



ISLAMIC CENTER OF NORTHEAST FLORIDA, INC.

BY-LAWS

Amended As of December 4, 2005

ARTICLE I

OBJECTS, GENDER, AND EFFECTIVE DATE

Section 1.01 Object. The objects and purposes of this Corporation shall be to conduct religious meetings and prayer services; to construct, own, and manage one or more mosques; to own and manage one or more cemeteries and funeral homes for the Muslim Members of the community; to conduct Islamic schools for the Muslim children of the community; to build, own, and manage one or more Day-Care Centers, Schools, and other institutions of higher learning; and to do all such things as shall foster and promote adherence to Islam and its heritage.

Section 1.02. Gender. Masculine gender has been used in these By-Laws for convenience only as these are applicable equally to both genders.

Section 1.03. Definitions. Unless stated otherwise, the following definitions will apply throughout these By-Laws including the attachments appended hereto:

- a. **Corporation:** Islamic Center of Northeast Florida, Inc. (ICNEF)
- b. **Board:** ICNEF Board of Trustees
- c. **Trustee:** Member of the ICNEF Board of Trustees
- d. **By-Laws:** ICNEF Corporation By-Laws
- e. **Unit:** Unit/Division of ICNEF

- f. **Board of Directors:** Board of Directors of an ICNEF Unit
- g. **Director:** Member of the Board of Directors of an ICNEF Unit
- h. **Officers:** Executive Officers of ICNEF, i.e. Chairman, Vice-Chairman, Secretary, and Treasurer
- i. **Member:** Member of the ICNEF Corporation
- j. **Member Voter:** Member, his spouse, and his natural or adopted unmarried children that are eighteen (18) years old or older and are qualified to vote under the By-Laws.
- k. **Member Candidate:** Member, his spouse, and his natural or adopted unmarried children that are eighteen (18) years old or older and are qualified to be elected as a Trustee under the By-Laws.
- l. **Election Committee:** A committee of Trustees appointed by the Board to screen Qualified Candidates for election as Trustees.

Section 1.04. Effective Date. The Effective Date for these Amended By-Laws shall be March 1, 2006. Provided however, that the Board of Directors of the Corporation existing as of the date of adoption of these Amended By-Laws, hereinafter called the **Sitting Board**, shall have the rights and privileges to take appropriate steps necessary for establishing two (2) Units identified herein, adopting and approving governing documents for each of the said Units, and holding of elections to elect a Board of Directors for each of the said Units as well as a Board of Trustees for the Corporation under these Amended By-Laws, prior to their Effective Date. Nothing in this Section will purport to limit the authority of the Board of Trustees of the Corporation to establish in future additional Units or other forms of organizations that are owned and/or controlled by the Corporation:

- a. **Islamic Center of Jacksonville (ICJAX)**: Responsible for managing all religious activities.
- b. **Islamic Institute of Jacksonville (IIJAX)**: Responsible for managing all educational activities.

As of March 1, 2006, if the Board of Trustees has been elected, then the Sitting Board shall be deemed dissolved, and each member of the Sitting Board being terminated as a member of the Sitting Board only.

ARTICLE II

MEMBERS

Section 2.01. Members. Any Muslim may apply to become a Member of this Corporation upon meeting such other criteria as shall be established by the Board hereof. All applications for Membership shall be presented to the Board for approval, and those whose applications are approved will be considered to have become Members as of the date on which they signed the application. There will be three classes of Membership, i.e. Student, Single, and Family. A Student Member may be single, or married with either spouse being a full time student.

Section 2.02. Dues. Each Member shall pay regular dues to the Corporation as shall be set and determined by the Board from time to time. The Board may establish different dues rates for different classes of Membership. The Board may also set and determine the privileges that are to be available to each class of Membership. If a person shall fail to pay dues for a calendar year by December 31st of that year, he shall be considered to have become an inactive Member and will no longer be entitled to receive any of the privileges available to a Member. As soon as an inactive Member has paid all of the dues for the current, as well as the previous year, he will be considered to have regained the status as a Member and will be entitled to all of the privileges

available to other Members. An inactive Member that fails to pay all of the dues by December 31st of the following year shall be considered to have resigned.

