

In the name of Allah the Beneficent and Merciful
THE WORCESTER ISLAMIC CENTER, INC.
CONSTITUTION AND BYLAWS

ARTICLE I: PREAMBLE

Section 1.01: Islam means total submission to the will of Allah Subhan'ahu Wa Ta'ala (S.W.T.) The sources of Islamic beliefs and practice are the Holy Quran and the Sunnah of the last Prophet of Allah, Prophet Muhammad Sal'lal'lahu A'laihi Wa Sal'lam (S.A.W.S.).

Section 1.02: A Muslim is a person who believes and affirms that there is no deity but Allah (S.W.T.) and that Muhammad (S.A.W.S.) is Allah's last messenger.

Section 1.03: The Worcester Islamic Center affirms that the Bylaws, programs, and activities of the Center, including its ideology, goals and practices, shall follow and be consistent with the requirements and teachings of the Quran and the Sunnah,

ARTICLE II: NAME AND NATURE OF THE ISLAMIC CENTER

Section 2.01: The name of the organization shall be "Worcester Islamic Center, Inc" herein referred to as the "Corporation," "Center," "WIC" or "WIC Masjid."

Section 2.02: The Corporation shall be a nonprofit educational, charitable religious organization.

Section 2.03: This Corporation is organized exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III LOCATION AND OFFICE

Section 3.01: The principal office of the Center shall be located at the **Worcester Islamic Center**, 248 East Mountain Street, Worcester, MA 01606 (hereinafter referred to as "Principal Office.")

Section 3.02: The Center may have additional offices as needed and decided by the Board of Directors.

ARTICLE IV: AIMS AND OBJECTIVES

Section 4.01: The Center aims to enhance the practice of Islam and to promote the teachings of Islam to others. It strives to:

- (a) Create and promote an environment conducive to the Islamic values and practices.
- (b) Provide a place for Islamic Prayers to all Muslims regardless of race, color, sex, nationality, membership or financial status.
- (c) Organize and conduct religious, educational, professional, charitable and social activities for its members and the community at large.
- (d) Establish, operate, and maintain Islamic center(s), mosque(s), educational institution(s) and other assets owned by the Center.
- (e) Provide basic social and religious services to its members and the community at large.
- (f) Promote goodwill, understanding, fellowship and tolerance among local Muslims.
- (g) Work for universal brotherhood and peace for all mankind in accordance with the teachings of Islam.
- (h) Cooperate (and affiliate) with other Islamic organizations having similar objectives.
- (i) Educate and promote Islamic teachings to Muslims and non-Muslims by participating in media and through interfaith dialogues.
- (j) Cooperate with other non-Islamic organizations in a manner consistent with Islamic principles.
- (k) The Center shall operate in a manner that is sensitive and responsive to the views, needs, and requirements of its membership.

ARTICLE V: AFFILIATION

Section 5.01: The Board of Directors shall decide all issues pertaining to affiliations on a case-by-case basis.

ARTICLE VI: MEMBERSHIP

Section 6.01: The membership in WIC shall consist of two kinds: (a) Voting Membership and (b) Youth Membership.

- (a) **Voting Membership**: The Voting Membership shall consist of any Muslim 18 years of age or over, regardless of gender, whose residence is in Massachusetts, and who subscribes to the aims and objectives of the Center, through the payment of such dues that shall be prescribed by the Board of Directors on an annual basis. The Board of Directors shall have the right to grant exemptions, full or partial, from the payment of such dues due to an applicant's personal or other circumstances and in any other situations where the Board of Directors deems it appropriate.

- (b) **Youth Membership:** The Youth Membership shall consist of all persons under the age of 18 whose parent(s) or legal guardian(s) have paid the dues prescribed by the Board of Directors. Youth Members shall have the right to benefit from the Center's activities and facilities subject to the rules set forth by the Board of Directors and Officers.

ARTICLE VII: MEETING OF VOTING MEMBERS

Section 7.01: Annual Meeting

The annual meeting of Voting Members shall be held at the Principal Office within six months after the end of the fiscal year of the Corporation on such date and at such hour as the Board of Directors or an officer designated by the Board of Directors shall determine.

Section 7.02: Notice

At least 5 days written notice shall be given to Voting Members for any informational meetings. If a confirmation vote is being held pursuant to Article X, Section 10.02, Voting Members shall receive at least 7 days written notice. Such written notices may be given in the form of mail, electronic mail, or facsimile.

Section 7.03: Quorum

Unless provided otherwise in these bylaws, at least 25% of the Voting Membership must attend to establish a quorum for any Voting Membership meeting.

ARTICLE VIII: BOARD OF DIRECTORS

Section 8.01: The affairs of the Corporation shall be managed by the Board of Directors, which shall exercise all of the powers of the Corporation.

