

**BYLAWS  
OF  
CHICAGO MUSLIM MEDICAL ALLIANCE**

**ARTICLE 1**

**NAME; OFFICES AND REGISTERED AGENT**

**Section 1.1 Name.** The name of this Illinois not-for-profit corporation is Chicago Muslim Medical Alliance (referred to herein as “CMMA” or the “Organization”).

**Section 1.2 Offices.** CMMA shall have its registered office and such other office or offices, at such suitable place or places within the State of Illinois as may be designated from time to time by the Board of Trustees of CMMA.

**Section 1.3 Registered Agent.** CMMA shall appoint and continuously maintain in service a registered agent in the State of Illinois, who shall be an individual resident of the State of Illinois or an organization registered in Illinois, whether for profit or not for profit.

**ARTICLE 2**

**PURPOSES**

**Section 2.1 General Purposes.** The purposes of CMMA shall be limited to charitable, social, educational, religious and scientific activities in compliance with 501(c)(3) of the Internal Revenue Code, as amended.

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

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

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

**Section 2.2 Specific Purposes.** The Organization is dedicated to promoting education, professionalism and community outreach. Inspired by our divine values, we aim to motivate our colleagues, offer guidance to our young physicians, and instill a tradition of excellence within the medical community at large.

## ARTICLE 3

### GENERAL STRUCTURE

CMMA shall be governed by a Board of Trustees (the “BOT”), which shall have general authority to supervise, manage and control the Organization in order to further the purposes set forth in these bylaws. The Organization shall be managed on a day-to-day basis through an executive board (hereinafter, the “Executive Board”) comprised of individuals of high moral character and commitment to CMMA’s mission and vision and its officers as set forth in Article 5. The Organization may form an Advisory Board to support the Organization on any number of matters, including strategy, fiscal matters, joint ventures, collaborations and effectiveness.

## ARTICLE 4

### BOARD OF TRUSTEES

**Section 4.1 Number, Terms and Elections.** The BOT may range in size from a minimum of five (5) to a maximum of nine (9) Trustees. Trustees shall serve ten-year terms and may be reappointed to serve continuous terms. Trustees (whether new or those up for re-election) shall be appointed or reappointed by a majority of the BOT. The initial BOT is set forth on Schedule A hereto. The BOT shall be staggered such that no more than three members of the BOT shall be up for reappointment at any given time. Initial members of the BOT may serve terms shorter or longer than ten years to accommodate the staggered nature of board.

**Section 4.2 Function and Specific Powers.** The BOT shall be the highest governing authority of the Organization and shall have the general authority to oversee its business, property and affairs as provided by law, its Articles of Incorporation and these Bylaws. The BOT shall delegate the day-to-day management of the Organization to the Executive Board; provided, however, given the inherent ambiguity in distinguishing between what matters constitute “day-to-day” and the general authority granted to the BOT under these Bylaws, that in the event of a disagreement as to the authority of the BOT vis-à-vis the Executive Board on any matter not explicitly set forth in these Bylaws, the BOT shall retain ultimate authority to determine the outcome of such matter. For purposes of further clarity, the BOT as described in these Bylaws is synonymous with, and shall be deemed the same as, a “board of directors” as such term is described in the Illinois General Not For Profit Corporation Act of 1986, as such law may be amended from time to time. The BOT may appoint Trustees to also serve as members of the Executive Board (hereinafter, individually, an “EB Member”). Founding Trustees (as designated on Schedule A), acting unanimously by written consent, may veto any activity of the Organization that is inconsistent with the values of Islam, as understood with reference to the Qur’an and Sunnah.

More specifically, the BOT may exercise the aforementioned authority through the following specific powers:

- (a) To appoint and/or remove qualified individuals of high moral and ethical character and commitment to the Organization’s mission and vision to the Executive Board to serve as EB Members;
- (b) To remove any Officer as may be deemed appropriate by the BOT;
- (c) To approve or disapprove any financial transactions involving the assumption of debt or relating to the Organization’s real estate (if any) and other major assets. No sale, assignment, transfer, or any other action involving the disposition of the Organization’s real estate can be authorized without the written consent of two-

thirds of the whole BOT; and

- (d) To approve any amendments to these Bylaws or the Organization's Articles of Incorporation.

