



The Colorado Muslim Society's Bylaws

April 15, 2012

PREAMBLE

These bylaws are adopted by the Shura and voted upon by the General Assembly. Hereinafter, the Shura Committee will be referred to as the Shura (Shura). The Colorado Muslim Society (hereinafter referred to as "CMS") is a non-profit religious corporation to carry out the specific and primary purposes of this corporation as set forth in its articles of incorporation and these Bylaws which are to maintain and operate a non-profit religious corporation and to promote the religious principles of Islam as set forth by the Quran and Sunnah. These Bylaws supersede and completely replace the previous Constitution, Bylaws, and Amended Bylaws in place at the CMS. Any conflicts between these Bylaws and any other governing documents of the CMS shall be construed in favor of these Bylaws.

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.1 Name and Principal Offices. The name of the corporation shall be the Colorado Muslim Society, a non-profit corporation incorporated under the laws of the State of Colorado, and its principal office shall be in the State of Colorado.

Section 1.2 Principal Office and Registered Agent. The principal office of the CMS shall be located at 2071 South Parker Road, Denver, CO 80231. The CMS shall have and continuously maintain a registered office in the State of Colorado and the Shura of the CMS shall appoint and continuously maintain in service a registered agent in the State of Colorado who shall be an individual resident of the State of Colorado.

Section 1.3 Compliance. CMS is organized exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II: PURPOSES

The purposes for which the CMS is formed is to arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of diversity, inclusion, faith, equality, mutual help, charity, respect and Islamic teachings of peace, love and justice.

The CMS shall be empowered to cooperate with other Islamic organizations in achieving these goals and engage in such other activities as may be desirable or required to fulfill its purposes and objectives.

The foregoing purposes of the CMS are made in furtherance, and not in limitation, of the powers

conferred upon the CMS by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of the CMS. The CMS is formed upon the articles, conditions and provisions relative to non-stock corporations which are contained in the general laws of the State of Colorado. The CMS is organized and shall be operated exclusively for religious, educational and/or charitable purposes within the meaning of the Internal Revenue Code.

No part of the net earnings or assets of the CMS shall inure to the benefit of, or be distributable to the members of the Shura, Executive Committee, employees, contractors, other private individuals, or organizations organized and operating for profit except that the CMS shall be authorized and empowered to pay reasonable compensation for services or to make payments and distributions in furtherance of the purposes as hereinabove stated.

No substantial part of the activities of the CMS shall be the carrying on of propaganda or otherwise attempting to influence legislation. The CMS shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, the CMS shall not carry on any activities not permitted by law.

The CMS will conduct congregational prayers and Islamic religious festivals at their respective times. The CMS will promote unity and cooperation among Muslims, and provide Islamic services to support the needs of Muslims. The CMS will endeavor to make Islamic teachings known to Muslims and interested Non-Muslims through religious, educational, social and other activities in accordance with the best traditions of Islam. The CMS will strive to create an open and welcoming environment for the entire family including children as well as single adults in its facilities and activities, and the CMS will respect diversity and be inclusive of different schools of Islamic Jurisprudence, regardless of the jurisprudence practiced by the current Imam. The CMS will ensure that everyone, regardless of their level of Imam (faith) and practice of Islam, feels welcome and given the opportunity to grow spiritually and enhance the practice of Islam in their daily lives.

The CMS will ensure that women have the opportunity to lead and participate in all its activities within the constraints of the Sharia. This includes the opportunities for women to address gatherings while ensuring that Islamic etiquettes are followed; choose to participate in various positions within the CMS subject to rules governing the positions; and community meetings, gatherings and lectures will be inclusive of all members of the community including men, women and children while ensuring that Islamic etiquettes are followed.

The CMS will ensure that women have the ability to see, hear and interact with the Imam/Speaker and the CMS will not permit any lectures or sermons or promotions of hatred or bigotry of any kind. The CMS will strive to include in its affairs and activities, the participation and representation of Muslims of all races, gender, national origin, linguistic or ethnic backgrounds, and Islamic schools of Jurisprudence, without giving preference to any group. The activities of the CMS shall be governed by the teachings of the Qur'an and the Sunnah as understood by the companions of Prophet Muhammad (saw) and the first three generations including all Four Imams.

ARTICLE III: GENERAL ASSEMBLY

Section 3.1 Membership. The membership of the CMS shall consist of "Active Members", "Voting Members", "Youth Members", "Inactive Members" and "Honorary Members". The General Assembly shall consist of "Voting Members" only, who shall be eligible to vote for and nomination for membership for the Shura.