Section 2.03. Regular & Annual Meetings. The Corporation shall hold each year, an Annual Meeting of the Members for the transaction of any business within the powers of the Members. Such Annual Meeting shall be held on the last Saturday in January of each year. Failure to hold an annual meeting at the designated time shall not invalidate the corporate existence of this Corporation or affect otherwise valid corporate acts.

Section 2.04. Special Meetings. At any time in the interval between Annual Meetings, special meetings of the Members may be called by the Chairman or by a majority of the Board or by any thirty (30) Members by vote at a meeting or in writing with or without a meeting. A special meeting may be held in lieu of an annual meeting not theretofore held.

Section 2.05. Place of Meetings. All meetings of the Corporation shall be held within the State of Florida at such place as may be designated in the notice thereof.

Section 2.06. Notice of Meetings. Not less than five (5) days nor more than ninety (90) days before the date of every meeting of Members, the Secretary shall give to each Member written or printed or electronic notice stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, whether by mail or by presenting it to him personally or by leaving it at his residence or usual place of business or by electronic mail. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the Member at his mailing address as it appears on the records of the Corporation, with postage thereon prepaid; and if sent by electronic mail, as and when it is dispatched to the Member at his E-mail address as it appears on the records of the Corporation. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after

the holding thereof, or actual attendance at the meeting in person, shall be deemed equivalent to the giving of such notice to such person. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 2.07. Quorum. Unless otherwise provided in the charter, at any meeting of Members, the presence in person of fifteen percent (15%) of the Members eligible to vote shall constitute a quorum. In the absence of a quorum, the Members present in person, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.08. Votes Required. A majority of the votes cast at a meeting of Members duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by statute or by the charter or by these By-Laws.

Section 2.09. Voting. Each student Member shall have one (1) vote; each single Member shall have one (1) vote; and each family Member shall have one (1) vote for each adult member of his family, i.e. the Member, the Member's spouse, and their natural or adopted unmarried children that are eighteen (18) years old or older. Only those Members and their family Members otherwise entitled to vote, who have been Members for at least three hundred sixty five (365) days as of the Date of Voting or December 31st of the previous year for Annual elections, have their principal place of residence within a radius of 125 miles of the Islamic Center at 2333 St.Johns Bluff Road South, Jacksonville, Florida, and have paid all Membership dues as of ten (10) days prior to the meeting being held, or the Election Ballots being mailed,

whichever is earlier, shall have the right to vote on any issue or in any election. In all elections for Trustees, every Member Voter shall have the right to vote for as many candidates as there are Trustees to be elected by the Members, and for whose election he has a right to vote. Unless required by these By-Laws or so demanded by at least one-third (1/3) of the Members present, no vote need be by ballot, and voting need not be conducted by inspectors.

Section 2.10. Rights. No incorporator or Member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his Membership ceases, or while he is not in good standing, provided, that before his Membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from the State of Florida.

ARTICLE III

BOARD OF TRUSTEES

Section 3.01. Powers.

3.011 The business and affairs of the Corporation will be managed by a Board of Trustees. The Board may exercise all the powers of the Corporation, except as are by the By-Laws conferred upon or reserved to others. The Board shall keep full and fair accounts of its transactions.

3.012 The Board shall not participate in the day-to-day management of any of the ICNEF Units but shall have an oversight role. Provided however, that if a Unit deems it necessary to seek assistance from the Board, it may do so by having a resolution approved by its Board of Directors and making such a request in writing. In which case, the Board will be free to provide whatever assistance is requested and possible.

3.013 It is expected that each of the ICNEF Units will manage its affairs autonomously under its controlling documents as approved by the Board. However, if at any time, a majority of the Board adopts a resolution that a certain policy or a decision of a Unit is not in the best interest of the community, it will have the authority to review the said decision with the Board of Directors of that Unit and try to resolve the issue. If a satisfactory resolution cannot be achieved, then the Board will have the authority to overrule the Board of Directors of the concerned Unit by an affirmative vote of two-thirds (2/3) of all the Trustees voting in favor of such a decision.