**Section 4.3 Officers of the BOT.** The BOT shall elect from among the Trustees, a Chairperson and Secretary of the BOT. The Chairperson and Secretary may, but need not, also serve as President and Secretary of the Organization, and the BOT may appoint one or more other persons to serve as President and Secretary. There may be two separate individuals serving in the office of a secretary: one secretary for the BOT and another secretary for the Executive Board. The Chairperson's role is limited to the following: (a) serving as the chair of the BOT, which generally means that he or she shall ensure the proper functioning of the BOT, including, without limitation, setting forth meeting dates and times, preparing the agenda, chairing its meetings and working with the Secretary to ensure proper minute taking of the meetings; (b) serving as a representative and ambassador of the organization generally in public; and (c) otherwise fulfilling his or her role as a Trustee generally of the Organization as described above. For purposes of clarity, the Chairperson role is not that of a president or executive director; thus the Chairperson is not an executive officer responsible for the carrying out or implementing the decisions of the BOT or Executive Board. The Secretary of the BOT shall have those duties normally reserved for a secretary of a nonprofit organization as generally described in Section 6.3 below but solely in relation to the function and role of the BOT.

**Section 4.4 Meetings.** The BOT shall hold regular meetings at least semi-annually. The BOT shall, by its own resolution, designate dates, times and places for such meetings. The Chairperson may also call special meetings of the BOT in his or her discretion. A special meeting must be called by the Chairperson upon the written request of at least two other Trustees. Any meeting may be held in person or by telephone conference or other means of appropriate communication.

**Section 4.5 Notice.** Notice of the purpose, date, time, and place of any meeting of the BOT shall be made to each Trustee at least fourteen (14) calendar days before a regular meeting and two (2) calendar days before a special meeting. Notice may be given in person, by telephone, by U.S. Mail, by electronic mail, or by any other method approved by resolution of the BOT. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except (i) where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called for or convened or (ii) where a Trustee objects to the consideration of a particular matter not included within the purpose stated in the meeting notice.

**Section 4.6 Quorum.** A majority (51%) of the Trustees shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, the meeting shall be adjourned and a subsequent date may be designated. If a subsequent meeting is designated, the Trustees shall be given again the required notice. At the subsequent meeting, quorum shall be met if at least one-third of the entire BOT is in attendance. However, a meeting with less than quorum shall not vote on issues requiring two-thirds majority vote.

**Section 4.7 Voting.** Decisions shall be made by the affirmative vote of a majority of Trustees present in a duly convened meeting, except that the affirmative vote of a two-thirds majority of all Trustees is required to:

- (a) adopt or amend the Bylaws;
- (b) acquire or sell real estate;
- (c) incur debt; or

- (d) elect, appoint or remove any Trustee.

For the purposes of this Section 4.7, an abstention shall not constitute a vote and an abstaining Trustee shall not be included in the total number of votes when calculating whether or not a vote has met the particular threshold. In the event of a tie, the side that includes the Chairperson's vote will constitute the final determination.

**Section 4.8 Conduct of Meetings.** Except as otherwise provided in these Bylaws, meetings shall be conducted according to Robert's Rules of Order.

**Section 4.9 Manner of Acting.** The act of a majority of the Trustees at a meeting in which there is a quorum shall be the act of the BOT. Each Trustee shall have one vote. Meetings may be held by telephone or video conference. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the BOT. The BOT may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Any action required or permitted to be taken at any meeting of the BOT, or of any committee thereof, may be taken without a meeting if the Trustees who could otherwise approve such action consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the BOT or committee.

**Section 4.10 Removal of Trustees, Officers or EB Members.** Any Trustee, Officer or EB Member may be removed by vote of a two-thirds majority of the whole BOT, with cause for: (1) violation of these Bylaws, (2) failure to regularly attend meetings of the BOT or Executive Board without justifiable reason for which the BOT or Executive Board, as applicable, is timely informed or (3) performing acts that are unethical or harmful to the purposes and objectives of the Organization. Any removal may occur only if the Trustee, Officer or EB 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 BOT. Such person involved shall have the right to respond to these charges. Each Trustee shall review any response independently. The BOT then shall act on the basis of advancing the best interests of the Organization.

**Section 4.11 Resignation of Trustees.** Any Trustee may resign at any time by giving a written notice to the Organization. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.12 BOT Vacancies.** In the event of any vacancy on the BOT, the BOT shall elect a new Trustee by a two-thirds majority vote of the whole BOT.

