

In the name of Allah the Beneficent the Merciful

BY-LAWS
AND
ORGANIZATIONAL GUIDELINES
July 12, 2007



Address
1442 Lincoln Ave. # 225
Orange, CA 92865
www.aamo-net.org

AAMO is registered in the State of California as a non-profit organization under section 501 - C (3)
of the U.S. Federal Tax Code

ARTICLE 1 NAME

The name of this organization shall be the Afghan American Muslim Outreach, known as AAMO. This corporation is a nonprofit organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

ARTICLE 2 OFFICES

Section 2.01 Principal Office

The principal office for the transaction of the business of this Corporation is located at 1442 Lincoln Ave. # 225, Orange, CA 92865, County of Orange, and State of California.

Section 2.02 Other Offices

Section 1.02. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the cooperation is qualified to conduct its activities.

ARTICLE 3

Mission Statement:

- AAMO is committed to serve the Afghan communities through activism and advocacy initiatives that are committed to fostering an Afghan American Muslim identity and good will and mutual respect amongst all.
- AAMO is committed to promote Afghan culture and history within the framework of Islamic values and provide opportunities for the youth to learn and practice the Afghan main languages
- AAMO is dedicated to the development and support of programs that effectively communicate Islamic education and disseminate the knowledge of Islam for all Afghans.
- AAMO provide the forum to educate the Muslims to understand Islam as a faith, as a religion, and as a way of life, and by striving to create an awareness of the Islamic point of view on issues of contemporary relevance.

GOALS AND OBJECTIVES.

- Advocate unity, harmony, and brotherhood among the Afghan Americans.
- Foster, promote, explore and encourage increased communication, interaction, and exchange of ideas among Afghan people of various social, economic, religious, cultural, and ethnic background
- Provide guidance, help and counseling to the youth in their spiritual, educational and professional growth.
- Establish endowments, host seminars, conferences, and produce high-quality TV shows to promote its mission.

ARTICLE 4 MEMBERS

Section 4.01 **Qualifications**

Membership of the AAMO shall be a privilege and open to all Afghans who are interested to promote the AAMO's mission .

All applicants shall meet the followings requirements.

- A. Accept to strictly abide by and support the mission, policies, Bylaws, rules and regulations of the Organization.
- B. Support the organization financially to the best of their abilities

Section 4.02 **Procedures**

- A. Qualified applicants as per Section 4.01, fill out the organization's membership application form and sign.
- B. Pay the yearly membership fee at once when submitting the application. Yearly membership fee are paid for the year beginning on January first and ending Dec. 31st. Members who can not pay full membership fee at one time due to financial hardship, a special arrangement for installments shall be made therefor. The membership fee must be paid full by December 31st of the calendar year.

Section 4.03 **Type of Membership:**

Associate Membership (New members)

Those who have completed the requirements of Section 4.02 may become associate members for a period of one year from the date of the receipt of application. During this period, associate members may serve on any committees, but are not eligible to vote or run for the office.

Active Membership

Members who have served as associated members for at least one year and have fulfilled the membership obligations are eligible to become active members. Active members who have been in good standing can run for the membership of board of directors.

Honorary and Distinguished Membership

Honorary membership shall be open to any individual (member or non-member) who has contributed generously to the welfare of this organization, and any person who has performed an outstanding service to the progress of this organization. Honorary membership is recognition to the service of any individual. Such an individual should be recommended by an active member and shall be approved by the Board of Directors.

Distinguished membership includes all stated for honorary membership but also includes distinguished recognition of an individual's outstanding characteristics or attributes in helping the organization by the general membership.

Distinguished and Honorary members can become active members of the organization if they fulfill the requirements of Section 4.01 & 4.02.

Section 4.04 Inactive Membership

Any member who does not pay the dues assessed upon him or her within three (3) months of the notice of assessment shall have his or her voting privilege suspended for three (3) months from the date of notice of said suspension.

