they shall not have a vote.

Section III Members

The Center may admit members who meet the following qualifications:

1. A member of the Muslim faith; and
2. A resident of Metro Louisville or Southern Indiana; and
3. Payment of membership dues of twenty dollars [\$20,00] per person per month; and
4. Eighteen [18] years of age or older.

Section IV Officers

1. Designation of Officers. The Center shall have the following officers: a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be elected by the affirmative vote of a two-thirds majority of directors present at a meeting of the Board of Directors at which a quorum is present. Any officer may be reelected to office at the expiration of his or her term. The Board of Directors shall have the authority to designate and appoint additional officers from time to time as it may deem appropriate. All officers shall have the terms, duties, responsibilities, and authority set forth in these Bylaws and as may be otherwise specified by resolution of the Board of Directors.

2. Election of Officers. At the expiration of the terms of the Center's officers as provided in Section II.2.[b], above, each officer shall be elected by the Center's Board of Directors for a term of one [1] year expiring on January 1 of the next succeeding calendar year or until their successors shall be duly elected and qualified.

3. Removal. Any officer of the Center may be removed by the Board of Directors, by the affirmative vote of a two-thirds majority of directors present at a meeting of the Board of Directors at which a quorum is present, with or without cause, whenever in its judgment, the best interest of the Center would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contractual rights.

4. President. The President shall be the chief executive officer of the Center, and shall preside over all meetings of the Board of Directors and of the Executive Committee, if one is in place. The President shall report to, and carry out the policies of the Board of Directors. The President shall serve as a member of the Executive Committee, if one is in place, and as an ex-officio member of each and every Board Committee. In addition to having the primary responsibility to oversee the operations of the Center, the President shall have such authority with respect to expenditures, contracts, and other obligations of the Center as may be set forth in these Bylaws or as may be expressly delegated to him or her by resolution of the Board of Directors.

5. Vice-President. The Vice-President shall assume the duties and responsibilities of the President in the absence of the President or when directed to do so by the Board of Directors. The Vice-President shall have such other responsibilities as shall from time to time be specified by the Board of Directors.

6. Secretary. The Secretary shall issue notice for all meetings and proceedings of the Center for which notice is required to be given. The Secretary shall be responsible for preparing and maintaining the minute books and corporate records of the Center, and shall have such other responsibilities as shall from time to time be specified by the Board of Directors.

7. Treasurer. The Treasurer shall be responsible for overseeing the finances of the Center, for keeping accurate and correct accounts of the Center's affairs, and for monitoring and maintaining the financial records of the Center. The Treasurer shall have such other responsibilities as shall from time to time be specified by the Board of Directors.

Section V Fiscal Authority; Contracts

1. Depository. The Board of Directors shall by resolution designate one or more depositories for the Center's funds, which resolution[s] shall specify the officers who are authorized to sign checks on, or otherwise withdraw funds from the Center's accounts. All funds received by the Center shall be turned over to the Treasurer who shall promptly deposit the same to the account of the Center at a designated depository.

2. Loans. No officer, director, agent, or employee of the Center shall have any authority to borrow money in the name of the Center, or to encumber any of the Center's property or assets, or to otherwise obligate the Center financially, unless explicitly authorized to do so by resolution of the Board of Directors.

3. Expenditures. No expenditure of the Center's funds, nor any loan, gift or transfer of any of its personal property (each a "Transaction") shall be made by any officer, director, agent or employee of the Center unless the Transaction is (i) expressly authorized by a resolution of the

Board of Directors or (ii) incurred within the limitations and provisions of a line-item budget adopted by the Board of Directors.

4. Contracts. No officer, director, agent, or employee of the Center shall have any authority to sign or enter into any contract or agreement, whether oral or written, in the name of the Center, or to otherwise obligate the Center in any way for any purpose, unless explicitly authorized to do so by resolution of the Board of Directors. Any such resolution shall specify the officer[s] authorized to negotiate or execute any such contract or agreement on behalf of the Center, and shall also affirmatively show compliance with Section IV.4., above, of these Bylaws. No contract, agreement, or undertaking of any kind shall be binding on the Center unless entered into in strict compliance with this provision of the Bylaws.

5. Agents, Vendors, and Employees. The Center may from time to time engage or employ, and pay, persons or organizations to assist the Center in implementing its programs and purposes, or to furnish goods and services to the Center. Any such engagement or employment, and the terms thereof, shall be authorized by resolution of the Board of Directors.

Section VI Indemnification of Trustees and Officers

The Center shall indemnify any director or officer, or former director or officer of the Center, or any person who may have served at its request as a director or officer of another Center, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for misconduct or bad faith in the performance of his or her duties to the Center. The Board of Directors may, by resolution or in these Bylaws, authorize other forms of indemnification.

Section VII Books and Records

The Center shall keep correct and complete books and records of accounts and minutes of the meetings of the Board of Directors.

Section VIII Fiscal Year

The Center's fiscal year shall begin on the first day of January in each year, and end on the last day of December in that year.

Section IX
Effective date; Amendment

1. Effective Date. These Bylaws shall be effective upon adoption by the Center's Interim Board of Directors pursuant to the Settlement Agreement.

2. Amendment. These Bylaws may be repealed or amended by a vote of two-thirds of the Board of Directors at any meeting of the Board at which a quorum is present, provided that notice is given pursuant to Section II.4. of these Bylaws. The notice shall clearly specify the proposed repeal or amendment to be discussed or voted upon at any such meeting.

ADOPTED: December ____ 2009

AMENDED: June 13, 2016