

AMENDED AND RESTATED

BYLAWS OF

THE MECCA CENTER

ARTICLE 1

NAME

The name of this Illinois not-for-profit corporation is the Muslim Educational Cultural Center of America d/b/a The Mecca Center (referred to herein as "The Mecca Center," the "Center" or the "Organization").

ARTICLE 2

PURPOSES

Section 2.1 General Purposes. The purposes of The Mecca Center shall be limited to religious, charitable, social, and educational activities in accordance with Islamic teachings and in compliance with Section 501(c)(3) of the Internal Revenue Code, as amended. The Organization shall be deemed a "church" or "mosque" for purposes of IRS rules and regulations.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provisions herein, the Organization shall not carry on any activities that the following types of organizations are not permitted to carry on: (a) organizations exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such Code, and/or (b) organizations, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

Section 2.2 Specific Purposes. In accordance with and subject to Section 2.1, The Mecca Center was further formed to achieve the following purposes:

- (a) To establish and maintain facilities for the practice of the religion of Islam, including the arrangement and holding of regular congregational prayers, in accordance with the teachings of the Holy Qur'an and Sunnah;

- (b) To nurture a comfortable and spiritually uplifting environment where Muslims can experience Islam;
- (c) To promote the practice of Islam as a complete way of life in a manner that will endeavor to integrate the best of the American tradition with the universal principles of Islam;
- (d) To promote positive and meaningful relationships among the Muslim community and other communities of faith and society at large;
- (e) To further cooperation among Muslim organizations; and
- (f) To undertake and engage in any and all other religious, charitable, educational and cultural activities in furtherance of the foregoing.

ARTICLE 3

GENERAL STRUCTURE

The Mecca Center shall be a member-based organization governed by a Board of Trustees (the "Board"), which shall have general authority to supervise, manage and control the Organization in order to further the purposes set forth in Article 2. The Mecca Center shall be managed on a day-to-day basis through an Executive Committee comprised of certain officers as set forth in Article 4.

ARTICLE 4

MEMBERSHIP AND GENERAL ASSEMBLY

Section 4.1 **Qualifications.** To be a Member of the Organization (a "Member"), an individual must:

- (a) be a practicing Muslim;
- (b) be eighteen years of age or older,
- (c) agree with the purposes and objectives of the Organization,
- (d) have been accepted as a Member in accordance with the approved rules of the Organization,
- (e) be current in payment of dues, and
- (f) be otherwise in good standing with the organization.

Section 4.2 **Dues.** Membership dues shall be determined by the Board.

Section 4.3 **Rights and Privileges.** A Member is in good standing if he or she is current in all dues and is not under any restriction or disciplinary action. Members in good standing may attend and participate in the General Assembly meeting.

Section 4.4 **General Assembly.** The General Assembly is a formal meeting that is open to all members held annually. All Members shall be provided at least a one month advance notice,

and such notice shall contain an agenda of items to be considered during the General Assembly. The quorum for the General Assembly shall be twenty five percent (25%) of the Members. Members in good standing for at least 12 months, who are personally present at the General Assembly meeting are eligible to vote on matters requiring action by the General Assembly and are eligible to vote for members of the Board of Trustees. Each eligible Member shall be entitled to one vote upon any matter submitted to a vote of the General Assembly.

ARTICLE 5

BOARD OF TRUSTEES

Section 5.1 Function and Duties. The Board of Trustees (the “Board”) shall be the highest governing authority of the Organization and shall manage its business, property and affairs as provided by law, its Articles of Incorporation and these Bylaws. In addition, the Board shall have the following specific duties:

- (a) To provide a strategic vision and to adopt policies and procedures to further the purposes of the Organization.
- (b) To elect from among its members an Executive Committee made up of a President, Vice-President, Treasurer, Secretary and such other officers as the Board may determine from time to time in accordance with Article 6.
- (c) To approve or disapprove any financial transactions relating to the Organization’s real estate and other major assets. No sale, assignment, transfer, or any other action involving the disposition of the Organization’s real estate can be authorized without an affirmative vote of three-fourths of all of the Trustees at a duly convened meeting with a quorum of at least 80% of the Trustees attending.
- (d) To review and amend or approve the annual budget proposed by the Executive Committee.
- (e) To approve non-budgeted financial transactions and disbursement of the Organization’s funds greater than \$5,000 (including borrowing, lending and investing for and on behalf of the Organization).
- (f) To approve the hiring or termination of senior management and the imam of the Organization.
- (g) To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation of the Organization or these Bylaws (in their present form or as they may be amended) or to any applicable law.
- (h) To approve any amendments to these Bylaws or the Organization’s Articles of Incorporation as per Article 5.7.