Section 4.05 Suspension or Termination of Membership

The Membership Committee can recommend permanent or temporarily termination of a membership of any members to the Board of Directors. The following(s) will be reasons for canceling the membership of a member:

1. Any member who fails to pay his or her dues for a period of one (1) year. Any member who cannot meet the dues assessed upon him or her for financial reasons shall give a written notice to Membership committee and will be subject to the review by the Membership Committee and Board of Directors
2. Any member that is proven to participate directly or indirectly in harming the Muslims, and to undermining the mission, the goals, and the objectives of the organization as judged by three-fourth (3/4) majority vote of the Board of Directors.
3. Any member who has been convicted of any felony offense involving moral irregularity.
4. Any member who have made intentional efforts to discredit tarnish and/or defame the companion of the Prophet (SAW).

The member has the right to appeal to the Board of Directors within 30 (thirty) days from the date of termination notice to reconsider his/her case. If the Board of Directors upholds its decision, the member may appeal the decision and ask for a vote by the general membership in a meeting called on the petition of 20 voting members as set out in article 5. And if a two-thirds majority of the active membership presents and voting in a meeting where a quorum is present approves, the termination member shall be reinstated.

Section 4.06 Withdrawal

Any member may withdraw from membership in the Corporation by delivering to the Secretary in person or by mail addressed to the Secretary at the Corporation's principal office a written request to withdraw. The Board of Directors must make an effort to contact the member, confirm and discuss the reason for withdrawal. The withdrawal becomes effective upon the Board of Directors confirmation of the notice. Dues and donations are non-refundable.

Section 4.07 Reinstatement

Persons who have been placed on the inactive membership list and persons who have withdrawn may be restored to their previous membership status on meeting the admission requirements for new members.

Section 4.08 Voting Rights

Active members who are at least 18 years old are eligible to vote on the upcoming election only if the date of their active membership falls prior to the first of September of that year. Otherwise they will be considered active members but can not vote till next year's election. Each voting Member shall be entitled to one (1) vote on each matter submitted to a vote, provided the Voting Member is current on payment of membership due.

ARTICLE 5 MEETING OF THE GENERAL MEMBERSHIP

Section 5.01 **Annual Meetings**

An annual meeting of the members shall be held on a city where majority of members live on the 2nd Sunday in the month of December. The purpose of the annual meeting is to present the Board of Directors Annual Report and Financial Report, and to conduct election of new members to the Board of Directors.

Both Associative and Active members attending the Annual Meeting shall be eligible to participate in the discussion of the Annual and Financial Reports. Elections of any vacancy on the Board of Directors shall be conducted as per Section 6.03.

Section 5.02 **Special Meetings**

Special meetings of members may be called at any time by the President of the Board of Directors, or by the two-thirds (2/3) of the Board of Directors, and/or on the written petition of a minimum of twenty-five percent (25%) of the active voting members.

The President and Secretary shall have 10 days from the date of receipt of the petitions to check the membership status and signature of persons signing the petition to determine and declare whether the petitions are valid. If all the petitions are valid, then the President is obligated to call the special meeting within fifteen (15) days of declaring the petition valid, irrespective of whether the current Board of directors approve or disapprove of such a meeting. If the petition is declared invalid, the President shall inform the persons signing the petition in writing of the reasons for such determination within fifteen (15) days of making the determination.

Section 5.03 **Notice of Meetings**

Notice of each meeting of members giving the time and place of the meeting and the specified business (es) to be considered shall be mailed to each member at his address as it appears on the books of the applications by the Secretary at least ten (10) days prior to the meeting. In addition, this notice along with the meeting agenda shall be broadcast on all affiliated TV shows at least one week prior to the meeting.

Section 5.04 **Voting**

Voting shall be by secret ballot, with eligibility of voters established by reference to the voting membership list. A majority vote of those members present and a voting at a meeting at which a quorum, as hereinafter defined, is present shall be required for official action, unless otherwise specified in these Bylaws or by law.

Section 5.05 **Quorum**

A quorum shall consist of twenty percent (20%) of the voting membership in that town. If the quorum is not present at the commencement of the annual meeting, the meeting may still be held with the approval of majority of the members present. The conduct of election will proceed as long as majority (more than 50%) of active members have submitted their ballots via absentee ballot or in person. Annual and financial report shall be reviewed and approved at such meeting. If a quorum is not present at the commencement of the special meeting of Voting members, another special meeting may be called within thirty (30) days.