Section 8.02: Kinds of Directors, Numbers, and Clarification

- (a) The Board of Directors shall initially comprise of two kinds of Directors: Permanent Directors and Appointed Directors (collectively referred to as "Directors," "Board," or "Board of Directors.").
- (b) The initial size of the Board of Directors shall consist of two Permanent Directors and five Appointed Directors.
- (c) For purposes of these bylaws, the term "Director" shall mean both a Permanent Director and an Appointed Director.

Section 8.03: Permanent Directors.

- (a) Names: Upon the execution of these bylaws by the Corporation's current directors, the following individuals shall serve as Permanent Directors: Mohamed Ziad Ramadan and Mirajuddin Ahmed.
- (b) Term: The Permanent Directors shall have a term that shall endure until such time the Permanent Directors are unable or unwilling to continue to hold office.
- (c) Succession: If a Permanent Director resigns, then such outgoing Permanent Director shall, prior to his departure, have the option to appoint a successor. If the Permanent Director does not exercise his option to appoint his successor during his lifetime due to sudden death or incapacity or is removed for cause, then the remaining Directors shall elect a successor by a majority vote. Whether the successor is appointed by the outgoing Permanent Director or by the remaining Directors, such successor shall be designated as an "Appointed Director," and all the provisions pertaining to "Appointed Directors" in these bylaws shall apply to such successor.

Section 8.04: Appointed Directors.

- (a) Names: Upon the execution of these bylaws by the Corporation's current directors, the following five individuals shall serve as Appointed Directors: (1) Dr. Khaled Abdelkader, (2) Dr. Imad Khreim, (3) Dr. Muhammad Ramzan, (4) Mr. Saqib N. Syed, and (5) Dr. Abdulkeni Zekeria.
- (b) Term and Term Limits: An Appointed Director shall have a term of 3 years. No sitting Appointed Director shall be elected to serve more than two consecutive 3-year terms. However, nothing in these bylaws shall prevent the election of such a person for more than two non-consecutive terms.
- (c) Succession: Upon the resignation, removal, or the expiration of the term of an Appointed Director, the remaining Directors shall elect a successor by a majority vote. If the outgoing Appointed Director leaves office before the expiration of his or her term, then his or her successor shall hold office for the remainder of such outgoing Appointed Director's term.

Section 8.05: Voting Rights Among Directors.

Although subject to different term limits and different succession procedures, the Permanent Directors and the Appointed Directors shall have equal voting rights and equal powers in addressing all issues before the Corporation.

Section 8.06: Increasing the Number of Directors.

The Board may from time to time increase the number of Appointed Directors by a vote of two-thirds (2/3) of the Directors. The Board may also from time to time increase the number of Permanent Directors but only by a unanimous vote of the Directors.

Section 8.07: Resignation and Removal.

Any Director may resign at any time by giving written notice of such resignation to the Board. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Secretary. Any Director may be removed for cause by a vote of two-thirds of the Directors, not counting the vote of the Director subject to removal.

Section 8.08: Chairman of the Board of Directors

The Board of Directors may elect a Chairman of the Board of Directors by a majority vote. If the Board elects a Chairman of the Board of Directors, he or she shall preside at all meetings of the Directors except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

Section 8.09: Committees.

The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. The members of any committee shall remain in office at the pleasure of the Directors.

ARTICLE IX: MEETING OF THE BOARD OF DIRECTORS

Section 9.01: Annual Meetings.

The annual meetings of the Board shall be held at such place and time as the Board may determine.

Section 9.02: Regular and Special Meetings.

Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. Special meetings of the Directors may be held at any time and place when called by the President or by a majority of the Directors.

Section 9.03: Notice.

Three day notice shall be given of all meetings stating the date, purpose, time and place of such meetings. Such notice may be given in the form of mail, telephone, facsimile, email or word of mouth.

Section 9.04: Waiver of Notice.

Whenever any written notice is required to be given by these bylaws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 9.05: Quorum.

A two-third (2/3) attendance among the Board of Directors is required to establish and maintain quorum for any meeting. If these bylaws require a unanimous vote by the Board in order to carryout an action, then the presence of all Directors is required to establish and maintain quorum.

Section 9.06: Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these bylaws.

Section 9.07: Action by Writing.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing, and the written consents are filed with the records of the meetings of the Directors. Such written consents may be given in the form of electronic communications including, but not limited to, email or facsimile. Such written consents shall be treated for all purposes as a vote at a meeting.

Section 9.08: Presence Through Communications Equipment.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in a Board meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 9.09: Vote of Interested Directors.

A Director who is a member, stockholder, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other Directors acting upon or in reference to such contract or transaction. No Director so interested shall vote on such contract or transaction, but he or she may be counted for purposes of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be required before the Corporation may enter into such contract or transaction.

Section 9.10: Borrowing Restrictions on Corporation.

The Board of Directors shall make every effort not to encumber the Center's Principal Office with any new loans, mortgages, or liens. A unanimous vote is required by the Board of Directors in order for the Corporation to apply for any new loans, credit, or debt financing.