- (i) To adopt rules and regulations for the organization in accordance with the Qur'an and Sunnah.

Section 5.2 Number; Categories; Terms and Qualifications. The Board shall consist of no more than twenty-seven (27) Trustees made up of a certain number of Regular Trustees, Founding Trustees and Special Trustees. The Board will strive to include at least three women and three American-born / raised individuals on the Board.

- (a) *General Trustees.* The Board shall include a minimum of twelve (12) General Trustees. A General Trustee must have been a Member in good standing for a minimum of 24 months prior to November 1st of the year in which such individual is nominated and elected to the Board to serve as a General Trustee. A General Trustee shall be elected by the General Assembly to serve a three (3) year term.
- (b) *Founding Trustees.* The Board may include up to twelve (12) Founding Trustees. To become a Founding Trustee, an individual must (i) have made a substantial financial contribution (either individually, together with their spouse, or as a representative of a family foundation or trust) and (ii) be appointed by a two-thirds majority vote of the Board at a duly convened meeting. The term of a Founding Trustee shall be ten (10) years.
- (c) *Special Trustees.* The Board may include up to three (3) Special Trustees. The Board may appoint a Special Trustee based on its determination that such individual will serve an important purpose on the Board such as his or her representative role, special skills or unique perspectives. Such appointment shall require a two-thirds majority vote of the Board at a duly convened meeting. The term of a Special Trustee shall be three (3) years.

Section 5.3 Officers of the Board. The Board shall elect from among the Trustees a President, Vice President, Treasurer and Secretary.

Section 5.4 Meetings. The Board shall hold at least one regular meeting every quarter. The Board shall, by its own resolution, designate dates, times and places for such meetings. The President may also call special meetings of the Board at his or her discretion. A special meeting shall be called by the President upon the written request of at least five Trustees. Any meeting may be held in person or by telephone conference or other means of appropriate communication. All Trustees are expected to attend all meetings unless prior notices with justifiable reasons are giving to the president. Reminder and warning will be sent to repeated unexcused absenteeism.

Section 5.5 Notice.

- (a) Notice of the purpose, date, time, and place of any meeting of the Board shall be made to each Board Member at least seven calendar days before a regular meeting and three calendar days before a special meeting. Notice may be given in person, by telephone, by U.S. Mail, by electronic mail, or by any other method approved by resolution of the Board.
- (b) The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except (i) where a Board Member attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called for or convened or (ii) where a Board Member objects to the consideration of a particular matter not included within the purpose stated in the meeting notice.

Section 5.6 Quorum. Other than in connection with an amendment to these Bylaws as set forth in Article 11, a majority (51%) of the Trustees shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, the meeting shall be adjourned and a subsequent date may be designated. If a subsequent meeting is designated, the Trustees shall be given again the required notice. One third of the Trustees attending the subsequent meeting shall constitute a quorum. However, a meeting with less than majority (at least 51%) attendance shall not vote on issues requiring a two-thirds majority vote.

Section 5.7 Voting. Decisions shall generally require the affirmative vote of a majority of Trustees present at a duly convened meeting, except that the affirmative vote of a two-thirds majority of those present at a duly convened meeting is required to acquire any real estate or to incur debt or as otherwise set forth in these Bylaws. An abstention by a Trustee shall not be counted towards the denominator in determining whether a particular motion passes.

Section 5.8 Conduct of Meetings. All meetings shall be conducted according to Robert's Rules of Order.

Section 5.9 Manner of Acting. Unless otherwise set forth herein, the act of a majority of the Trustees at a meeting in which there is a quorum shall be the act of the Board. Each Trustee shall have one vote. Meetings may be held by telephone or video conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Trustees. The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

- a. Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting if the Trustees unanimously approve such action in writing, and the writing is filed with the minutes of proceedings of the Board or committee.

Section 5.10 Removal of Trustees. Any Trustee may be removed by vote of a two-thirds majority of the Board at a duly convened meeting, with cause for: (1) violation of these Bylaws, (2) failure to regularly attend meetings of the Board without justifiable reason for which the Board is timely informed or (3) performing acts that are in clear violation of Islamic ethics or harmful to the purposes and objectives of the Organization. Any removal may occur only if the Trustee involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees. The Trustee involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of advancing the best interests of the Organization.

Section 5.11 Resignation of Trustees. Any Trustee may resign at any time by giving a written notice to the Organization. Such resignation shall take effect upon receipt such notice or at

the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.12 Election and Board Vacancies. An annual election of four new General Trustees of the Board will occur in November of each year starting in November 2012. In the event that the General Assembly fails to fill all required positions on the Board or in the event of vacancies on the Board, the Board shall elect new qualified General Trustees to serve on an interim basis until the next General Assembly meeting.