Section 5.06 **Conduct of Meetings**

- a) The President of Board of Directors shall chair the meeting. In the absence of the President, the Vice- President will chair the meetings.
- b) The order of business for annual meetings shall be as follows:
 - (i) Reading of the minutes of the previous meeting.
 - (ii) Reports of the President, Treasurer
 - (iii) Reports of Standing Committees
 - (iv) Reports of Ad Hoc Committees, if any.
 - (v) Consideration an adoption of new budget.
 - (vi) Old Business.
 - (vii) New Business.
 - (viii) Nomination Committee's report.
 - (ix) Election of Directors.
 - (x) Selection of nomination committee for the following year
 - (xi) Announcement of Election Result by the chairman of Election Committee
 - (xii) Adjournment
- c) Meetings of members shall otherwise be governed by Robert's Rules of Order * as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of In Corporation of this Corporation, or with law.

* Robert Rules of Orders: Before any subject is open to debate or to vote, it is necessary, a motion be made first by a member who has obtained the floor; second, that it be seconded; and third, that it be stated by the chair, that is, by the presiding officer. Members may suggest modifications of the motion. Then the President will open the floor for discussion. Before a member address the assembly in debate, it is necessary that he should seek permission from the President to obtain the floor -- that is, he must rise after the floor has been yielded, and address the meeting. It is out of order to be standing when another has the floor, and the one guilty of this violation of the rules cannot claim he rose first, as he did not rise after the floor had been yielded.

After a member has been assigned the floor he cannot be interrupted by a member or the chairman, except by (a) a motion to reconsider; (b) a point of order; an objection to the consideration of the question;

If the debate has been closed by order of the assembly, the chair, immediately after stating the question, puts it to vote. The usual method of taking a vote is often taken by "show of hands". The other methods of voting are by rising; by ballot; by roll call, or "yeas and nays," as it is also called; by general consent; and by mail.

ARTICLE 6 DIRECTORS

Section 6.01 **Number and Compensation**

The Corporation shall have five (5) elected directors who shall serve without compensation and collectively they shall be known as Directors.

Term Limit: No Director shall serve more than two consecutive terms.

Section 6.02 **Qualifications**

- a) All candidates must be at least 18 years old & his / her immediate family members (father, mother, brother and sister) is not serving on Board of Directors at the same time.
- b) An active member who has demonstrated interests in the affairs of the organization and has voted for election of other Board of Directors at least once before.
- c) Has been an active member of any committee(s) or sub committee(s) for at least six (6) months prior to the election.
- d) Has the capacity of physical, mental and emotional fitness to discharge the obligation of a director with high level of time - commitment and enthusiasm.

Section 6.03 **Procedures for the Election of Board of Directors**

- a) The election committee shall meet no later than ninety (90) days prior to the date of the annual meeting to prepare a slate of candidate(s) for each vacancy on the Board. Election committee with the approval of Board of Directors shall designate and announce seven (7) days of nomination period, so the voting members may nominate candidates of their choice (Maximum of three) by filing with the Secretary of the Organization either in person or by mail. All nominations shall be in writing and endorsed by at least two voting members..
- b) The Election committee shall have seven (7) days from the end of nomination period to verify the qualification of each nominee/candidate and hold discussion to seek their acceptance for contesting the election. Upon acceptance, all the candidates are required to submit their brief resume indicating their training, background, business experience, Islamic activities and a short statement summarizing how he/she will serve the Board of director and what is his / her vision for the growth of the Organization. Failing to comply with the submittal of their information may result in discarding his / her nomination.
- c) Names and a brief introduction and vision of the candidates nominated will be mailed to the all-active members no later than fifteen (15) days prior to the day of election.
- d) Voting by proxy shall be authorized and absentee ballots will be the official form of proxy. Absentee ballots shall be issued to members upon written request only if they provide a genuine and valid reason for their absence on day of Election.
- e) The Board of Directors shall set the closing date for the request for absentee ballots which shall not be more than twenty-one (21) days prior to the date specified for the election. No absentee ballots shall be issued by mail or by person after the closeout day, which is 5 calendar days prior to day of election.
- f) All absentee ballots to be valid must be received only to the Organization's designated Post Box by 1:00 p.m. of Saturday of the week of election or must be hand delivered to the chairperson of election committee on or before the day of Election. The Election chairperson shall issue a confirmation receipt of the absentee ballot showing the date, time and the name of

person who hand delivered the ballot. A copy of all aforementioned confirmation receipt shall be presented on the day of election.

