

ISLAMIC SOCIETY OF WICHITA, INC.

BYLAWS

Article I : Offices

Section 1. Principal office: The principal office for the transaction of the business of the corporation is hereby located at 6655 E. 34th street North, Wichita, Sedgwick County, Kansas 67226.

Section 2. Registered office: The corporation, by resolution of its board of Trustees ,may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State , and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the county, if such registered office is moved from one county to another).

Section 3. Other offices: Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the corporation is qualified to do business.

Article II : Membership

Section 1 . Application for membership. Applications for membership shall be made in the manner prescribed by the membership committee as outlined in ISW constitution.

Section 2. Termination. If any member of the corporation shall commit any prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, such person may be terminated as a member. If termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the terminated

member. Written notices hereunder shall be delivered by registered mail to the member's last known address.

Section 3. Transfer of membership. Memberships in the corporation shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 4. Fines and penalties. Fines or penalties are not permitted. The penalty for misconduct is termination, as provided above.

Section 5. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the state of Kansas is designated either by the Board of Trustees pursuant to authority hereinafter granted to said Board or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

Section 6. Meetings of members and other membership matters .The annual meetings of the members shall be held in the Month of December in each year. At such meeting, reports of affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members. Written notice of each annual meeting shall be given to each member entitled, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his/her address appearing in the books of the corporation or given by him/her to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper or general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day, and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 7. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Trustees, or by members holding not less than one-fifth of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day, and hour of such meeting, and the general nature of the business to be transacted.

Section 8. Voting. Unless the Board of Trustees has fixed in advance by resolution a record date for purposes of determining entitlement to vote at the meeting, the record date for such determination shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Such vote may be viva voce or by ballot; provided, however, that all elections for Trustees must be by ballot upon demand made

by a member at any election and before the voting begins. Each member shall have one (1) vote for Trustees and all other matters which may properly come before the members at any annual or special meeting.

Section 9. Quorum. The presence in person or by proxy of a majority of members shall constitute a quorum for the transaction of business. The members present a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force. A verbal proxy needs to be relayed to two members and is only valid for one meeting.

Section 12. Meeting by Telephone. The members, or any committee designated by them, may participate in a meeting of the members by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 13. Inspection of Corporate Records. The membership ledger, the books of account, and minutes or proceedings of the members, the Board of Trustees, and of executive committees shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a member's meeting shall be made in writing upon the president or secretary of the corporation.

Section 14. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

Article III: Trustees

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of Trustees as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, The Board of Trustees. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Trustees shall have the following powers, to wit:

First- To alter, amend, or repeal the Bylaws of the corporation.

Second- To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.

Third- To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the Bylaws, as they may deem best.

Fourth- To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the state of Kansas, as provided in Article I, Section 2 thereof; to designate any place within or without the state of Kansas for holding of any members' meeting or meetings except annual meetings; to adopt, make, and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificate from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fifth- To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the conduct and affairs of the corporation, except the power to adopt, amend, or repeal bylaws. Any such committee shall be composed of two or more Trustees.

Section 2. Number and qualification of Trustees. The authorized number of Trustees of the corporation shall not be less than five (5) nor more than ten (10) until change by amendment to this bylaw. Trustees must be members.

Section 3 . Election and Term of Office. The Trustees shall be elected at an annual meeting of members, but if any such annual meeting is not held, or the Trustees are not

elected thereat, the Trustees may be elected at a special meeting of members held for that purpose as soon thereafter as convenient. Trustees will be elected bi-annually for a six-year term in a staggered fashion. All Trustees shall hold office until their respective successors are elected. A Trustee can be removed from office at any time for good cause, however, by a majority vote of the voting members, and he/she may be removed without cause by a two-thirds vote of the voting members. The Board of Trustees has the authority to remove a trustee who is not fulfilling his/her responsibilities as determined by the majority of the Board.

Section 4. Vacancies. Vacancies on the Board of Trustees may be filled by a majority of the remaining Trustees, although less than a quorum, or by a sole remaining Trustee. If at any time, by reason of death, resignation, or other cause, the corporation should have no Trustees in office, then any officer or any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each Trustee so elected shall hold office until his/her successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies of the Board of Trustees shall be deemed to exist in case of the death, resignation, or removal of any Trustee, or if the authorized number of Trustees be increased, or if the members fail at any annual or special meeting of members at which any Trustee or Trustees are elected to elect the full authorized number of Trustees to be voted for at the meeting, or if any Trustee or Trustees elected shall refuse to serve.

The members holding at least twenty percent (20%) of the outstanding membership certificates may call a meeting at any time to fill any vacancy or vacancies not filled by the Trustees, or if the Board of Trustees filling a vacancy constitutes less than a majority of the whole Board, as constituted immediately prior to any increase in the number of Trustees. If the Board of Trustees accepts the resignation of a Trustee rendered to take effect at a future meeting, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his/her term of office.

Section 5. Place of Meeting. Regular and special meetings of the Board of Trustees shall be held at any place within or without the state of Kansas which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Regular Meeting. Immediately following each annual meeting of members, the Board of Trustees shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other regular Meetings. Other regular meetings of the Board of Trustees shall be held without call at such time as the Board of Trustees may from time to time designate in advance of such meetings. Notice of all such meetings of the Board of Trustees is hereby dispensed with.