ARTICLE X: OFFICERS

Section 10.01: Initial Class of Officers.

- (a) Officers and Election: The Corporation's initial class of officers shall consist of a President, Vice President, Treasurer, and Secretary (the "Initial Class of Officers"). The Board of Directors shall elect each member of the Initial Class of Officers by majority vote during a regular or special meeting.
- (b) Term: The Initial Class of Officers shall have a term of 2 years.
- (c) Vacancy: If any member of the Initial Class of Officers resigns or is removed for cause prior to the expiration of the term or is unable to serve his or her entire term, then the Board shall elect a successor by majority vote to serve the remaining term.

Section 10.02: Election of Subsequent Classes of Officers

Upon the expiration of the 2-year term for the Initial Class of Officers, the subsequent classes of officers shall be elected in the following manner:

- (a) The Board of Directors shall nominate individuals to serve as President, Vice President, Treasurer, Secretary and other officers, if any.
- (b) The Voting Membership shall vote to confirm or reject each of the Board's nominees by majority vote. If the Voting Membership votes to confirm a nominee, then such person shall be appointed. If the Voting Membership rejects a nominee, then the Board shall nominate another person as its nominee within 7 calendar days from the previous confirmation vote and re-seek confirmation from the Voting Membership until such officer position is filled.
- (c) If the Voting Membership meets to conduct a confirmation vote pursuant to Section 10.02(b) of this Article and fails to meet the quorum requirements set forth in Article 7, Section 7.03, then the Voting Members present at the next publicly announced meeting, not to be held earlier than one week, shall constitute a quorum.

Section 10.03: Term and Term Limits

The subsequent class of officers shall have a term of 2 years. No person, including members of the Initial Class of Officers, shall occupy the same officer seat for more than 2 consecutive terms.

Section 10.04: Vacancies:

In the event of a vacancy among the subsequent classes of officers, the Board of Directors shall elect a successor by majority vote to serve the remaining term.

Section 10.05: Other Officers.

Upon the consultation of the President and members of the Voting Membership, the Board of Directors may from time to time create other officer positions to fulfill the growing needs of the Center.

Section 10.06: Powers and Duties

The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- (a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board.
- (b) The Vice President shall have all the powers and duties of the President during the absence of the President or in the event of his or her inability to act. The Vice President shall have such other duties and powers as the Directors shall determine.
- (c) The Treasurer shall be the chief financial officer of the Corporation and shall cause to be kept accurate accounts of all sums received and disbursed.
- (d) The Secretary shall keep records of the Corporation and of the Board and shall issue calls and notices of meetings.
- (e) Other officers shall have such duties and powers as the Directors may be designated from time to time.
- (f) Each officer subject to these bylaws and to the direction and control of the Board shall such other duties and powers as are prescribed by law or as the Board may from time to time prescribe.

Section 10.07: Resignation and Removal

Any officer may resign by delivering his or her written resignation to the President or Secretary. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt. Any officer may be removed from office for cause by vote of two-thirds (2/3) of the Directors then in office.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.01: The Corporation shall, to the extent legally permissible, indemnify each of its present and former Directors and Officers against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may have been involved by reason of his or her having been a Director or an Officer of the Corporation, such expenses and liabilities to include, but not limited to, judgments, court costs and attorney fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall finally adjudged in any such action, suit or proceeding not to have acted in the best interests of the Corporation. For purposes of these bylaws, the term "Officer" includes each and every member of the Initial Class of Officers and subsequent classes of officers as well as other committee members appointed by the Board of Directors.

ARTICLE XII: DISSOLUTION

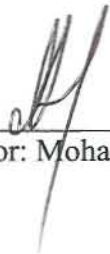
Section 12.01: The Board of Directors may liquidate or sell the assets of the Center whenever it deems it necessary and appropriate.

Section 12.02: In the event of the dissolution of WIC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the WIC, dispose of all of the assets of the WIC, exclusively for the purposes of the WIC, in such manner, or to such organization or organizations organized and operated exclusively for Islamic (religious, charitable, educational or scientific) purposes and for the benefit of Muslim community of Worcester area, as shall at the time qualify as an exempt organization or organizations, under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall decide. Any such assets not so disposed of shall be disposed of by the District Court of any county in which the principal office of the WIC is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XIII: AMENDMENTS TO BY BYLAWS

Section 13.01: These bylaws may be amended or repealed, in whole or in part, at any regular or special meeting of the Board of Directors by a five/seventh (5/7) vote of the Directors provided that notice for such action had been given prior to such meeting.

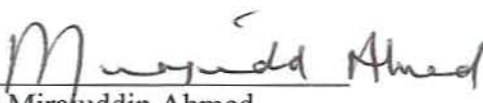
APPROVED on this 27 day of June, 2011.



Director: Mohamed Ziad Ramadan

6/27/2011

Date



Director: Mirajuddin Ahmed

6/27/11

Date