- g) Candidates contesting the election shall be disqualified if they contact any member of the election committee for unauthorized absentee ballots.
- h) The election shall be conducted in a fair and impartial manner in accordance with the procedures established by the Election Committee and published at least thirty (30) days before the day of election. The procedure shall be considered published when the copy of the same is posted in a prominent area on the Organization's premises.
- i) Each candidate shall have the right to appoint two (2) representatives as observer to the election. These representatives shall have the right to observe and audit the distribution and counting of the ballots.
- j) The candidates receiving the highest number of votes shall be declared elected to the Board of Directors. Directors shall be elected for staggered three (3) year terms, (three Directors being elected each year) and shall take office at the first Board meeting of the calendar year following their election after being sworn in and serve until their successors are elected and qualified.

Section 6.04 Responsibilities

- a) The Board of Directors, on behalf of the Organization, shall oversee all the Organization's administrative and business affairs including television programs financed and administered by AAMO.
- b) The Board of Directors may appoint and dismiss all employees including the show host of the Organization.
- c) Approve the membership list on yearly no later than 3 months prior to day of election. All Directors shall engage themselves in personal level with all community members to increase the Organization's membership.
- d) Raise funds for projects adopted by the Board of Directors, operating of the Organization, or any other sub organization that the Organization may establish within the limits of these By-laws and laws of State of California.
- e) Approve and oversea the annual budget of the Organization. Each year The Board of Directors shall appoint an independent licensed accounting firm to audit the accounts of the organization. The President of the Board shall present the audited financial statement to the General Assembly at the Annual meeting.
- f) The Board of Directors with a two-thirds (2/3) vote, may bar a person(s) from entering the premises of the Organization, or participating in any activities of the Organization, if such a person is deemed to have malicious intent and consistently shows disregard towards maintaining a safe, peaceful, and cooperative atmosphere at the Organization.
- g) Except for emergencies where the following procedure is not viable, the Board shall not expend an amount greater than ten percent (10%) in excess of the total budget most recently approved by members at the annual meeting or special meeting, any financial arrangement which exceeds the said amount shall be approved by the general membership.

Section 6.05 Vacancies

Vacancies on the Board of Directors shall be filled by the remaining Directors or Director, according the new quorum, until next membership meeting where the members shall elect Directors to fill such vacancies for the remaining term of such vacancies.

If more than three (3) vacancies occur at one time, the Board will call a General Membership Meeting within six (6) weeks, (unless the general meeting is held within three months), to fill these vacancies. If a Board member intends to resign, he should give two (2) weeks notice of resignation if at all possible.

Section 6.06 Meetings

- a) The Board of Directors shall hold regular monthly meetings at such time and place as may from time to time be designated by resolution of the Board, and the meeting shall be open to the membership. Unless exceptional circumstances warrant or all the Directors shall agree otherwise, such meeting should normally be held at the Organization. The Board may hold closed meeting at its discretion.
- b) A quorum shall consist of three (3) Directors.

Section 6.07 Termination of Board of Directors Membership

Any director who fails to attend three (3) consecutive regular meetings of the Board of Directors without prior approval of the majority of the Board of Directors, shall cease to be a Director and at the fourth such regular meeting his or her office shall be declared vacant and filled as in these Bylaws provided, however, that if at such fourth (4th) meeting evidence is presented establishing that the absence was necessitated by a good cause, a majority of the Directors, excluding the vote of the subject Director, may waive the provisions of this Section. Leave of absences is at the discretion of the Board of Directors, but not to exceed four (4) months. Any Director whose membership has been terminated as a result of Section 4.05, he /she can no longer serve on the Board of Director and his / her membership will cease immediately.