Section 3.2 Requirements. In order to be entitled to membership of the CMS, a person must be 18 years old, a Muslim and resident of the Colorado area and agree to comply with the Articles of Incorporation and these Bylaws, as set by the Shura.

Section 3.3 Procedure. A person desiring to become a member of the CMS shall fill out and sign the membership application form and pay all dues as set by the Shura. CMS will not maintain in its files any confidential information concerning its members, including but not limited to Social Security number and pictures. Only residents of the State of Colorado may become members of CMS. All members must certify that they are residents of Colorado, and all membership applications must be submitted in person at CMS, by mail or electronic means.

Section 3.4 Types of Membership.

Active Membership. In order to be considered active, a member shall have signed the membership form and shall have paid the required membership fees.

Voting Membership. In order to be considered a voting member, the member should have stayed in the active membership for a period of six (6) consecutive months prior to voting, and be a resident of the State of Colorado. Only voting members may vote in general and special meetings.

Youth Membership. Any person of at least 12 years of age who is otherwise eligible for regular membership in the CMS but fails to satisfy the age requirement shall, upon completion of such application procedures as shall be established by the CMS's Shura, granted youth membership in the CMS. Persons granted youth membership in the CMS shall remain youth members while they continue to maintain eligibility and current membership records, and they shall such rights and privileges within the CMS as shall be determined by its Shura Directors, consistent with these Bylaws. Youth members shall not advance to regular membership without completion normal application procedures for regular membership and payment of applicable dues.

Honorary Membership. Recognition bestowed upon, by the Shura, on a Muslim person for his or her generous contribution toward the betterment of the Muslim community. The recipient should not be a present position holder in the CMS. Honorary member may vote by paying membership fees and becoming an active member.

Inactive Membership. A member who does not fulfill the requirements of active membership shall be an inactive member.

Section 3.5 Suspension of Membership. Any member may be suspended for any amount of time upon the recommendation of the president and a majority vote of the Shura. The Shura, after receiving proof to its satisfaction that the person shall abide by the CMS's rules, may reinstate a member who has been suspended. If the member has failed to abide by the CMS's rules during the period of suspension, the Shura may by majority vote, terminate the member from the CMS.

Section 3.6 Termination of Membership. Membership in the CMS shall terminate upon one of the following events:

1. Withdrawal from membership by the member
2. Death

ARTICLE IV: GENERAL ASSEMBLY

Section 4.1 General Body Meeting

Regular. At least one meeting per calendar year, with the first meeting called no later than the first Sunday in December. The meeting shall be known as the General Body Meeting, open to all active members of the CMS.

Special. In case of necessity, the President, the Shura by a majority vote, or 1/3 of the members by writing to the Secretary, may call a special meeting of the CMS's members. This meeting must be held within (30) thirty days of the request.

Section 4.2 Notice of Meetings. A written notice of each regular or special meeting shall be posted at the CMS's principal notice Shura. Notice of a regular meeting shall be given at least two weeks prior to its designated date. Notice of a special meeting shall be given at least (2) two weeks prior to its designated date. The Notice of meeting shall state the purpose, place and time of the meeting. It is encourage providing additional notices even though it is not required.

Section 4.3 Conduct of General Assembly Meetings.

Chairperson. The President of the CMS or the President's designee, who shall be a member of the Shura, shall preside at all meetings. In the absence of the President and the President's designee, the following persons, in order of succession, shall preside: a Vice President or a member of the CMS's Shura elected to serve as chairperson of the meeting. Shura

Order and Reports. At each regular meeting, the order of business is recommended as follows, if applicable:

- Call to order and opening prayer, committee reports and recommendation, financial report, pending business matters, new business matters as determined by the majority of the Shura, public comment period, and adjournment.

Section 4.4 Special Meetings. The President or the officer or other person selected to serve as the chairperson (selected in the manner provided for regular meeting) shall preside at special meeting. The only matters to be considered at a special meeting shall be those designated in the notice of the special meeting.

Section 4.5 Voting at Meetings. Only Voting Members of the CMS shall have voting power on all matters considered at regular and special meetings.

Section 4.6 Removal of Attendees. At the discretion of the Chairman of the meeting, any voting or non-voting attendees may be removed from the CMS's regular or special meetings for disruptive behavior, lack of civility, lack of decorum, or any behavior in violation of the rules of the CMS.

Section 4.7 Meeting Voting Procedures

1. Registration. To be entitled to vote, voting members shall sign in with government picture identification.

2. Quorum. The lesser of 30 voting members or (20) twenty percent of the total eligible voting membership body shall constitute a quorum at a meeting. The voting members present at a meeting at which a quorum has been established may continue to transact business until final adjournment of the meeting at its originally scheduled termination time. If the withdrawal of voting members leaves less than a quorum, any action (other than amending the bylaws or articles of incorporation) may be approved by at least a majority of the voting members present at the time of the vote.

