

MUSLIMS FOR PEACE AND UNITY (MPU)

VISION:

Improve communal harmony and tolerance in the society among all faiths and religious beliefs, through service and charitable work.

MISSION STATEMENT :

MPU's mission is to inspire a movement of compassion, understanding, and peace in Metro Austin communities of all faiths through community services, education and interfaith activities.

MPU's Communication strategy shall be :

1. Speak out against all violent activities in the USA and abroad.
2. Work toward fairness and justice for all.
3. Focus on common values in Islam, Christianity and Judaism that can help resolve our common societal issues – illiteracy, crime, hunger, jobs, economic opportunities, child abuse, discrimination of sex/color/faith/ethnic origin etc.
4. American Muslims' sense of patriotism
5. American Muslims' sense of social responsibility
6. American Muslims' commitment to harmonious community living

PROGRAMS :

While not limited to – MPU's Program will generally cover following broad areas :

I. Communication

- a. Webpage – Online forum
- b. YouTube – Q & A with Scholars and Imams, responses to current events
- c. Volunteer to speak at schools and colleges

II. Interfaith Activities

- a. Interfaith meetings / get-together
- b. Interfaith Peace Walk – speak out against violence of any kind
- c. Partnering with organizations, that share similar visions (e.g. AAIM etc)

III. Community Service

- a. Work with organizations that provide Housing /Shelter to needy (e.g. "Habitat for Humanity ")
- b. Work with organizations that provide Food Assistance programs (e.g. Capital Area Food Bank)
- c. Work with organizations that feed the Homeless (such as University United Methodist Church)
- d. Assist in emergency response efforts during natural & other disasters
- e. Work in alliance with any other service organization involved in community assistance programs, not mentioned above, subject to available resources.

BYLAWS OF MUSLIMS FOR PEACE AND UNITY, INC.

These Bylaws govern the affairs of Muslims for Peace and Unity, Inc., a nonprofit corporation.

ARTICLE I

OFFICES

Principal Office

The Corporation's principal office in Texas will be located at Address: **2501 Avenue N. , Austin, TX 78727.**

- 1.01. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

ARTICLE 2

MEMBERS

Class of Members

- 2.01. The Corporation will have one class of members.

Admitting Members and Renewing Membership

- 2.02. Individuals, who fully agree with the Corporation's vision and mission, may apply for membership and be admitted by a simple majority vote of the Board of Directors, or a committee designated by the Board to handle such matters. The Board, or a Board-designated committee, may adopt and amend application procedures and qualifications¹ for membership in the Corporation. A member may renew membership by paying all required dues.

Membership Fees and Dues

- 2.03. The Board may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Dues are payable once a year, starting the joining date. The Board may choose to not have any annual dues.²

Resolving Disputes

- 2.04. In any dispute between members relating to the Corporation's activities, all parties involved will

¹ Membership qualifications and Application procedure are defined elsewhere.

² Amount of fees and dues are defined elsewhere.

cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will select one or more members of the Board of Directors to arbitrate. If the dispute is not resolved through this process, any party may demand a review by the Council of Advisors. The decision of the Council of Advisors shall be final and binding. This section will also apply to the sanctioning, suspending, or expelling of a member from the Corporation.

Sanctioning, Suspending, or Terminating Members

- 2.05. The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes member's activities being in conflict with Corporation's vision and mission, his/her defaulting to pay dues past 60 days following a written notice of default, or a violation of the Corporation's articles of incorporation bylaws, or a conviction by State or Federal court(s).

Resignation

- 2.06. Any member may resign from the Corporation by submitting a written, hardcopy or electronic, resignation to the Secretary of the Corporation. Resignation will be formerly accepted upon resigning member's satisfactorily settling outstanding issues-financial or otherwise.

Reinstatement

- 2.07. A former member may submit a written request for reinstatement. The Board or committee designated by the Board to handle the matter, may reinstate membership if the Board received satisfactory evidence that the reasons, that brought suspension or expulsion, have been removed.