**Section 4.13 Conflict of Interest.** It is the responsibility of each Trustee to advise the BOT of any perceived or potential conflict of interest such Trustee believes may exist with respect to his or her obligations as a Trustee as soon as it arises. Such potential conflicts of interest include, but are not limited to, the situation of a Trustee, or the immediate family of a Trustee, proposing to enter into a financial or business relationship with the Organization. After revealing the potential conflict of interest, the BOT shall refer to the Organization's Conflicts of Interest Policy.

## ARTICLE 5 EXECUTIVE BOARD

**Section 5.1 Number; Terms and Elections.** The Executive Board may range in size from a minimum of three (3) to a maximum of twenty-four (24) EB Members. EB Members shall serve two-year terms and may be reappointed to serve continuous terms. EB Members (whether new or those up for re-

election) shall be appointed or re-appointed by a majority vote of the Executive Board. The Executive Board shall be staggered such that no more than three members of the Executive Board shall be up for reappointment at any given time. Initial members of the Executive Board may serve terms shorter or longer than two years to accommodate the staggered nature of board.

**Section 5.2 Function and Duties.** Subject to the authority of the BOT as set forth in Section 4.2, the Executive Board shall manage the day-to-day business, property and affairs of the Organization as set forth in these Bylaws. In addition, the Executive Board shall have the following specific duties:

- (a) To plan and implement activities, projects and programs in furtherance of the mission of the Organization;
- (b) To adopt an annual budget for the Organization and ensure that the Organization can raise sufficient funds to implement the annual budget; and, if possible, raise additional funds towards an operating reserve and endowment;
- (c) To approve non-budgeted financial transactions and disbursement of the Organization's funds greater than \$5,000.
- (d) To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation of the Organization or these Bylaws (in their present form or as they may be amended) or to any applicable law.
- (e) To make recommendations to the Board of Trustees for the appointment or removal of EB Members and Officers or of any amendments to these Bylaws or the Organization's Articles of Incorporation.

**Section 5.3 Officers of the Executive Board.** The Officers of the Executive Board shall include the President, Secretary and Treasurer, each of whom shall be deemed the Officers of the Organization generally.

**Section 5.4 Meetings.** The Executive Board shall hold at least one regular meeting quarterly. The Executive Board shall, by its own resolution, designate dates, times and places for such meetings. The President may also call special meetings of the Executive Board at his or her discretion. A special meeting must be called by the President upon the written request of at least two other EB Members. Any meeting may be held in person or by telephone conference or other means of appropriate communication.

**Section 5.5 Notice.** Notice of the purpose, date, time, and place of any meeting of the Executive Board shall be made to each EB Member at least seven (7) calendar days before a regular meeting and one (1) calendar days before a special meeting. Notice may be given in person, by telephone, by U.S. Mail, by electronic mail, or by any other method approved by resolution of the Executive Board. The attendance of an EB Member at a meeting shall constitute a waiver of notice of such meeting, except (i) where an EB Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called for or convened or (ii) where an EB Member objects to the consideration of a particular matter not included within the purpose stated in the meeting notice.

**Section 5.6 Quorum.** A majority (51%) of the EB Members shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, the meeting shall be adjourned and a subsequent date may be designated. If a subsequent meeting is designated, the EB Members shall be given again the required notice. At the subsequent meeting, quorum shall be met if at least one-third of the entire

Board is in attendance. However, a meeting with less than quorum shall not vote on issues requiring two-thirds majority vote.

**Section 5.7 Voting.** Decisions shall be made by the affirmative vote of a majority of the EB Members present in a duly convened meeting. For the purposes of this Section 5.7, an abstention shall not constitute a vote and an abstaining director shall not be included in the total number of votes when calculating whether or not a vote has met the particular threshold. In the event of a tie, the side that includes the President's vote will constitute the final determination.

**Section 5.8 Conduct of Meetings.** Except as otherwise provided in these Bylaws, meetings shall be conducted according to Robert's Rules of Order.

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

Any action required or permitted to be taken at any meeting of the Executive Board, or of any committee thereof, may be taken without a meeting if the EB Members who could otherwise approve such action consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Executive Board or committee.

**Section 5.10 Removal of EB Members.** An EB Member may be removed by either (a) an act of the Board of Trustees or (b) a 2/3 vote of EB Members at a duly constituted meeting (not including the EB Member at issue), with cause, for: (1) violation of these Bylaws, (2) failure to regularly attend meetings of the Executive Board without justifiable reason for which the Executive Board is timely informed or (3) performing acts that are unethical or harmful to the purposes and objectives of the Organization. Any removal may occur only if the EB 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 Executive Board. The EB Member involved shall have the right to respond to these charges. Each EB Member shall review any response independently. The Executive Board then shall act on the basis of advancing the best interests of the Organization.