Section 5.13 Conflict of Interest. It is the responsibility of each Trustee to advise the Board of any perceived or potential conflict of interest such Trustee believes may exist with respect to his or her obligations as a Trustee as soon as it arises. Such potential conflicts of interest include, but are not limited to, the situation of a Trustee, or the immediate family of a Trustee, proposing to enter into a financial or business relationship with the Organization. After revealing the potential conflict of interest, the Board will decide if such conflict exists. If the Board so decides, the interested Trustee may be excused of the final discussion of the matter by the Board and he/she shall not vote on any matter pertaining to the decision to enter into such a financial or business relationship, and any subsequent decision with respect to that financial or business relationship.

ARTICLE 6

EXECUTIVE COMMITTEE AND OFFICERS

Section 6.1 Number; Election and Term of Executive Committee Members. The Board shall elect from within its ranks an Executive Committee made up of a maximum of nine (9) members, including at least the following Officers: President, Vice President, Treasurer and Secretary. The Board may also grant such titles, roles and responsibilities to other Executive Committee members as the Board may deem necessary or appropriate. An individual serving as an officer of the Board may also serve on the Executive Committee as President, Vice President, Treasurer, Secretary or as such other officer role as the Board may determine. The immediate past-President shall be appointed as an Ex-Office voting member of the Executive Committee for a two-year term.

Section 6.2 Powers and Responsibilities of the Executive Committee. The Executive Committee shall have the powers and authority expressly assigned to it by the Board or by these Bylaws. Any power not expressly conferred to the Executive Committee by these Bylaws or a duly adopted resolution of the Board shall belong to the Board of Trustees.

The responsibilities and duties of the Executive Committee include the following:

- (a) To submit to the Board of Trustees for their review and approval an annual budget and operating plan;
- (b) To plan and implement activities consistent with the purposes, objectives and policies of the Organization;
- (c) To maintain and operate the Organization's facilities and to establish the rules and regulations for their use;

- (d) To manage the property and day-to-day affairs of the Organization as may be provided in these Bylaws or by resolution of the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices;
- (e) To perform any other functions which are needed for proper management of the Organization and its assets.

Section 6.3 President. The President shall be the Chief Executive Officer of the Organization, serve as the chairperson of the Executive Committee and Board of Trustees and preside at all meetings of the Executive Committee and the Board of Trustees. The President shall perform all duties customary to that office and shall supervise and control the day-to-day affairs of the Organization in accordance with the policies and directives of the Board of Trustees.

Section 6.4 Vice-President. The Vice President of the Organization shall have powers and duties as the Board of Trustees shall determine, including serving as acting president in the absence of the President or during such time as the President of the Organization is unable to carry out the duties of that office. The Vice-President shall exercise such other powers and perform such other duties as the Board of Trustees or the President may assign from time to time.

Section 6.5 Secretary. The Secretary of the Organization shall have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

- (a) He/she shall attend all meetings of the Executive Committee, and be responsible for the preparation and distributions of minutes of all such meetings to the Executive Committee.
- (b) The Secretary shall be the custodian of the Organization's meeting records and principal documents.
- (c) He/she shall ensure that all notices are given in accordance with these Bylaws.
- (d) He/she shall prepare the agenda at the direction of the President for the meetings of the Executive Committee.
- (e) He/she shall also maintain a current list of membership of the Organization.
- (f) He/she shall assist in the preparation of quarterly reports to the Board of Trustees describing the activities, present status, future plans, financial reports and other matters of interests.
- (g) He/she shall perform such other duties as the President may, from time to time, prescribe.

Section 6.6 Treasurer. The Treasurer of the Organization shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

- (a) He/she shall be responsible for developing and reviewing the fiscal policies of the Organization for the approval of the Board of Trustees.
- (b) He/she shall have the responsibilities to keep complete and accurate accounts of receipts and disbursements of all amounts. He/she shall have the responsibilities to deposit all monies and other valuable property of the Organization in the Organization's name to the credit of the Organization in such banks or depositories as the Board may designate.
- (c) Besides maintaining the monthly accounts and semiannual reports, whenever required by the Board, the Treasurer shall prepare a financial report, which shall include a balance sheet, a cash flow statement and statements of income. The Treasurer shall also exhibit the books and accounts to any member of the Executive Committee or Trustee upon reasonable notice.
- (d) He/she shall render a report of the finances of the Organization at each regular meeting of the Board and whenever requested by the President or the Board showing all receipts and expenditures for the current year.
- (e) He/she shall provide assistance for filing all tax returns and governmental filings, as may be required.
- (f) He/she shall also perform such other duties as the President or the Board may, from to time, designate.