3. Voting. Where voting is required by these Bylaws to approve of a CMS matter, the issue must receive a majority of the votes. The Secretary of the Executive Committee shall cause all votes to be counted and shall report the results to the General Body Meeting. All ballots shall be retained as part of the official records of the CMS.

Section 4.8 Voting by mail and proxy. No voting by mail is allowed. Proxy voting is allowed only for spouses.

ARTICLE V: SHURA

Section 5.1 Powers and Duties

Subject to the Articles of Incorporation, these Bylaws, and applicable Federal, State, and local law, the corporate activities of the CMS shall be conducted and all corporate powers shall be employed by or under the direction of the Shura. The Shura is responsible for general corporate management. The Shura may delegate the management of various activities to any person or persons provided that the activities and affairs of the CMS shall be managed and corporate powers shall be exercised under the direction of the Shura. No director, officer, Imam, member, committee, employee, volunteer and/or contractor of the foregoing, or employee of any other entity within the CMS is empowered to act as a legal agent of the CMS without the prior written

authorization of the Shura, except for acts expressly authorized in these Bylaws. Any power not expressly delineated in these Bylaws is assumed to be in the power and duties of the Shura through majority vote actions.

In addition to the other powers enumerated in these Bylaws, the Shura shall have the following powers:

1. To select the President and Vice President of the Executive Committee, and ensure there is always a complete and functional Executive Committee at all times, with no Executive Committee position remaining vacant for more than thirty days.
2. To monitor the performance of the Executive Committee, including the approval of the President's nomination for the Vice President, Secretary, and Treasurer.
3. To formulate and set general policies and development programs to achieve the CMS's goals.
4. To approve all items to be presented at the General Body meetings.
5. To terminate from office any Executive Committee member, or any employee or contractor of the CMS.
6. To terminate any committee of the CMS.
7. To employ the Director of Religious Affairs (Imam) and other persons as needed to accomplish the CMS's objectives and purposes and approve salaries and other compensation.
8. To manage, supervise and control the business, property and affairs of the CMS.
9. To approve or disapprove any financial transactions relating to the CMS's real estate and other assets.
10. To determine the policies of the CMS and execute its purposes, to appoint and remunerate agents and employees.
11. To review, amend or approve the annual budget proposed by the CMS Executive Committee.
12. To approve the financial transactions and disbursements of the CMS funds (including borrowing, lending and investing for and on behalf of the CMS).
13. 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 or repugnant to the Articles of Incorporation and Bylaws or the constitution of the CMS or to any applicable law.

14. To provide guidance for the execution and development of long-range plans for the CMS.

15. To adopt rules for the CMS conforming to Islamic principles.

16. Promote better relations between Muslims and non-Muslims.

17. To call regular and special meetings.

18. To actively seek opinion from the Imam.

Section 5.2 Number of Members for the Shura. The number of Shura members shall be (9) nine. The members of the Shura shall serve without compensation.

Section 5.3 Delegations of Powers and Duties. The Shura may elect or appoint one or more committees which shall consist of two or more members of the Shura. The Shura may delegate to any such committee or committees any or all of their powers. Unless the Shura otherwise designate, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Shura. The Shura may likewise discontinue any such committee. These may include, but are not limited to the following committees: Facility Development, women, Youth, Fundraising, Membership, Arbitration, Public relation, Publication, and other committees as needed.

Section 5.4 Composition of the Shura.

The Shura shall be composed of the following officers: (each of whom shall at all times be a voting member in good standing of the CMS for at least two uninterrupted and consecutive years prior to April 15 of the election year):

A. Chairperson: The Shura shall elect its chairperson at its first meeting. The Chairperson, Voice Chair and Secretary shall:

1. Preside over meetings of the Shura.
2. Responsible for the enforcement of the CMS's Bylaws, rules and regulations.
3. May serve as spokesperson for the CMS.

B. Vice-Chairperson: Vice-Chairperson shall:

1. Assume the duties and authority of the Chairperson in his or her absence.
2. Assist the Chairperson with her or his duties.

C. Secretary: Secretary shall:

1. Responsible for sending the Shura meeting's agenda to other members of the Shura and President.

2. Responsible of maintaining meeting minutes.

3. Voting procedures shall be established and supervised by the Secretary, who shall certify the results to the Shura.

4. Prepare the Shura meeting agenda.

Section 5.5. Term Limits. All elected members of the Shura will serve three years. No one may serve more than three term total as a member of the Shura.