Transferring Membership

- 2.08. Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies.

Waiving Interest in Corporate Property

- 2.09. No individual member owns, nor has any claim on, any part of Corporate assets.

ARTICLE 3

BOARD OF DIRECTORS & ADVISORS

- 3.01. A Board of Directors will manage corporate affairs.
The Board will be assisted by a Board of Advisors in strategic planning, technical and other critical matters

Number, Qualifications, and Tenure of Advisors

- 3.02. There will be at least four Advisors, as named in the Article of Incorporations, with full voting rights. A number above that will be ad hoc and non-voting.

- 3.03. The Board of Directors will select Advisors, who have highly respectable social standing along with expertise in the needed areas. There is no fixed tenure for the Advisors. However, any Advisor may leave office by a written resignation to the Board of Directors, or the Board may relieve a non-voting ad hoc Advisor by written notice after a simple majority vote when the need ceases to exist.

Advisors are expected to attend regular Board meetings, particularly when important decisions require their presence.

Number, Qualifications, and Tenure of Directors

- 3.04. There will be a maximum of 10 Directors. Directors must be Texas residents. Directors are required to be members of the Corporation. Each Director's term is 2 years. A Director may serve more than one term, and may succeed self.

Nominating Director

- 3.05. A Director may nominate another Director. The nominating Director should complete the "Board Member Nomination form"³ and email this document to other members with the email prefix "[Please Respond]." The Director may also present the "Board Member Nomination Form" at a meeting of the Board.

Electing Directors

- 3.06. A person who has been duly nominated and who meets the qualifications⁴ for Director may be elected by a 75% majority vote of the Board. Each Director will serve until a successor is elected. Voting must follow the guidelines listed in Actions of the Board of Directors below.

Vacancies

- 3.07. The Board will fill any vacancy in the Board through the same procedure as outlined in clauses 3.05 and 3.06 above, for the unexpired term.

Annual Meeting

- 3.08. The Board should hold its annual meeting, preferably in August prior to the end of the fiscal year⁵, to review the strategic plans, governance and its financial status. Additional items may be included at the discretion of the Board. The annual meeting may be held in conjunction with, or as, a regular meeting of the Board. .

³ Nomination Form is shown somewhere else.

⁴ Qualifications are defined somewhere else.

⁵ Fiscal year is defined in Article 8.

Regular Meetings

- 3.09. The Board will hold regular meetings, at least once in two months. The Secretary will notify (at least 3 days ahead) the date, time, duration, and place of such meetings, along with minutes of the previous meeting, agenda for the scheduled meeting, and a brief status (finished on schedule, or delayed) of the action items, and person responsible.

Special Meetings

- 3.10. Special Board meetings may be called by the President or any Director. The requester of the special meeting will provide the Secretary the agenda for the special meeting. The Secretary of the Corporation will give notice to the Directors as these Bylaws require.

Notice

- 3.11. Notice of any special meeting of the Board will be provided to each Director at least two days prior to the scheduled date. The notice will state the name of the requester, place, date and time of the meeting; and a brief agenda.

Quorum

- 3.12. Two-thirds of the number of Directors in office constitutes a quorum for transacting business at any Board meeting. If the quorum is not present, no decision will be taken except a follow up meeting is called in which the Directors present and voting will form the quorum.

Duties of Directors

- 3.13. Directors will discharge their duties, in good faith, with due diligence and necessary care in the Corporation's best interest. In this context, the term "necessary care" means the care that ordinarily prudent persons would exercise in their daily lives.

Duty to Avoid Improper Distributions

- 3.14. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors who vote for improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the secretary by registered mail immediately after adjournment.