Section 6.7 Officer Terms. The President will serve for a term of two years, and may only be elected President for a maximum of three two-year terms, though he or she may be elected President again after another individual has served as President. All other Officers shall serve for a term of two years and may be elected for an unlimited number of consecutive terms.

Section 6.8 Removal of Officers. Any Officer may be removed by vote of a two-thirds majority of the Board at a duly convened meeting, with cause for: (1) violation of these Bylaws, (2) failing to regularly attend meetings of the Executive Committee without justifiable reason for which the Executive Committee is timely informed, (3) performing acts that are in clear violation of Islamic ethics or harmful to the objectives of the Organization or (4) failure to fulfill satisfactorily the responsibilities of the office to which such person was elected. Such removal may occur only if the Officer involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees. The Officer involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of advancing the best interests of Organization.

Section 6.9 Resignation of Officers. Any Officer may resign at any time by giving a written notice to the Board. Such resignation shall take effect upon its receipt or at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.10 Vacancy. In case of a vacancy of the office of President, the Vice President shall serve as President until the Board meets and elects a President to serve the remainder of the

term of the vacant office. In the case of any other Officer vacancies, the Board shall elect an individual to serve as the Officer of such vacant office for the remaining term.

Section 6.11 Meetings; Quorum. The Executive Committee shall meet on at least a monthly basis at a scheduled time, date and place, to evaluate the progress of different committees, address issues, if any, and transact the business of the Organization. A simple majority of the members shall constitute the quorum for such meetings. The President or one-third the members of the Executive Committee may call special meetings.

Section 6.12 Notice.

- (a) Notice of the purpose, date, time, and place of any meeting of the Executive Committee shall be made to each member at least seven calendar days before a regular meeting and three calendar days before a special meeting. Notice may be given in person, by telephone, by U.S. Mail, by electronic mail, or by any other method approved by resolution of the Executive Committee.
- (b) The attendance of an Executive Committee member at a meeting shall constitute a waiver of notice of such meeting, except (i) where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called for or convened or (ii) where a member objects to the consideration of a particular matter not included within the purpose stated in the meeting notice.

Section 6.13 Conduct of Meetings. All meetings shall be conducted according to Robert's Rules of Order.

Section 6.14 Manner of Acting. The act of a majority of the members of the Executive Committee at a meeting in which there is a quorum shall be the act of the Executive Committee. Each member shall have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Executive Committee. The Executive Committee may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

- b. Any action required or permitted to be taken at any meeting of the Executive Committee, or of any committee thereof, may be taken without a meeting if the members unanimously approve such action consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Committee or committee.

ARTICLE 7

Section 7.1 Committees; Standing and Ad-Hoc Committees. The Organization shall maintain the following standing committees: Financial Committee and Bylaws, Rules and Regulations Committee. The Board shall create such other standing or ad-hoc committees as it may determine from time to time.

Section 7.2 Duties and Responsibilities of the Standing Committees. The Board of Trustees shall approve a charter describing the purposes of each standing committee. Each standing committee Chair shall propose amendments or revisions to the committee charter from time to time for approval by the Board.

Section 7.3 Committee Members. The President, in consultation with the Board, shall nominate a chair and members of the proposed committee. The Board shall vote to approve or amend the proposed committee chair and members. Each committee chair may set forth meeting and other procedures for the operation of the standing committee, which shall be included in such committee's charter and submitted to the Board for approval.

ARTICLE 8

PROPERTY AND INVESTMENTS

Section 8.1 Property. All property, whether real, personal or mixed, received by the Organization by bequest, devise, gift, grant or otherwise shall be held by the Organization, or placed in a trust for the benefits of the Organization or disposed of on such terms and conditions, not inconsistent with the Articles of Incorporation or the terms, if any, of any bequest, devise, grant or other instrument, as the Board may determine.

- (a) **Investments.** Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Organization may be invested, from time to time, in such manner as the Board may deem advantageous without regard to restrictions applicable to trustees of trust funds. Provided such investment shall comply with all applicable IRS, Federal and State tax laws and regulations.

ARTICLE 9

DISSOLUTION AND LIQUIDATION

Section 9.1 Dissolution and Liquidation. The Organization may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Illinois General Not For Profit Corporation Act of 1986, as amended. In the event of dissolution of the Organization, no liquidating or other dividends and no distribution of property owned by the Organization shall be declared or paid to any private individual, but the net assets of the Organization shall be distributed as follows:

- (a) All liabilities and obligations of the Organization shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
- (b) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above in this Article 8. Any assets not disposed of pursuant to the foregoing provisions shall be distributed to the North America Islamic Trust or other organization as may be determined by the Board for the benefit of Chicago area Muslim communities.