Section 6.08 Action by Consent

Action may be taken by the Directors without a meeting if each Director entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the Corporation.

ARTICLE 7 OFFICERS OF THE CORPORATION

(Elected by and from the Board of Directors)

Section 7.01 Numbers and Titles

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be designated and appointed from time to time by the Board of Directors. Any officer may be removed at any time by a two-third (2/3) majority of the Board of Directors. An officer shall not hold a position of an officer of another religious or non-religious organization.

Section 7.02 Qualification, Election, and Term of Office

The Board of Directors shall elect the President from among its members at the first Board meeting in each calendar year. The President of the Board shall, with approval of the Board of Directors, appoint the Vice President, Secretary, and Treasurer. Such officers shall serve until their successors are elected and installed.

Section 7.03 Duties of President

The President shall:

- Preside at all meetings of the Board of Directors. He / she shall be an ex officio member of all Standing Committees, except the Nomination Committee.
- Enforce the Organization's by-laws and rules and regulations.
- Appoint all committee chairperson with the approval of the Board of Directors.
- Be responsible for the functioning of the various organizations of the Organization and keep careful supervision over all the work in this organization.
- Submit all the records of all affairs of the Organization to the new President upon his termination from the post of presidency.
- At the discretion of the Board of Directors serve as spoke person for the Organization.

Section 7.04 Duties of the Vice President

The Vice President shall assume all the duties and powers of the President in his / her absence or disability. He / she will assist the President in the discharge of his or her duties. The Vice President will serve as the chairman of Membership Committee.

Section 7.05 Duties of Secretary

The Secretary shall:

- Keep an accurate record of the transactions of all business meeting of the members of this Corporation and of the Board of directors.
- Be responsible for posting notice, & notifying members, of all meetings & affairs to be voted on.
- Maintain a membership book of all members of the Organization together with the address and voting qualification of each, and shall record therein the facts and date of termination, if any, of the membership of any such member.
- Keep safely all data of the Organization entrusted to his/her care including the addresses of the membership and any other confidential material of the Organization, and shall not share to any other organization(s) without the prior approval from Board of Directors.
- Perform such other duties as may be prescribed by the President of the Board of Directors, by the Articles of incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.
- Submit all the records of all affairs of the Organization to the new President upon his termination from the post of secretary.

Section 7.06 Duties of Treasurer

The Treasurer shall:

- Supervise the handling of the Organization's assets, shall keep or cause to be kept complete and accurate accounts of the assets liabilities and transactions of the Organization;
- Receive and safely keep all money and other property of the Organization entrusted to his/her care, and shall disburse the same under the direction if the Board of Directors.
- Keep accurate accounts of receipts and disbursements and shall give detailed reports to the Board of Directors every month, and full statement at the annual meeting of the Organization. The annual statement shall be audited and certified by an outside accounting firm in every 2 years;

- Furnish quarterly statements of pledge status to the Board; and
- Perform such other duties as may be prescribed by the President of the Board of directors, by the Articles of incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- Submit all the records of all affairs of the Organization to the new President upon his termination from the post of treasurer.
- The Board of directors, by a majority vote, will have the sole authority to authorize the disbursement of funds over \$2,000.00.
- The Treasurer may, with the approval of the Board appoint an Assistant Treasurer or an accountant; but such appointee shall not be an officer of the Organization.
- The Treasurer may be required to be bonded at the expense of the Organization, and the Assistant Treasurer, if any, shall likewise be bonded at the expense of the Organization, if the Board so requires.

Section 7.07 Fund Raising Obligation

As a part of the annual budget, the Board of Directors shall identify a fund raising / contribution target for the Organization growth and improvements. Once the target is determined, the fund raising / contribution target become an obligation upon all the members of Board of Directors.