A Director is not liable if, in voting 'for' a distribution, the Director:

- 1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or

- more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the Director is not a member;
- 2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or
 - 3) in determining whether the discharging of duties made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

Delegating Duties

- 3.15. Directors may delegate duties and responsibilities to Advisor(s). The Directors have no liability for the acts of commission and omission by any advisor. The Board may remove or replace an advisor at any time, if his/her action is deemed harmful to the interests of the Corporation. Delegates, who deal in financial matters, must be approved by a 75% majority vote of the existing Board. Voting must follow the guidelines listed in Actions of the Board of Directors below.

Interested Directors

- 3.16. Every Director must disclose any potential personal benefit and/or potential conflict of interest, to the other members of the Board if his/her vote affects a financial transaction. Such transactions must be approved by a simple majority of the uninterested Directors.

Actions of the Board of Directors

- 3.17. The Board will try to act by consensus. However, if that is not available, the Board decides by majority vote. For events, 1 or more Directors must submit an "Event Suggestion Form"⁶ to the Board prior to a decision voting. Voting may be held electronically or in-person at a meeting of the Board.

Electronic Voting via Email: The Board should be given at least 3 calendar days to respond on an electronic vote. A lack of response within the 3 day timeframe is considered a "yes" vote with the caveat that the nomination must receive a response from at least 50% of the Board's Directors.

Each Director may respond with a "yes", "no" or "abstain" response to a board member nomination. Normally, a clear 75% "yes" or "no" majority vote carries a decision. If abstentions

⁶ "Event Suggestion Form" is defined somewhere else.

prevent such a majority, then a simple majority of “yes” or “no” will carry a decision.

Proxies

- 3.18. A Director may vote by proxy, if he/she is not going to be physically present in any Board meeting. A proxy vote must be documented via email or in writing, along with the time frame and/or the situation.

Compensation

- 3.19. Directors will not receive salaries for their services. However, the Board may opt paying them a fixed sum and/or expenses for attending meetings . A Director may be compensated for additional services at reasonable and commensurate rate.

Removing Directors

- 3.20. A Director will be removed, if convicted by a State or Federal Court. The Board may vote to remove a Director when a good cause exists. Good cause for removal of a Director includes the failure to attend three (3) consecutive Board meetings, or failure to perform assigned responsibilities, without explanation. Removal is discussed in a special meeting, in accordance with the procedure described above in 3.10. A Director will be given opportunity to defend himself/herself, in that Special Meeting.

A Director may be removed by a 75% majority of the Board. Voting must follow the guidelines listed in 3.17 above.

ARTICLE 4

OFFICERS

- 4.01. The Corporation’s officers will be a president, a vice president, a secretary, a treasurer, Technology Officer, and director – community services. One person may not hold more than one office, except to fill a temporary vacancy. The Board may create additional positions when necessary. When that happens, it will define the role and responsibilities of such a position, and appoint a person to fill the position.

Election⁷ and Term of Office

- 4.02. The Corporation’s officers will be elected every two years by the Board at the annual Board meeting.

⁷ The process to nominate and elect officers is explained somewhere else.

Each officer will hold office until a successor is duly elected. An officer may be elected for the same office, for more than one consecutive term, if such a move is in the best interest of the Corporation, and the individual is willing.

Removal

- 4.03. Any officer elected or appointed by the Board may be removed following the guidelines identified in section 3.20 above.

Vacancies

- 4.04. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

President

- 4.05. The President is the Corporation's chief executive officer. He or she will supervise and control all of the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. In addition to the following list, the president will perform other duties prescribed by the Board and all duties incident to the office of president. These functions could be delegated to other Board members at the discretion of the Board.

- a) Provide orientation materials to new Board members.
- b) Create agenda for Board meetings.
- c) Ensure that meetings are held quarterly at minimum, or more regularly as needed.
- d) Be the spokesperson for the organization, including media.
- e) Handle external communications to other organizations.
- f) Send event notices and other notifications to the Corporation's members (mailing list) and other mailing lists on behalf of the Corporation.
- g) Along with Board members, review strategic plan, procedures, governance and financial status annually.
- h) Ensure that suggested and approved activities comply with mission and vision of organization.
- i) Create, maintain and implement processes, e.g. approvals of events and activities for the organization.
- j) Work with other Board members to seek funding for the organization's events and plans.
- k) Recruit Board members.
- l) Assess and either improve or maintain internal momentum and Board morale.