Section 5.6 Rights and Privileges. All members of the Shura shall enjoy the same rights and privileges, including the power to vote on all matters presented to the Shura.

Section 5.7 Conflicts of Interests. A member of the Shura may not vote on any matter in which there may be a conflict of interest. A conflict of interest includes, but may not be limited to, a situation where a member of the Shura has a private or personal interest, or obligation/responsibility to another organization, that is sufficient as to appear to influence the objective exercise of his/her duties and obligations to the CMS. Members of the same family may not serve on the Shura and/or Executive committee at the same time. Family members are defined as spouses, siblings and children of members.

Section 5.8 Vacancies. Any vacancy occurring in the Shura may be filled from the pool of voting members by a majority vote of the remaining members of the Shura. The vacancy must be filled within sixty days after it becomes vacant, through a regular or a special meeting of the Shura. The voting member elected to fill a vacancy will serve the remaining term of his/her predecessor until the next election, where the position will become open to be filled through the normal election process.

Section 5.9 Regular Meetings. The Shura shall determine the schedule of regular meetings and the Secretary shall be responsible to inform each member of the Shura of the time and place of each meeting.

Section 5.10 Special Meetings. Special meetings of the Shura for any purpose or purposes may be called at any time by the Chairperson or by a majority vote of the Shura.

Section 5.11 Quorum. At a meeting of the Shura, a majority of the members of the Shura then in office shall constitute a quorum. A majority of those present at any meeting, including those who may be attending telephonically, may adjourn such meeting by a majority vote of those in attendance, whether or not a quorum is present.

Section 5.12 Open Meetings. All Shura meetings shall be open to CMS members. However, the Shura by unanimous vote or in the existence of exceptional circumstances may elect to restrict the attendance to whom it, by majority vote, deem appropriate.

Section 5.13 Executive Session. By majority vote, the Shura can go into Executive Session to discuss confidential or sensitive matters related to the CMS. Only members of the Executive Committee, Members of the Shura and Legal Counsel may be present during an Executive Session, and the meeting minutes will generally state the reasons for the Shura entering into Executive Session.

Section 5.14 Removal of Member of Shura. Any member of the Shura may be removed from the office by an unanimous vote of the members of the Shura at any regular or special meeting of the Shura at which a quorum is present, with cause. Such removal may occur only if the Shura member 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 Shura, sent by certified or registered mail to the last known address of such Shura member. The Shura member involved shall have the right to respond to these charges. Each member of the Shura shall review any response independently. The Shura then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the CMS.

Section 5.15 Resignations. Any Shura member may resign at any time by giving written notice to the Chairperson of the Shura or in his/her absence to any member of the Shura. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Shura. In the event all the members of the Shura resign it shall be the obligation of the Chairperson to hold a general election within two (2) months of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections shall then be transferred to the Chairperson of the Election Committee, or Chairperson of the previous Election Committee, or, in the absence of the two latter, the President.

Section 5.16 Prohibited Conduct. The Shura may not interfere with the religious decision making and other roles and responsibilities of the Director of Religious Affairs (Imam). The Director of Religious Affairs (Imam) acts independently from the Shura. The Shura may not use their position of authority as an employer to retaliate against or influence the Director of Religious Affairs (Imam). The Shura shall not engage in any activity that is Islamic ally prohibited. The Shura shall not have the power to lease any real-estate which is the primary property for CMS without specific vote of the General Assembly. No Shura member may have check signing ability on any CMS bank account, except in a situation where a Shura member assumes a temporary role of President or Treasurer due to position vacancies. The Shura shall have no power to buy, sell, exchange, mortgage, pledge, transfer, or dispose of, in any manner, any real-estate property of CMS without specific vote of the General Body. The Shura shall obtain approval of the General Body for any expenditure in excess of \$35,000.00. The Shura may not enter into any contracts obligating CMS for longer than three years or that has a value greater than or equal to \$75,000.00, without a specific vote of the General Body.

ARTICLE VI: EXECUTIVE COMMITTEE

The Executive Committee shall be chosen from among the active members of the CMS who are in full compliance with the Articles and these Bylaws. It is not recommended that Shura

members serve on the Executive Committee except in short periods of vacancies and emergencies. They shall be selected and approved by the Shura and serve the CMS in accordance with these Bylaws. All members of the Executive Committee shall have the powers and authority expressly assigned to them by the Shura or by these Bylaws, and all members of the Executive Committee serve at the pleasure of the Shura. Any power not expressly conferred to the Executive Committee by these Bylaws or a duly adopted resolution of the Shura shall belong to the Shura.