Section 3.02. Number of Trustees. The number of Trustees of the Corporation shall be eleven (11) until such number be changed as herein provided. By an affirmative vote of three-fourths (3/4) of the entire Board, the number of its Trustees may be increased or decreased, from time to time, but shall never be less than nine (9) Trustees.

Section 3.03. Term of Trustees. Each Trustee will serve a five (5) year term except for the initial Trustees as provided herein. A person cannot be elected as a Trustee for terms that would exceed a total of ten (10) years in his lifetime.

Section 3.04. Employees to be Ineligible for Election. All employees, full-time as well as part-time, of the Corporation as well as those of its Units/Divisions/Subsidiaries, will be ineligible for election as a Member of the Board.

Section 3.05. Restriction on Concurrent Nominations/Membership in Two Boards. A person cannot concurrently be a candidate for election on more than one Ballot. Similarly, a person cannot concurrently be a member of the Board of Directors of more than one Unit or be a Member of the Board of Directors of a Unit and of the Board of Trustees.

Section 3.06. Elections by Secret Ballot. All elections for electing Members of the Board as provided in these By-Laws will be by secret ballot in accordance with the *Election Procedure For ICNEF Board of Trustees* (ICNEF By-Laws APPENDIX-1).

Section 3.07. Election of Trustees.

3.071 Election Committee: Each year in July, the Board will appoint for one year, a Committee of Trustees to screen qualified candidates for election as Trustees.

3.072 In order to be elected as a Trustee, one must be a Citizen or a Permanent Resident of the United States, and be at least twenty-one (21) years old.

3.073 Only a Member of this Corporation, his spouse, and their natural or adopted unmarried children, who has been a Member in good standing for two (2) consecutive years preceding the date of the election, or December 31st of the previous year for Annual elections, has his principal place of residence within a radius of 125 miles of the Islamic Center at 2333 St.Johns Bluff Road South, Jacksonville, Florida, and has paid all Membership dues as of ten (10) days prior to the meeting being held or the election Ballots being mailed, whichever is earlier, shall be eligible to be elected to the Board, and to the Board of Directors of a Unit except as provided herein. This two (2) year time requirement for a Member Voter to be elected as a Trustee may be waived by an affirmative vote of two-thirds (2/3) of the entire Board.

3.074 Eleven (11) Members of the initial Board will be elected by the general Membership of the Corporation. Except as provided in Section 3.075 of these By-Laws, three (3) candidates receiving the highest number of votes will be considered to have been elected for a five (5) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for a four (4) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for a three (3) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for

a two (2) year term, and two (2) candidates receiving the next highest number of votes for a one (1) year term. **As their terms expire, their replacements will be elected by the general Membership of the Corporation for five (5) year terms.**

3.075 In order to maintain diversity on the Board, Country of Birth of the Trustees is of significance. At no time, would the Board have more than four (4) Trustees that were born in any single foreign country. If the candidates elected under Section 3.074 above, if allowed to become Members of the Board, would make the number of Trustees who were born in any one foreign country to exceed four (4), then the candidates receiving the highest number of votes that would limit the number of Trustees who were born in any one foreign country to no more than four (4) would be the only ones considered to have been elected.

3.076 If a Trustee fails to pay his Membership dues by November 30th of any year, it will be the responsibility of the Treasurer to remind the said Trustee of this failure. If the said Trustee still fails to pay his Membership dues by December 31st of the year, he will be considered to have resigned as a Trustee as of December 31st of that year, and a replacement elected to complete the remainder of the term of the original Trustee. This replacement will not be the original Trustee whose failure to pay the Membership Dues had resulted in the vacancy.

Section 3.08. Vacancies. Any vacancy occurring on the Board for any cause may be filled by a vote of two-thirds (2/3) of the remaining Members of the entire Board. A Trustee elected to fill a vacancy shall be elected to hold office until the next Annual Election and until his successor is duly elected and qualifies.