Section 8. Special Meetings. Special meetings of the Board of Trustees for any purpose or purposes shall be called at any time by the president or, if he/she is absent or unable or refuses to act, by the secretary or by any other member.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Trustees not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the total number of Trustees shall be necessary be constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Trustees, unless a greater number be required by law or by the Articles of Incorporation. The Trustees present at a duty called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum.

Section 12. Action Without Meeting. Any action which under any provision of the Kansas Corporation Code may be taken at a meeting of the Trustees, except approval of an agreement for merger or consolidation of the corporation with other corporations, or a sale of all or substantially all of the corporate property, may be taken without a meeting if authorized by a writing signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the secretary of the corporation, or such other procedure followed as may be prescribed by statute.

Section 13. Meetings by Telephone. Members of the Board of Trustees of the corporation, or any committee designated by such board, may participate in a meeting of the Board of Trustees by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Adjournment. A majority of the Trustees present may adjourn any Trustees meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 15. Fees and Compensation. Trustees shall not receive any stated salary for their services as Trustees, but, by resolution of the board, adopted in advance of, or after the meeting for which is to be made, reimbursement for expenses of attendance, may be allowed one or more of the Trustees for attendance at each meeting. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore, on a quantum meruit basis.

Article IV : Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Trustees, a chairman of the board, one or more assistant secretaries, and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article IV, shall be chosen biannually by the Board of Trustees, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The Board of Trustees may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these Bylaws or as the Board of Trustees may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve. Biannually the Board of Trustees appoints a director for Board of Administration and Board of Education. Each director will select his/her respective board and present it to the Board of Trustees for approval. Board of Trustees has the option to reappoint the same board for more than one term.

Section 4. Compensation of Officers. Employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Trustees adopted in advance or after the rendering of the service, or by employment contracts entered into by the Board of Trustees.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these bylaws for regular appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Trustees at the time in office, at any regular or special

meeting of the board, or, except in case of an officer chosen by the Board of Trustees, by an officer upon whom such power or removal may be conferred by the Board of the Trustees.

Section 7. Chairman of the Board. The Chairman of the Board, if there be such an officer, shall, if present, preside over all meetings of the Board of Trustees, and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Trustees or prescribed by these bylaws.

Section 8. President. Subject to such supervisory powers, if any, as may be given by the Board of Trustees to the chairman of the board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Trustees, have general supervision, direction, and control of the conduct and officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board, at all meetings of the Board of the Trustees. He shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Trustees or by these Bylaws.

Section 9. Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board of Trustees or these Bylaws.

Section 10. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principle office or such other place as the Board of Trustees may order, of all meetings of Trustees and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the members present or represented at members' meetings, and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principle office a membership list, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of termination or resignation of every membership certificate surrendered for cancellation.

The secretary shall given, or cause to given, notice of all the meetings of the members and of the Board of Trustees required by these Bylaws or by law to be given, and shall keep the seal of corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 11. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. The books of account shall be at all reasonable times be open to inspection of any Trustee.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the corporation as may be ordered by the Board of Trustees, shall render to the president and Trustees, whenever they request it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or these Bylaws. He shall be bonded, if required by the Board of Trustees.

Article V: Miscellaneous

Section 1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and trustees' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Indemnification of Trustees and Officers. When a person is sued, either alone or with others, because he is or was a Trustee or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for this reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successfully in whole or in part, or the proceeding against him is settled with the approval of the court.
- (b) The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Trustees.

Section 4. Annual Report. No annual report to members shall be required, but the Board of Trustees may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the Board of Trustees.

Section 5. Contracts, Deeds, Etc., How Executed. The Board of Trustees, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on the behalf of the corporation by the president or vice president, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president or vice president.

Section 6. Membership Certificate. A certificate of membership shall be issued to each member when any such member so requests, and upon approval by the Trustees. All such certificates shall be signed by the president or vice president, and the secretary, or an assistant secretary. Only one certificate may be issued per member except to replace membership certificates which are lost, stolen, or destroyed. In an event of a membership certificate is lost, stolen, or destroyed, the member requesting a new certificate shall prepare an affidavit stating the conditions and reasons for the lost, theft, or destruction.

Membership certificates shall be consecutively numbered. In the event different classes of membership are provided hereunder, the membership certificates shall be clearly captioned with the type of membership which they represent.

Section 7. Fiscal Year. The Board of Trustees shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Trustees, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Trustees.

Section 8. Policy of Nondiscrimination. It is the stated policy of the corporation, which policy shall be strictly enforced, that no discrimination on the basis of race shall be practiced or tolerated. This policy shall govern all aspects of the corporation's operations and shall particularly apply to the hiring, admission, and treatment of administration, faculty, and students of the school to be operated by the corporation.

Article VI: Amendments

Section 1. Power of Trustees. New bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Trustees at any regular or special meeting thereof; provided, however, that the time and place fixed by these Bylaws for the annual election of Trustees shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the Bylaws of the Board of Trustees shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.

Certificate of Secretary

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Islamic Society of Wichita, Inc., a Kansas corporation; and
- (2) That the foregoing Bylaws, comprising eleven (11) pages, constitute the original Bylaws of said corporation, as duly adopted at the meeting of the Board of Trustees thereof duly held on the 8th day of August 2003 .

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this eighth day of August, 2003.

Assem Z. Farhat, M.D.
Secretary, Board of Trustees
Islamic Society of Wichita