The members of the Executive Committee of the CMS shall be the President, Vice President, Secretary, and Treasurer and one at-large member. There are no term limits for any member of the Executive Committee as each member of the Executive Committee serves at the pleasure of the Shura.

The function of the Executive Committee shall be:

1. To plan, manage and execute the daily activities to accomplish the purpose of the CMS.
2. To carry out policies and decisions of the Shura and the General Assembly.
3. To establish procedures in routine matters including use of the CMS.
4. Create and supervise committees with the approval of the Shura, including but not limited to Finance, Membership, Education, Fund Raising, Youth Services, Women's, Social Services, Religious Services, Communications, Community Relations, Dawa, Public Relation, Emergency Preparedness and Technology and other committees as needed.

Section 6.1 President

The President shall be the Chief Executive Officer of the CMS, serve as the Chairperson of the Executive Committee and shall preside at all meetings of the Executive Committee, shall perform all duties customary to that office and shall supervise and control day to day affairs of the CMS, in accordance with policies and directives of the Shura. The annual budget and working plan for day to day operation as well as long term plan shall be prepared under the direction of the President within two months after taking over the office and shall be submitted to the Shura for their approval. Notwithstanding the foregoing, the President of the CMS shall have the following specific powers and duties:

1. Represent the CMS as its spoke person, unless otherwise specified by the Shura.
2. Responsible to overseeing the operations of the CMS's Executive Committee and other committees, as directed by the Shura.
3. Address urgent administrative matters and take action to remedy the situation. Provide a report of the activities to the Shura at its next meeting.

4. May recommend the removal of any Executive Committee member to the Shura. The President does not have the authority to remove any Executive Committee member. This authority solely resides with the Shura.

5. Other duties and have such other powers as may be delegated by the Shura.

6. The President or the President's designee shall preside at all General Assembly meetings.

7. Upon resolution of the Shura, shall sign all documents upon which the signature of the President is required.

8. Responsible for the preparation of the CMS's annual budget, which shall be submitted to the Shura for consideration and approval at a date set by the Shura.

9. Oversee the CMS's compliance with laws, rules, and regulations applicable to this corporation, including the signing and filing of reports for federal, state, and local governments.

10. Review the agenda (prepared by the Secretary) for the meetings of the Executive Committee.

11. Appoint such standing or special committees, or subcommittees, as may be required by this constitution or as may be necessary, and shall be an observing member without vote, as the appointment shall state, of all such committees of the CMS. All such committees shall be approved by the Shura.

12. Maintain all appropriate insurance agreements.

13. Have exclusive check signing authority on all CMS banking accounts. Any amount over one-thousand dollars (\$1000) shall be co-signed by the Treasurer.

Section 6.2 Vice-President and At-Large Member

The Vice President and At-Large Member of the CMS shall have powers and duties as the Shura of the CMS shall determine, including serving as acting president in the absence of the President or during such time as the President of the CMS is unable to carry out the duties of that office. The Vice-President and At-Large Member shall exercise such other powers and perform such other duties as the Shura or the President may assign from time to time.

Section 6.3 Selecting and Removing the President and Vice President.

The Shura shall select the President and Vice President for a term of two (2) years from amongst the active members. The selection shall take place within two weeks of the Shura taking office. The President and Vice President shall be selected by a majority vote. Upon the President's death or other inability to fulfill the term of office, the Vice President shall act as President until the next Shura meeting when a new President has been selected

If, during a President's or Vice President's term of office, the Shura decides that either is failing to function in the best interests of the CMS, the Shura shall have the power to call its meeting to seek a satisfactory solution. The Shura, by majority vote, shall recommend action to the President or Vice President, which may include removing the either from office.

Section 6.4 Other Executive Officers. The offices of Secretary and Treasurer shall be appointed by the President and approved by the Shura. These officers shall serve at the pleasure of the Shura and until their respective successors are duly appointed. The installation of a new officer shall terminate the appointment of the previous officeholder, who shall deliver all books, papers, electronic data, and documents to the successor in writing.

Section 6.5 Secretary. The President shall nominate a secretary for a term of one year. The Secretary shall:

1. Perform the usual and ordinary duties of Secretary of a religious corporation.
2. Attest to the signatures of corporate officers when necessary.
3. Maintain accurate minutes of all meetings.
4. Maintain custody and care of the corporate seal, minutes, records, books, documents, and communications; give oversight to the procedures for storage, preservation, and retrieval of all corporate records, minutes, books, documents and communications, except the books of account which are required to be kept in the Treasurer's custody.
5. Receive and preserve all reports rendered to the corporation by its officers and committee chairpersons for the period of time established by the Shura.
6. Perform other duties not inconsistent with the office which the President or Shura may require.
7. Maintain all records and credentials for all employees.
8. Ensure that all notices are given in accordance with this constitution.
9. Prepare agendas for the meetings of the Executive Committee.
10. Process the applications of new members, the resignations, and the suspensions or revocation of memberships, for the approval of the Shura.
11. Maintain a current list of members of the CMS.
12. Help in preparing the reports describing the achievements, present status, future plans, proposed budget and other matters of interests.