Section 7.08 Code of Conduct

The Board of Directors shall develop and maintain a written code of conduct all members. The code of conduct shall be based on the essential characteristics of individuals and organizations as enunciated in the Qur'an and Sunnah. The code of conduct shall include, but may not be limited to the following characteristics:

1. Kindness (*Ihsan*)
2. Goodness (*Hasanat*)
3. Patience and Perseverance (*Sabr*)
4. Forgiveness (*Afwa*)
5. Tolerance (*Samahah*)
6. Humility (*Tawadu'*)
7. Equity and Justice (*Qist and 'Adl*)
8. Equality of all people (*Musawah*)
9. Trust and Keeping of Promises (*'Amanah and Ifa' al-'ahd*)
10. Truthfulness (*Sidq*)

Section 7.9 Indemnification And Insurance

- a) **Right of Indemnity.** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, this Corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 9246. For purposes of this Article, "agent" shall have the same meaning as in Section 9246(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 9246(a), including any threatened action or investigation under Section 9243 or brought by the Attorney General pursuant to Section 9230; and "expenses" shall have the same meaning as in Section 9246(a), including reasonable attorneys' fees.
- b) **Approval of Indemnity.** On written request to the BOD in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 9246(d). Otherwise, the Board shall promptly determine, by a two third vote of the directors then in office who are not

parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 9246(b) or Section 9246(c), and, if so, shall authorize indemnification to the extent permitted thereby.

- c) **Advancing Expenses.** To the fullest extent allowed by Section 9246 of the California Nonprofit Religious Corporation Law, and except as otherwise determined by the BOD in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:
- (1) the requested advances are reasonable in amount under the circumstances; and
 - (2) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the BOD finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

- d) **Insurance.** The BOD may adopt a resolution authorizing the purchase and maintenance insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

ARTICLE 8 PAID STAFF

Board of Directors may engage the services of paid or donated staff as needed for the smooth functioning of the Organization, provided the authorization for expenditure for such service has been included in approved annual budget or by a separate action of the Board of Directors. An agreement defining conditions of employment, salary, fringe benefits, duration of the Agreement and conditions under which the Agreement may be suspended, shall be executed between the Organization and the paid staff prior to the start of work. The Board of Directors, in its sole discretion can request any of paid staff of the Organization to attend the Board of Director's meeting to advice or participate in matter of common interest.

No paid staff shall be eligible for membership of the Board as a voting member. However, at the discretion of the Board (pending approval by majority vote), a full-time paid staff may be granted ex officio (non-voting) membership of the Board.

ARTICLE 9 COMMITTEES

Section 9.01 Standing Committees

The Standing Committees of the Organization and their duties are:

a) **Finance/Fund Raising Committee**

The Committee shall be responsible for fundraising, subject to prior approval of the Board, by whatever legal means are available to a Corporation as set forth in its Articles of incorporation. The Chairman of the Finance Committee may be the Treasurer of the Corporation when so designated by the Board of Directors. This committee shall review and audit the Organization's

financial reports quarterly and submit their finding of any discrepancies or lack of documentation to the Board of Directors for further action.

b) Media Committee

This committee will conduct activities such as organization's newsletter, web site, television program, and e-mail networking. The committee works with other committees to provide external publicity for AAMO activities and internal communication to the membership. It is also responsible for the creation all of the organization's marketing and collateral materials. A sub committee of host(s) of weekly TV shows shall be formed for the professional production and broadcast of the current television program. The sub committee consists of show hosts and their assistants. It also works to ensure the program serves as a development vehicle for aspiring broadcast journalists. This sub committee shall maintain a good communication with the Program committee & Board of Directors at all time. The Board of Directors shall empowers and support this committee members for further training and enhancing their skills.

c) Membership Committee

This Committee shall process all applications for membership as required under article 4. It shall also have charge of obtaining new members and calling on prospective members and maintaining a visitor's book. It is the responsibility of this committee to maintain and updated periodically the list of all members as per section 4.03. This committee shall seek approval of its list from the Board of Directors ninety (90) days prior to day of election.

d) Program Committee

The Committee is responsible for developing programs for all AAMO functions, including current television programs, seminars and public forums. This committee shall also cooperate with the host of each TV show in planning of the weekly topics, facilitating local and international scholars.

e) Web Site / Email Committee

The Web Site Committee is responsible for the professional production and maintenance of the AAMO's Web site. Income from the television program benefits the organization's operating account. It also works to ensure the program serves as a development vehicle for aspiring new media journalists.