Section 3.09. Recall of Trustees. The term of office of any Trustee may be terminated prior to the expiration of that term by an affirmative vote of three-fourths (3/4) of the entire Board. Provided however, that before a Trustee is so terminated, he will be given in writing a

Statement of Charges against him, and will be allowed a reasonable opportunity to explain his position.

Section 3.10. Regular and Annual Meetings. An annual meeting of the Board shall be held subsequent to the Annual Meeting of the Members held on the last Saturday in January of each year. Other regular meetings of the Board shall be held in the last week of April, July, and October of each year, on such dates, times, and at such places as may be designated from time to time by the Board. Written notice of such regular meeting dates, times, and places shall be given to each Trustee, once only, and no other notice thereof shall be required. Failure to hold an annual meeting at the designated time shall not invalidate the corporate existence of this Corporation or affect otherwise valid corporate acts. If a Trustee fails to attend in person three (3) consecutive regularly scheduled meetings of the Board, then that Trustee will be considered to have resigned from the Board. Provided however, that if a Trustee is unable to attend the third (3rd) consecutive regularly scheduled meeting due to an emergency, the Board may by a special resolution properly adopted condone such third (3rd) absence. If a Trustee has failed to attend two (2) consecutive regularly scheduled meetings, then it will be the responsibility of the Secretary to inform that Trustee in writing that the Trustee's failure to attend the next regularly scheduled meeting will result in the termination of his term as a Trustee as of the day following the third (3rd) such meeting missed.

Section 3.11. Special Meetings. Special meetings of the Board may be called at any time by the Chairman, or by the Board by vote at a meeting, or by a majority of the Trustees in writing with or without a meeting. Such special meetings shall be held at such place or places as may be designated from time to time by the Board. In the absence of such designation, such meetings shall be held at such places as may be designated in the calls. A special meeting may be held in lieu of an annual meeting not theretofore held.

Section 3.12. Notice of Meetings. At the Annual Meeting of the Board, each of the Trustees will provide his current contact information (Mailing address, telephone/fax numbers, E-mail address, if any) to the Secretary, and advise the Secretary if Notice of Meetings dispatched to him by E-mail will be acceptable. Notice of Meetings to a Trustee who does not use E-mail or does not want to receive such notices by E-mail will be given by other means as provided herein. Except as provided in Section 3.11 above, notice of the place, day and hour of every meeting shall be given to each Trustee not less than three (3) days before the meeting, by electronic mail unless requested otherwise, by delivering the same to him personally, or by giving the same to him by telephone, or by leaving the same at his residence or usual place of business, or, in the alternative, by mailing such notice five (5) days (or more) before the meeting, postage prepaid. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to him at his last known postal address, according to the records of the Corporation, and if sent by electronic mail, as and when it is dispatched to the Trustee at his E-mail address as it appears on the records of the Corporation. Unless required by these By-Laws or by resolution of the Board, no notice of any meeting of the Board need state the business to be transacted thereat. No notice of any meeting of the Board need be given to any Trustee who attends, or to any Trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 3.13. Quorum. At all meetings of the Board, two-thirds (2/3) of the Trustees present in person shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the charter, or by the By-Laws otherwise provided, the vote of a majority of all the Trustees at a duly constituted meeting shall be sufficient to elect and to pass

any measure. In the absence of a quorum at any time during the meeting, the Trustees present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.14. Proxy. A Trustee who is out of town (at least 150 miles from ICNEF), or has a personal, family or professional emergency the day on which a meeting of the Board is to be held may appoint another Trustee to act on his behalf by an electronic message or by a signed written proxy. Such a proxy may be directed to a specific issue or may be a general proxy, which is valid for a specific period of time. A trustee may not appoint such a proxy for two consecutive regularly scheduled meetings. Any such proxy shall be in the hands of the Secretary prior to the vote on any issue for which that proxy is to be used. The Chairman and the Secretary, acting jointly, shall have the right to reject any proxy, which they reasonably deem not to meet the requirements of this section or not to be in proper form. A Trustee may not cast more than two votes on any issue, i.e. one for himself and another as proxy for another Trustee.