Section 6.6 Treasurer. The President shall nominate the treasurer for a term of one year. The Treasurer shall:

1. Keep and maintain or cause to be kept and maintained adequate and correct accounts of the financial transactions of the CMS.
2. Render each year a report of the CMS's financial operations and condition as of December 31 of the prior year.
3. Prepare monthly reports of the corporate financial operations for the President and Shura.
4. Report to the Shura, as requested, transactions performed as treasurer.
5. Prepare reports of the corporate financial operations for the General Body Meetings.
6. Submit to the Shura for their review and approval, within two months after the election, a work plan, in accordance with the guidelines laid down by the Shura, for implementation during the course of two years term and to furnish the progress report of Committees for review and approval of the Shura.
7. Keep the complete and accurate accounts of receipts and disbursements of all amounts. He/she shall deposit all monies and other valuable property of the CMS in the CMS' name to the credit of the CMS in such banks or depositories as the Shura may designate.
8. Prepare a financial report which shall include the balance sheet, detail statements of income and expenses for the auditors. The treasurer shall also be able to exhibit the books and accounts to any officer, Shura member, or the members of the CMS at any reasonable time.
9. Provide assistance for filing all tax returns
10. Perform any other functions that are needed for proper management of the CMS and its assets.
11. Co-sign all checks with the President for all CMS bank accounts in any amount over one-thousand dollars (\$1000).

Section 6.7 Prohibited Conducts. The Executive Committee may not interfere with the religious decision making and other roles and responsibilities of the Director of Religious Affairs (Imam). The Director of Religious Affairs (Imam) acts independently from the Executive Committee. The Executive Committee may not their authority provided by these Bylaws or delegated by the Shura to influence the Director of Religious Affairs (Imam).

Section 6.8 Meetings. The Executive Committee will meet on at least a monthly basis at a scheduled time, date and place, to evaluate the progress of different committees, resolve the problems, if any, and transact the business of the CMS. A simple majority of the members shall

determine the quorum for such meetings. The Executive Committee is encouraged to seek counsel from the Imam.

Section 6.9 Notice. The schedule for meetings of the Executive Committee shall be prepared in advance and each member of the committee shall be notified at least seven (7) days before a meeting. It shall also be posted on the Bulletin Shura of the CMS for public viewing. Members of the CMS are encouraged to participate as observers in all such meetings.

ARTICLE VII: ASSETS, FINANCES AND PERSONAL LIABILITY

7.1 Assets. CMS Property: All property shall be held in the name of the CMS, and at all times shall be used to carry out the purposes for which this corporation has been established.

7.2 Finances

7.2.1 General Funds. The CMS's funds shall be kept in the depositories designated by the Shura. Disbursements of funds in the amount greater than one thousand dollars (\$1000.00) shall be made by check or draft, which must be co-signed by the President and Treasurer. All checks shall be signed by two people; their names shall be registered or recorded with the bank(s) in which the funds are kept, according to the rules and regulations of the bank(s). At no time shall a member of the Shura have check signing authority for any CMS banking account.

7.2.2 Special Funds. The Shura shall have power to set up special funds as it may deem desirable for the achievement of the CMS's objectives and purposes.

7.3 Personal Liability. The Shura and Executive Committee of the CMS shall not be personally liable for any debt, liability or obligation of the CMS. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the CMS, may look only to the funds and property of the CMS for the payment of such contract or claim, or for the payment of any debt, damages, judgment.

ARTICLE VIII: DIRECTOR OF RELIGIOUS AFFAIRS (IMAM)

Section 8.1 Selection. The Shura by a majority vote shall employ an Imam with specified contract and job description.

Section 8.2 Removal. In the event it shall appear that an Imam of the CMS is not functioning in the best interests of the CMS, the Shura with a majority vote may discipline, suspend, or remove the Imam from his appointment.

Section 8.3 Imam's Duties. The Imam of the CMS shall:

1. Carry out his duties in accordance with the job description prepared by the Shura.
2. Advise the Shura and/or Executive Committee if he believes they are taking actions or choosing a course of conduct in violation of Islam, the Quran, and/or the Sunnah.