f) Advisory Committee:

The BOD may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the BOD determines. Advisory committees may not exercise the authority over the BOD to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the BOD, and implementing BOD decisions and policies under the supervision and control of the BOD or Committees. Advisory committee shall not be limited to Afghan Americans only.

g) Election Committee

The Election Committee shall consist of five (5) members from the floor who have been active members of the Organization for three (3) years. Members of this committee will be elected at the annual meeting and none of them will be qualified to contest on the election. At the conclusion of said meeting, the members elected shall meet and select a Chairman from among them. Names of these committee members shall be kept on record with the Secretary of the Organization.

Section 9.02 Ad Hoc Committees

The Board of Directors, in its sole discretion, may appoint Ad Hoc Committees for specific purposes and activities according to the needs of the Organization. The Board of Directors may dissolve the Ad Hoc Committees at their own discretion.

**ARTICLE 10
CORPORATE RECORDS, REPORTS AND SEAL**

Section 10.01 Minutes of Meetings

The Organization shall keep a book of minutes of all meetings of the Board of Directors and of all annual membership and business meetings of members. The book shall record in it:

1. Time and place of the meeting,
2. Whether the meeting was regular or special, and if special, how authorized,
3. Copy of the meeting notice sent,
4. Names of those present in directors' meetings,
5. The number of members present or represented at members' meeting, and
6. The proceedings of the meeting.

Section 10.02 Books of Accounts

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

Section 10.03 Annual Report and Financial Statement

The Board of Directors may provide for the preparation and submission to the members of a written annual report. Such report if required by the Board of Directors shall summarize the Organization's activities for the previous year and activities projected for the forthcoming year. The Board of Directors shall provide for preparation and submission to the members of annual financial statements. Each statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the Chairperson, Secretary, Treasurer or a certified public accountant.

In absence of an approved budget, the Board of Directors is authorized to operate with a temporary budget of 1/12th of the previous year's budget for each month until the annual budget is approved.

Section 10.04 Checks, Drafts, Deposit, Etc

All checks, draft, or orders for payment of money in the name of the Organization shall have at least two signatures by the President and Treasure.

Section 10.04 Inspection of Records by the Directors

The books of account shall at all reasonable times be open to inspection by any Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

Section 10.05 Inspection of Records by Members

The books of account and the Minutes of meetings of the members, Directors and Standing Committees shall be open for inspection upon a written demand of any voting member at any reasonable time. The inspection may be for a purpose that is reasonably related to the interest of the member. The records

shall be made available at any reasonable time when required by the written demand of at least ten (10%) percent of the voting members of the Corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand for inspection other than at a members' meeting shall be made in writing to the Chairperson of the Board of Directors or the Secretary of the Corporation.

Section 10.06 Corporate Seal

The Board of Directors may adopt and use a corporate seal. Such seal if adopted shall be affixed to all corporate instruments, but failure to affix shall not affect the validity of any such instrument.

ARTICLE 11
FISCAL YEAR

Section 11.01.

The fiscal year of the Organization shall be the Gregorian calendar year. The Hijri calendar dates may be used along with the Gregorian dates.

ARTICLE 12
LANGUAGE

Section 12.01.

The official communication and administrative language of AAMO, except for Quranic quotes, shall be English, Persian and Pashto.

ARTICLE 13
GENERAL

Section 13.01.

Any single transaction, except donations received, exceeding the sum of \$25,000 shall be approved by two third (2/3) majority of the Board of Directors.

Section 13.02.

Any sale, transfer or long term lease of Corporation assets and properties, in whole or part, exceeding \$100,000 in fair market value shall be approved upon by:

- (i) Two-third (2/3) majority of the Board of Directors, and
- (ii) Two-third (2/3) majority of general members eligible to vote.