**Section 5.11 Resignation of EB Members.** Any EB Member may resign at any time by giving a written notice to the Organization. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.12 Executive Board Vacancies.** In the event of vacancies on the Executive Board, the Board of Trustees shall elect new EB Members. The Executive Board may make recommendations to the Board of Trustees as to whom to consider for membership on the Executive Board.

**Section 5.13 Conflict of Interest.** It is the responsibility of each EB Member to advise the Executive Board of any perceived or potential conflict of interest such EB Member believes may exist with respect to his or her obligations as an EB Member as soon as it arises. Such potential conflicts of interest include, but are not limited to, the situation of an EB Member, or the immediate family of an EB Member, proposing to enter into a financial or business relationship with the Organization. After revealing the potential conflict of interest, the Board shall refer to the Organization's Conflicts of Interest Policy.

## **ARTICLE 6 OFFICERS**

**Section 6.1 General.** The Executive Board shall appoint from among the EB Members, a President, Vice President, Treasurer, Secretary and/or such other officers as the Board may determine from time to time. Officers must be EB Members.

**Section 6.2 President; Vice President.** The President shall serve as the chief executive officer and president of the Organization, serve as the chairperson of the Executive Board and preside at all meetings of the Executive Board. The President shall perform all duties customary to that office and shall supervise and control the day-to-day affairs of the Organization in accordance with the policies and directives of the Executive Board. The Vice President shall support the activities of the President, serve as a key representative of the Organization and be prepared to serve in the absence of the President from time to time as required.

**Section 6.3 Secretary.** The Secretary of the Organization shall have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

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

**Section 6.4 Treasurer.** The Treasurer of the Organization shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of the Organization, including the following duties and responsibilities:

- (a) He/she shall be responsible for developing and reviewing the fiscal policies of the Organization for the approval of the Executive Board.
- (b) He/she shall have the responsibilities to keep complete and accurate accounts of receipts and disbursements of all amounts. He/she shall have the responsibilities to deposit all monies and other valuable property of the Organization in the Organization's name to the credit of the Organization in such banks or depositories as the Executive Board may designate.
- (c) Besides maintaining the monthly accounts and semiannual reports, whenever required by the Executive Board, the Treasurer shall prepare a financial report,

which shall include a balance sheet, a cash flow statement and statements of income. The Treasurer shall also be able to exhibit the books and accounts to any EB Member or Trustee upon reasonable notice.

- (d) He/she shall render a report of the finances of the Organization at each regular meeting of the Executive Board and whenever requested by the President or the Executive Board showing all receipts and expenditures for the current year.
- (e) He/she shall provide assistance for filing all tax returns and governmental filings, as may be required.
- (f) He/she shall also perform such other duties as the President or the Executive Board may, from to time, designate.

**Section 6.5 Officer Terms.** Officers shall serve for a term of two years and may be elected by the Executive Board to serve for continuous terms. Initial Officers may serve shorter or longer terms to accommodate the staggered nature of the Executive Board.

**Section 6.6 Removal of Officers.** Any Officer may be removed by either (a) an action of the Board of Trustees or (b) vote of a two-thirds majority of the Board at a duly constituted meeting, with cause for: (1) violation of these Bylaws, (2) failing to regularly attend meetings of the Executive Board without justifiable reason for which the Executive Board is timely informed, (3) performing acts that are unethical or harmful to the objectives of the Organization or (4) failure to fulfill satisfactorily the responsibilities of the office to which such person was elected. Such removal may occur only if the Officer involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Executive Board. The Officer involved shall have the right to respond to these charges. Each EB Member shall review any response independently. The Executive Board then shall act on the basis of advancing the best interests of Organization.

**Section 6.7 Resignation of Officers.** Any Officer may resign at any time by giving a written notice to the Executive Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.8 Vacancy.** In case of a vacancy of the office of President, the Vice President shall serve as President until the Board of Trustees meets and elects a President to serve the remainder of the term of the vacant office. In the case of any other Officer vacancies, the Board of Trustees shall elect an individual to serve as the Officer of such vacant office for the remaining term.