Section 8.4 Compensation. The amount of compensation due the Imam shall be established by the Shura.

Section 8.5 Prohibited Conducts. The Imam will not interfere with the roles and responsibilities of the Shura, Executive Committee, or any CMS committee. The Imam shall not use his authority and influence as Imam of CMS to interference with the roles, responsibilities, and decisions of Shura, Executive Committee, or CMS committees.

ARTICLE IX: AMENDMENTS

The Articles of Incorporation and these Bylaws must be filed with the secretary of state of the State of Colorado. Any amendments to the Articles of Incorporation and/or Bylaws must first be approved by a vote of the Shura. The Shura shall then submit the approved amendment to the qualified voting members at either a regular or special meeting.

If the amendment to the Articles is for the purpose of complying with state or federal requirements, a majority vote by the Shura shall be sufficient for passage. If the amendment is for any other purpose, a majority of the entire voting membership shall be required.

ARTICLE X: RECORDS, REPORTS AND SEAL

Section 10.1 Records. The CMS's records and seal shall be kept at its principal office, and at a safety deposit box with at least two separate keys or codes as the Shura may order. These shall include:

Minutes, membership list etc.

The CMS shall keep a book of signed and initialed minutes of all meetings of the CMS's Shura, Executive Committee, and general and special meetings of the General Body Meeting..

Books of Account

The CMS shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Any other records pertinent to the CMS.

Section 10.2 Inspection of Records.

Inspection of records shall be by request in accordance to the CMS's policy as prepared by the Shura.

Section 10.3 Annual Reports

The President or his designee must present to the General Assembly a written annual report in December. Such report shall summarize the CMS's activities for the preceding year and activities projected for the forthcoming year, the annual development plan updates, and the annual financial statements.

Section 10.4 Corporate Seal

1. The Shura may adopt a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.
2. The Seal shall be kept at all times at the CMS's principal office.
3. The Executive Committee Secretary shall be the custodian of the Seal.
4. The Shura Secretary shall have access to the Seal as needed.

ARTICLE XI: ELECTIONS

Section 11.1 Shura Election Process

1. No later than September 1 of each election year, the Shura shall designate the Election Committee. This Committee shall comprise of (5) five members from the CMS's active members. No member of the Election Committee may serve on the Shura or Executive Committee simultaneously. The Election Committee members shall be ineligible to hold any office in the upcoming election. Election Committee shall follow the Conflict of Interest policy detailed for Shura and Executive Committee.

2. The Election Committee members shall elect the committee's chairperson from among themselves by majority vote. The Election Committee is independent, and the Shura, Executive Committee, and/or Imam shall not interfere with the Election Committee's duties and responsibilities.

3. On September 15, the Election Committee shall post on the CMS's bulletin Shura a list of CMS's voting members and provide appropriate instructions/notice as to the upcoming election and voter eligibility requirements. In order to be considered a voting member for purposes of participating in the Shura election, the member should have stayed in the active membership for a period of six (6) consecutive months prior to voting, and be a resident of the State of Colorado. This means that the membership application and all dues must have been received by CMS no later than April 15 of the election year.

4. Between September 15 – October 15 of the election year, the Election Committee shall take reasonable efforts to ensure that its eligible voting membership list is accurate. The posting of the membership list and election notice(s) at CMS is sufficient to give notice to CMS's members of the upcoming election, but it is encouraged that the Election Committee takes other steps to ensure that the CMS's membership is aware of the upcoming elections.

5. No member of the Shura, the Executive Committee, or the Imam, may directly or indirectly campaign personally or through a third party for or against any nominee.
6. No negative campaigning is permitted by any CMS member or nominee.
7. At the conclusion of the election, all documents of the Election Committee shall be turned over to the Executive Committee Secretary for record and safe keeping.
8. All election results will be posted at the CMS within five business days of the election.
9. No requests for recount need be honored by the Election Committee.
10. The CMS's strength's arise from its racial and ethnic diversity. The CMS values maintaining racial and ethnic diversity in its membership and Shura members. The Election Committee shall develop policies and procedures, approved by the Shura, to ensure that the members of the Shura are racially and ethnically diverse. It is prohibited that any one racial or ethnic group form a majority of the members of the Shura.

Section 11.2 Responsibilities and Duties of Election Committee. These Bylaws are general guidelines setting forth the principles of the Shura's election. The Election Committee shall follow the election procedures set by the Shura that specifically establishes the details of the procedures of the election, following the general mandates found in these Bylaws. If the Shura has not established written Election procedures, the Election Committee will be responsible for preparing the procedures for the Shura's approval, which must occur no later than October 15. These written election procedures shall be made available by the Election Committee to the voting members before the solicitation of nominations for elections. The Election Committee members shall not campaign in favor of or against any candidate. The Election Committee members, even if they are voting members, may not vote in the election.