ARTICLE 10

MISCELLANEOUS PROVISIONS

Section 10.1 Indemnification of Trustees, Officers and Employees. The Organization shall have the power to indemnify all Officers and Trustees of the Organization to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and as further elaborated below. The Organization may purchase insurance for such indemnification of Officers and Trustees to the full extent as determined from time to time by the Board.

Any person made or threatened with being made a party to any action, suit or proceeding (civil, criminal or administrative) by reason of the fact that he or she is or was a Trustee, Officer or employee of the Organization, or of any corporation which he or she served in any such capacity at the request of the Organization, shall be indemnified by the Organization against judgments, fines and other liabilities (including amounts paid in settlement) sustained as a result of, and investigation, defense or the compromise or settlement of, any such action, suit or proceeding or threat thereof; provided, however, that:

- (a) In the event of final adjudication of such action, suit or proceeding, such person shall not be indemnified hereunder with respect to any matter as to which he or she shall be adjudged liable for material negligence or material misconduct in the performance of his or her duties to the Organization, or
- (b) In the event that such action, suit or proceeding or threat thereof is compromised or settled before final adjudication thereof, such person shall not be indemnified hereunder unless it shall be determined that he or she acted without gross negligence and that his or her action did not constitute gross misconduct in the performance of his or her duties to the Organization.

In connection with the defense of a judicial proceeding, under Chapter 42 of the Internal Revenue Code of 1954, such person shall not under any circumstances be indemnified for taxes, penalties or expenses of correction and further shall not be indemnified for other expenses in connection with such judicial proceeding unless: (a) such other expenses are reasonably incurred by him or her in connection with such proceeding; or (b) such person is successful in such defense, or such proceeding is terminated by settlement and he or she has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42.

A judgment or conviction in a criminal action, suit or proceeding or termination of such proceeding by a plea of nolo contendere or its equivalent shall not be deemed an adjudication that the Trustee, Officer or employee is liable for negligence or misconduct in his or her performance of his or her duties to the Organization if it shall be determined that the action complained of on the part of the Trustee, Officer or employee was taken in good faith in what he or she considered to be the best interests of the Organization and on the reasonable assumption of its legality.

As used in this Section 10.1, the words "it shall be determined" mean that the matter in question shall be determined either (i) by a court order, or (ii) by a majority of those Trustees who are not parties to the suit, action or proceeding in which the matter is involved, or (iii) by independent counsel selected by (x) a majority of the Trustees who are not such parties, or (y) a judge of the U.S. District Court located in Chicago, Illinois.

The foregoing rights of indemnification shall not be exclusive of any other rights which any Trustee, Officer or employee may have as a matter of law. The foregoing rights of indemnification shall, in the case of the death of a Trustee, Officer or employee, inure to the benefit of his or her estate, heirs, or successors.

Notwithstanding the foregoing, the Organization shall not indemnify any Trustee, Officer or employee of the corporation if such indemnification shall constitute an act of self-dealing under Section 4941 of the Internal Code 1954, or corresponding provisions of any subsequent federal tax law.

Section 10.2 Depositories. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may designate.

Section 10.3 Checks, Drafts, Notes, Etc. All checks, drafts, and other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Organization shall be signed by such Officers or Officer, agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

Section 10.4 Fiscal Year. The fiscal year of the Organization shall end on December 31 of each year.

ARTICLE 11

AMENDMENTS

These Bylaws may be amended by a three-fourths majority vote of the Trustees and a majority vote of the Founding Trustees at a duly convened meeting at which at least 80% of the Trustees are attending. The substance of a proposed amendment must be provided to the Trustees at least seven days prior to the meeting.

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**CERTIFICATION OF RESOLUTION OF THE BOARD OF TRUSTEES
OF THE MECCA CENTER**

THE UNDERSIGNED hereby certifies (i) she is the Secretary of The Mecca Center; (ii) the above Amended and Restated Bylaws are a true, correct and complete duly adopted at a duly held meeting of the Board of Trustees of the Organization on the 17th day of Semptember, 2022 (the "Effective Date"), and in accordance with the laws of the State of Illinois; and (iii) the Bylaws are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I hereby execute this Certificate in my official capacity effective as of 17th day of Semptember, 2022.

By: _____

Name: Linda Mahairi Hamadeh

Title: Secretary