## ARTICLE 7 COMMITTEES

**Section 7.1 Committees.** The Executive Board or Board of Trustees may create such standing or ad-hoc committees as it may determine from time to time.

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

**Section 7.3 Committee Members.** The President or Chairperson, as applicable and after consultation with the applicable members of their respective boards, shall nominate a chair and members of



the proposed committee. The Executive Board or Board of Trustees, as applicable, shall vote to approve or amend the proposed committee members. Each committee chair, with the assistance of the applicable board shall be responsible for recruiting members to his/her committee. Each committee chair may set forth meeting and other procedures for the operation of the committee, which shall be included in such committee's charter.

## **ARTICLE 8 PROPERTY AND INVESTMENTS**

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

**Section 8.2 Investments.** Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Organization may be invested, from time to time, in such manner as the Executive Board may deem advantageous without regard to restrictions applicable to directors of trust funds.

## **ARTICLE 9 DISSOLUTION AND LIQUIDATION**

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

- (a) All liabilities and obligations of the Organization shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- (b) Remaining assets shall be distributed to one or more organization described in Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted by the Board of Trustees. Any asset not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the County in which the principal office of the Organization is located, exclusively to organizations that share in the vision and mission of the Organization or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for exempt purposes.

## **ARTICLE 10 MISCELLANEOUS PROVISIONS**

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

Any person made or threatened with being made a party to any action, suit or proceeding (civil, criminal or administrative) by reason of the fact that he or she is or was a Trustee, EB Member, Officer or

employee of the Organization, or of any Organization which he or she served in any such capacity at the request of the Organization, shall be indemnified by the Organization against judgments, fines and other liabilities (including amounts paid in settlement) sustained as a result of, and investigation, defense or the compromise or settlement of, any such action, suit or proceeding or threat thereof; provided, however, that:

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

In connection with the defense of a judicial proceeding, under Chapter 42 of the Internal Revenue Code of 1986, such person shall not under any circumstances be indemnified for taxes, penalties or expenses of correction and further shall not be indemnified for other expenses in connection with such judicial proceeding unless: (a) such other expenses are reasonably incurred by him or her in connection with such proceeding; or (b) such person is successful in such defense, or such proceeding is terminated by settlement and he or she has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42.

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

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

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

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

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

**Section 10.4 Fiscal Year.** The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

**ARTICLE 11  
AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the whole Board of Trustees. In order to be voted upon at a meeting of the Board, the substance of a proposed amendment must be provided to the Trustees at least fourteen (14) days prior to the meeting.

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**CERTIFICATION OF RESOLUTION OF THE BOARD OF TRUSTEES**

THE UNDERSIGNED hereby certifies that (i) he or she is an authorized officer of the Chicago Muslim Medical Alliance; (ii) the above Bylaws are a true, correct and complete duly adopted by the Board of Trustees of the Organization on the 21<sup>st</sup> day of December, 2017 (the “Effective Date”), and in accordance with the laws of the State of Illinois, and (iii) these Bylaws are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

**IN WITNESS WHEREOF**, I have hereunto executed this Certificate in my official capacity on this 21<sup>st</sup> day of December, 2017.

By: \_\_\_\_\_  
Name: Ismail Shakaib, MD  
Title: Treasurer

## SCHEDULE A

### Initial Board of Trustees (As of September 31, 2017)

NAME	END OF INITIAL TERM
Mohammed T. Hussain, MD*	September 31, 2032
Mohammed Z. Sahloul, MD	September 31, 2027
Imran Shaikh, MD	September 31, 2027
Mohammed Ismail Shakaib, MD*	September 31, 2032
Baseer Qazi, M.D.	September 31, 2027
Danish Ahmed, M.D.	September 31, 2032
Muhammad Shahzad, M.D.	September 31, 2032

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Denotes a Founding Trustee.

**SCHEDULE B**

**Initial Members of the Executive Board**

**(As of September 31, 2017)**

<b>NAME</b>	<b>END OF INITIAL TERM</b>
Mohammed T. Hussain, MD	September 31, 2032
Mohammed Z. Sahloul, MD	September 31, 2027
Imran Shaikh, MD	September 31, 2027
Mohammed Shakaib, MD	September 31, 2032
Baseer Qazi, M.D.	September 31, 2027
Danish Ahmed, M.D.	September 31, 2032
Muhammad Shahzad, M.D.	September 31, 2032
[ADD OTHERS – STAGGER INITIAL TERMS]	