

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
COUNCIL ON AMERICAN-ISLAMIC RELATIONS, INC.**

In lieu of a Special Meeting of the Board of Directors of Council on American-Islamic Relations, Inc. (the "Corporation"), the Directors of the Corporation, pursuant to § 29-399.37 of the District of Columbia Code, hereby unanimously agree to the following resolution:

RESOLVED: That the resignation tendered by RAFEEQ JABER from the Board of Directors and office of Vice-President is hereby accepted.

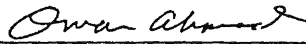
RESOLVED: That IHSAN BAGBY shall be, and hereby is, elected and appointed to fill the vacancy on the Board of Directors for the unexpired term of his predecessor and until his successor is elected and qualified.

RESOLVED: That IHSAN BAGBY shall be, and hereby is, elected and appointed to fill the vacancy in the office of Vice-President for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Each Director, by signing this consent, waives notice of the time, place and purpose of the Annual Meeting of the Board of Directors and agrees to the transaction of the business of the Special Meeting by unanimous written consent herein of the Directors in lieu of such meeting.

Dated this 12 day of 10, 1996

6-12-1996
Date


OMAR AHMED, Director and President

6-9-1996
Date


NEHAD HAMMAD, Director, Secretary, and Treasurer