Section 3.15 Meetings Open to ICNEF Members. All meetings of the Board will be open to the ICNEF Members. Provided however, that if at any point in the meeting, matters of personal nature or relating to personnel, or matters that should otherwise be discussed confidentially are to be discussed, the Board will adopt a resolution requiring that the issue be discussed confidentially, and that everyone who is not a member of the Board should leave the meeting. Such a resolution will state the reasons for which the Board feels the need to deal with the matter confidentially. At these meetings, individuals who are not members of the Board will be allowed reasonable opportunities to present their points of view relevant to the matters then being discussed by the Board. The Chairman of the Board or the person acting as the Chairman

for the purpose of conducting the meeting being held will have the authority to remove anyone present if it becomes necessary for smoothly conducting the meeting.

Section 3.16 Minutes of the Meetings. Within ten (10) days after each meeting, the Secretary will send minutes of the meeting as well as details of all the action items approved by the Board to the ICNEF Trustees as well as to the Members of the Board of Directors of all Units of ICNEF. All such minutes as well as other information will be sent via E-Mail, or via U.S. Mail with First Class postage prepaid. Such distribution of minutes will keep all those that have been entrusted to lead various Units informed of the activities of others within the ICNEF organization.

ARTICLE IV

OFFICERS

Section 4.01. Executive Officers. At the Annual Meeting of the Board held subsequent to the Annual Meeting of the Members in January of each year, the Board shall choose as Executive Officers a Chairman, a Vice-Chairman, a Secretary, and a Treasurer from among the Trustees. The Board may also choose one or more Assistant Secretaries, and one or more Assistant Treasurers, none of whom need be a Trustee but shall be entitled to attend the Board meetings Ex-officio. Any two of the above mentioned offices, except those of the Chairman, the Vice-Chairman, and the Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by statute, by the charter, by the By-Laws, or by resolution of the Board to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office from March 1st till the last day of February next, and until his successor shall have been duly chosen and qualifies, or until he shall have resigned or shall have been removed. This period between the Annual Meeting of the Board and March 1st will be treated as a **Transition Period**. During

this Transition Period, the outgoing Officers will familiarize the newly elected officers with the workings of the Corporation including the systems used, policies, and procedures. The Board at any regular or special meeting may fill any vacancy occurring in any of the above offices for the unexpired portion of the term.

Section 4.02. Chairman. The Chairman shall preside at all meetings of the Board at which he shall be present; he shall have general charge and supervision of the business of the Corporation; he may sign and execute, in the name of the Corporation, all mortgages, bonds, contracts, or other instruments as authorized by the Board, except in cases in which the signing and execution thereof shall have been expressly delegated to some other office or agent of the Corporation; and, in general, he shall perform all duties incident to the office of the Chief Executive Officer of a Corporation, and such other duties as, from time to time, may be assigned to him by the Board.

Section 4.03. Vice-Chairman. The Vice-Chairman at the request of the Chairman or in his absence, or during his inability to act, shall perform the duties and exercise the function of the Chairman, and when so acting shall have the powers of the Chairman. The Vice-Chairman shall have such other powers and perform such other duties as may be assigned to him by the Board or the Chairman.

Section 4.04. Secretary. The Secretary shall keep minutes of the meetings of the Board in books provided for the purposes; he shall see that all notices are fully given in accordance with the provisions of the By-Laws, or as required by law; he shall be the custodian of records of the Corporation; he shall see that the corporate seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of a Secretary of a Corporation, and such other duties as from time to time may be assigned to him by the Board

or the Chairman. The Secretary, at the request of the Chairman or the Vice-Chairman, or when both the Chairman and the Vice-Chairman are absent or are unable to act, shall perform the duties and exercise the function of the Chairman.