Vice President

- 4.06 The Vice President will:

- a) Assume the president's role when the president can't act or refused to act.
- Assist the president in the conduct of the board's work and any other responsibilities as

assigned by the board/president.

Technology Officer

4.07 The technology officer will:

- (a) Maintain the organization's website.
- (b) Update the calendar of events
- (c) Take pictures at events and post to the organization's website.
- (d) Capture video at events and post to internet.

Treasurer

4.08 The treasurer will:

- (a) Have charge and custody of—and be responsible for—all the Corporation's funds and securities.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.
- (d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$1,000.00 without the signature of the president or vice president in addition to that of the treasurer.
- (e) Maintain the Corporation's financial books and records.
- (f) Prepare financial reports at least quarterly.
- (g) Perform other duties as assigned by the President or the Board.
- (h) Perform the entire duties incident to the office of the treasurer.
- (i) Prepare & Send receipts for tax-exempt donations in January of the calendar year.
- (j) Prepare & send IRS forms as necessary.
- (k) Assist in having an external audit done at least every 3 years
- (l) Assist President in planning fundraising activities

Secretary

4.05 The Secretary will:

- (a) Send all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings for all the members and the Board and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and seal, if applicable.
- (d) Keep a register of the mailing address, phone and email contact of each Director, officer, and employee of the Corporation.
- (e) Perform duties as assigned by the president or the Board.
- (f) Perform all duties incident to the office of secretary.
- (g) Send meeting notices for Board meetings.
- (h) Compile agenda, and minutes of the previous meeting, for Board meetings and distribute to Board members within a reasonable period prior to meeting.

Board Members

4.08 The responsibility of Board Members include:

- (a) Attend monthly board member meetings, usually held on the first Sunday of the month.
- (b) Board Members should attend MPU events when possible.
- (c) Board Members are expected to be reachable via email and respond within a reasonable time frame.
- (d) Each board member is expected to lead (or co-lead) at least one event or activity each calendar year.
- (e) A Board Member should provide at least one-month's notice prior to resigning from the board and should make an honest attempt to find and train a replacement.

ARTICLE 5

COMMITTEES

Establishing Committees

5.01. The Board may establish one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include two or more Directors and may include persons outside the Board. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. No committee has the jurisdiction to exceed its authority as defined by the Board..

ARTICLE 6

TRANSACTIONS OF CORPORATION

Contracts

6.01 The Board may authorize any officer or agent of the Corporation to enter into a contract or

execute and deliver any instruments in the name of, and on behalf, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Deposits

- 6.02 All the Corporation's funds will be deposited to the credit of the Corporations in bank, trust companies, or other depositories that the Board selects.

Gifts

- 6.03 The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal and state law status.

Potential Conflicts of Interest

- 6.04 The Corporation will not make any loan to a Director or officer of the Corporation. A Director, officer, or committee member of the Corporation may lend money to---and otherwise transact business with---the Corporation, except as otherwise provided by these Bylaws, the articles of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from—or otherwise transact business with—a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from—or otherwise transact business with—a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

- 6.05 As long as the Corporation exists, and except with the Board's prior approval, no Director, officer, or committee member of the Corporation may:
- a. Do any act in violation of these Bylaws or a binding obligation of the Corporation.
 - b. Do an act with the intention of harming the Corporation or any of its operations.
 - c. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.
 - d. Receive an improper personal benefit from the operation of the Corporation.
 - e. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
 - f. Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
 - g. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
 - h. Disclose any of the Corporation's business practices, trade secrets, or any other

information not generally known to the business community to any person not authorized to receive it.