Section 13.03. Arbitration

Arbitration will be the sole means to reach resolution for all otherwise litigable conflicts that may arise among the AAMO members, directors, officers, and employees, the persons served by the Corporation and all members of the committees or subcommittees. Arbitration will be based on the Qura'n and the Sunnah of the Prophet Mohammad (pbuh), as explained and interpreted by the recognized schools of Fiqh. The decision of the Arbitrator(s) is final and binding and can not be appealed in court. The arbitrators shall be from those scholars with knowledge in Islamic Fiqh and who are not paid or employed by AAMO. This arbitration clause shall be integrated, as appropriate, in the employment contracts, membership application forms, and all other contracts in which AAMO is a party.

ARTICLE 14
BY-LAWS

Section 14.01 **Effective date**

These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the members in adopting them provide that they are to become effective at later date.

Section 14.02 **Amendments**

- a) Subject to the limitations contained in the Articles of incorporation of this Corporation and to any provisions of law applicable to the amendment of Bylaws of non-profit Corporations, there Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any annual or special meeting of the members by the majority vote of the voting members present and voting provided the amendment is first proposed in the manner set forth in paragraph (b) hereof and provided the notice of the meeting referred to in said paragraph is mailed to the membership as provided in Section 5.03 of these Bylaws set forth the proposed amendment in full.
- b) Amendments of these Bylaws may be proposed by the Board of Directors on its own motion; or by the petition of at least 25% of voting members presented to the Board of Directors at a Board meeting not less than 30 days before the general membership meeting at which the proposed amendment is to be presented. The proposed amendment shall be mailed to voting members prior to general membership meeting for their review. The proposed amendment must be voted on at the meeting, which it is presented.

Section 14.03 **Adoption of Bylaws**

The current members of the Board of directors, as the legal directors of this Corporation, hereby adopt the foregoing Bylaws, consisting of fifteen (15) articles, as the Bylaws of this Corporation.

Section 14.04 **Certification and Inspection**

The original, or a copy, of Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be open to inspection by the member's at all reasonable times during office hours.

ARTICLE 15
NOT FOR PROFIT

Section 15.01 **Non-stock, Non-Profit**

AAMO shall be non-stock and non-profit. No dividends shall be declared. In the event of dissolution of the organization, any assets owned by AAMO shall be donated to a 501(c)(3) charitable organization selected by the Board of Directors.

Section 15.02 **Voluntary Organization:**

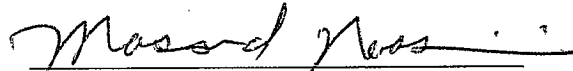
No part of the net earnings of AAMO shall inure to the benefit of or be distributable to any Executive Officer, Director, Employee, or other individual, partnership, estate, trust, or Corporation having a personal or private interest in AAMO. Compensation for services actually rendered, and reimbursement for expenses actually incurred in attending to the affairs of AAMO shall be limited to reasonable amounts.

WRITTEN CONSENT OF BOARD OF DIRECTORS MEMBERS
ADOPTING BYLAWS

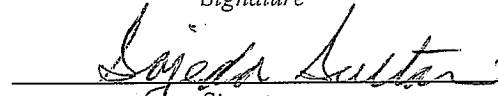
The undersigned declare under the penalty of perjury that they are the persons named in the Bylaws of Afghan American Muslim Outreach (AAMO), a California non-profit Corporation, and, pursuant to the authority granted to the directors by these Bylaws by unanimous written consent to, and hereby do, adopt the foregoing Bylaws, consisting of 17 pages, as Bylaws of the Corporation.

Date: Nov. 12, 2006

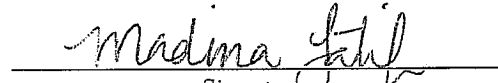
Masoud Nassimi, President,


Signature

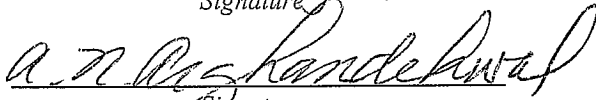
Sajeda Sultani, Vice President,


Signature

Madina Latif, Treasurer,


Signature

Abdul Nasir Arghandehwal, Secretary,


Signature

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that the Board of Directors of said Corporation duly adopted such Bylaws.

Date: July 12, 2007

A. N. Arghedeherwal A. N. Arghandewal
Secretary Name and Signature