Section 4.05. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board; he shall render to the Chairman and to the Board, prior to its Regular Quarterly Meetings and whenever requested, an account of the financial condition of the Corporation, and in general, he shall perform all the duties incident to the office of a Treasurer of a Corporation; and such other duties as may be assigned to him by the Board or the Chairman.

Section 4.06. Assistant Officers. The Assistant Secretaries shall have such duties as may, from time to time, be assigned to them by the Board or the Secretary. The Assistant Treasurers shall have such duties as may, from time to time, be assigned to them by the Board or the Treasurer.

Section 4.07. Subordinate Officers and Committees. The Board may, from time to time, appoint such subordinate officers and committees, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as the Board or the Chairman may prescribe. The Board may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and sub-committees, and prescribe the duties thereof.

Section 4.08. Removal. Any officer or agent of the Corporation may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby.

ARTICLE V

SUNDRY PROVISIONS

Section 5.01. Checks, Drafts, etc. All orders for payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board, be signed by the Secretary of the Corporation; and all checks and drafts for payment thereof shall be signed by the Treasurer, and in his absence by the Chairman.

Section 5.02. Authorization of Expenditures. The Chairman along with one other Officer is authorized to approve expenditures relating to the repair, maintenance, or improvement of ICNEF facilities for up to and including five thousand dollars (\$5,000.00) in any one instance. This limit for all other expenses in any one instance is two thousand dollars (\$2,000.00). All expenditures in excess of these said limits must be approved by the Board. Except in case of extreme emergency, all such approvals of the Board must be secured prior to incurring or making of commitments for such expenditures.

Section 5.03. Annual Reports. There shall be prepared annually a full and correct statement of the financial affairs of the Corporation, including a Balance Sheet and a Statement of Operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and be available for review by any Member in good standing of the Corporation in the principal office of the Corporation. Such statements shall be prepared by such executive office of the Corporation as may be designated by the Board. If no such designation is so made, it shall be the duty of the Chairman, the Vice-Chairman, the Secretary, and the Treasurer to cause such statements to be prepared.

Section 5.04. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31, unless otherwise approved by the Board.

Section 5.05. Seal. The Board shall provide a suitable seal, bearing the name of the Corporation, which shall be in charge of the Secretary. The Board may authorize one or more duplicate seals and provide custody thereof.

Section 5.06. Bonds. The Board may require any officer, agent, or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties, and in such amount as may be satisfactory to the Board. The Corporation will pay for all such bonds.

Section 5.07. Amendments to Corporate Articles and By-Laws. Proposed amendments to the Articles of Incorporation and to the By-Laws of the Corporation shall be presented to the Secretary in writing. Unless required otherwise by law, by the Articles of Incorporation, or by these By-Laws, the Articles of Incorporation and the By-Laws may be altered, amended, or repealed and new Articles of Incorporation and By-Laws adopted only by an affirmative vote of two-third (2/3) of all the Trustees taken at any regular or special meeting of the Board at which at least a quorum is present, provided that at least five (5) days prior written notice is given to the Trustees of the intention to alter, amend, or repeal or to adopt new Articles of Incorporation or By-Laws at such meeting. Such notice to the Trustees shall include a specific reference by Article and Section to those Articles and Sections of the Articles of Incorporation or the By-Laws, which would be affected.

Section 5.08 Amendments to Unit Charter and By-Laws. Amendments to the Charter Documents (Articles of Incorporation or others, if any) and to the By-Laws of a Unit will not become effective until they are ratified by an affirmative vote of two-third (2/3) of all the Trustees taken at any regular or special meeting of the Board at which at least a quorum is present, provided that at least five (5) days prior written notice is given to the Trustees of the intention to alter, amend, or repeal or to adopt new Charter Articles of Incorporation or By-Laws

at such meeting. Such notice to the Trustees shall include a specific reference by Article and Section to those Articles and Sections of the Charter or the By-Laws, which would be affected.

Certified that these Amended By-Laws were adopted by the Board of Directors of the Islamic Center of Northeast Florida, Inc. at a meeting held on December 4, 2005.

Sania Shuja, Secretary

Date: _____

Atef Zahra, President

Date: _____