ARTICLE 7

BOOKS AND RECORDS

Required Books and Records

- 7.01 The Corporation will maintain current, keep correct and complete books and records of account. The books and records include:
- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered officer or registered agent.
 - b. A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
 - c. Minutes of the proceedings of the Board, committees having any of the authority of the Board.
 - d. A list of the names and addresses of the Directors, officers, and any committee members of the Corporation.
 - e. A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent fiscal years.
 - f. A financial statement showing the Corporation's income and expenses for the three most recent fiscal years.
 - g. All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
 - h. The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

- 7.02 Any Director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor. The Corporation will provide requested copies of books or records no later than five working days after receiving a proper written request.

Audits

- 7.03 Any member may request an audit conducted of the Corporation's books, in addition to the Corporation's own regular annual audit. That member bears the expense of the audit. The

member requesting the audit may select the accounting firm to conduct it. No more than one such request will be entertained in any fiscal year.

ARTICLE 8

FISCAL YEAR

The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE 9

INDEMNIFICATION

When Indemnification Is Required, Permitted, and Prohibited

9.01.

- a. The Corporation will indemnify a Director, officer, committee member, employee, or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her action or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a Director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.
- b. The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim issue or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- c. The Corporation will pay or reimburse expenses incurred by a Director, officer, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a Director, officer, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 9.01 (a), above.
- e. The Corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification, even though there has been no final

disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 9.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person before final disposition of a proceeding if the person is named defendant or respondent in a proceeding brought by the Corporation or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Extent and Nature of Indemnity

- 9.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

- 9.03.
- a. Before the corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - i. Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the manner by a majority vote of all Directors, consisting solely of three or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
 - iii. Determination by special legal counsel selected by the Board by the same vote as provided in subparagraph (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
 - b. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.
 - c. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.
 - i. In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct

necessary for indemnification under these Bylaws. The written understanding will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

ARTICLE 10

NOTICES

Notice by Mail or Email

- 10.01. Any notice required or permitted by these Bylaws to be given to a Director, officer, or member of a committee of the Corporation may be given by mail or email. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records with postage prepaid. If given by email, a notice is deemed delivered when sent, to the email address on record. A person may change his or her address in the corporate records by giving written notice of the change to the secretary of the Corporation.

Signed Waiver of Notice

- 10.02. Whenever any notice is required by law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Waiving Notice by Attendance

- 10.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

- 11.01 The Board of Directors and any committee of the Corporation may hold a meeting by telephone conference-call procedures.

Decision without Meeting

- 11.02 Any decision required or permitted to be made at a meeting of the Board or any committees of the Corporation may be made without a meeting. A decision without a meeting may be made if

a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the articles of incorporation, action may be taken without a meeting when there are signed written consents by the number of members, Directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. An email, facsimile of a signed writing by a member, Director, or committee member will be treated as an original being signed by the member, Director, or committee member.

Consents must be delivered to the Corporation. A consent signed by fewer than all members, Directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest dated consent was delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The Delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

Proxy Voting

- 11.03 A person, authorized to exercise a proxy may not exercise a proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the Secretary of the Corporation or other designated officer remains in force until the first of the following occurs:
- a. An instrument revoking the proxy is delivered to the Secretary or other designated officer.
 - b. The proxy authority expires under the proxy's terms.
 - c. The proxy authority expires under the terms of these Bylaws.

ARTICLE 12

AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered,

amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 13

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

- 13.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

- 13.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Heading

- 13.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

Number

- 13.04. All singular words include the plural, and all plural words include the singular.

Seal

- 13.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words “Muslims for Peace and Unity”, “Texas” in one circle and the word “Incorporated” together with the date of incorporation in the other circle.

Power of Attorney

- 13.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

Parties Bounds

- 13.07. The bylaws will bind and inure to the benefit of the Directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Muslims for Peace and Unity and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on _____ .

Dated: _____

Abdul Wahab Mohammed