Section 11.3 Election Date. The annual General Assembly meeting shall be held on the first Sunday of December followed by the election to elect the Shura members.

Section 11.4 Conducting the Election. The Chairman of the Election Committee shall conduct the election.

Section 11.5 Transition. The Shura shall establish processes to address the transition period. The new Shura assumes governance on January 1.

ARTICLE XII: AGENTS AND EMPLOYEES

Section 12.1 Agents and Employees. The Executive Committee may nominate agents and employees who shall have such authority and perform such duties as may be prescribed by the Shura. The Shura shall approve all nominations. The agents or paid employees are required to abide by the policy and guidelines set up by the Shura and follow the instructions of the Executive Committee for day to day operations. In no circumstances any agent or paid employees can assume or exercise the power and authority vested in the Shura or Executive

Committee. The Shura may remove any agent or employee at any time with or without any cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. No agent or employee of the CMS shall hold any elected office of the CMS or serve on the Election Committee.

Section 12.2 Compensation of Agents and Employees. The CMS may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Shura or, if the Shura delegates power to any officer or officers, by such officer or officers. The Shura may require agents or employees to provide security bonds for the faithful performance of their duties.

ARTICLE XIII: ARBITRATION

Section 13.1 Arbitration of Disputes. Any claim, demands, disputes, controversies, and differences arising out of or related to the CMS between any member (in any category), officer, employee, Shura member, or member of a committee of the CMS, Imam among themselves or between any of them and the CMS, shall be exclusively settled by arbitration, and not in a court of law.

ARTICLE XIV: MISCELLANEOUS

Section 14.1 Fiscal Year. The fiscal year of the CMS shall be the calendar year.

Section 14.2 Books and Records. All the books and records of the CMS shall be kept at its principal office.

Section 14.3 Indemnification and Insurance. Unless otherwise prohibited by law, the CMS shall indemnify any Shura member, arbitrator, or officer, any former Shura member, officer, or any person who may have served at its request as a Shura member or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Shura, indemnify any employee or former employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such Shura member, arbitrator, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence or misconduct in the performance of a duty to the CMS.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Shura member, arbitrator, director, officer, or employee. the CMS may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Shura member, arbitrator, officer, or employee; provided, however, that such trustee, arbitrator, officer, or employee shall undertake to repay or to reimburse such

expense if it should be ultimately determined that he is not entitled to indemnification under these Bylaws.

The provisions of these Bylaws shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which such Shura member, arbitrator, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Shura, decision of the Arbitration Panel or otherwise and shall not restrict the power of the CMS to make any indemnification permitted by law.

The Shura may authorize the purchase of insurance on behalf of any Shura member, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not the CMS would have the power to indemnify the person against that liability under law.

In no case, however, shall the CMS indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

Section 15.4 Loans, Zakat, and Sadaqah. No loans, Zakat, and/or Sadaqah shall be made by the CMS to members of its Shura, Executive Committee or Imam.

Section 15.5 Coordination between the Shura and Executive Committee. The members of the Shura and Executive Committee will make every effort to perform their respective duties and use their respective powers in complete harmony with each other. There shall be at least two joint meetings of the Shura and the full Executive Committee in a year, to be held at the request of either body, within fifteen days of such request or mutually agreed upon schedule.

Section 15.7 Severability. If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this constitution shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

ARTICLE XV: DISSOLUTION

Section 16.1: Dissolution of CMS. If the situation arises which makes the dissolution of the CMS inevitable, the Shura of the CMS shall call upon an unaffiliated third party to handle the process of dissolution. First disposal shall be made to one or more of the CMS's affiliated organizations which shall have an exempt status under section 501(c)(3) of the Internal Revenue Code, and then to an Islamic organization organized and operated exclusively for religious, charitable, educational, or scientific purposes as shown at the time qualified as an organization or organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Any of such assets not shown as

disposed of, shall be disposed of by the Court or Common Pleas of the county of which the Principal Office of the Organization is then located, exclusively for such Islamic organizations as said Court shall determine.

Section 16.2: Dissolution of the Shura. The Shura may be dissolved by the approval of simple majority of the total voting membership during any regular or special General Assembly meeting with proper notice according to these Bylaws and declared as an item of the meeting's agenda. If the Shura is dissolved by the General Assembly, an Election Committee will be elected by the General Assembly to control over CMS and facilitate new elections per these Bylaws thirty days.

END OF BYLAWS