

Bylaws of  
**LEAN Foundation USA**  
A Illinois Nonprofit Corporation

ARTICLE ONE – INTRODUCTION

**Definition of Bylaws**

1.01. These Bylaws constitute the code of rules adopted by LEAN Foundation USA (hereinafter the “Corporation”) for the regulation and management of its affairs.

**Purposes and Powers**

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The primary purpose of this Corporation is operate exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

1.03 The Articles of Incorporation include the following provisions:

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Illinois, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Four hereof.
- (5) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (6) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code,

or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE TWO - OFFICES

### **Offices**

2.01. LEAN Foundation USA shall have its registered office and such other office or offices, at such suitable place or places within or out of the State of Illinois as may be designated from time to time by the Board of Directors of this Corporation.

## ARTICLE THREE – MEMBERSHIP

### **Membership**

3.01. The sole member of this Corporation shall be Lubna Farooq (hereinafter “the Membership”), or any successor thereto.

### **Meetings**

3.02. No meetings of the Membership shall be required.

### **Rights, Powers, and Privileges**

3.03 In addition to such other rights, powers, and privileges as it may have by law, the Corporation's Membership, shall have the following rights, powers, and privileges:

- (1) To accept or reject any vote, decision or recommendation by the Board of Directors, including but not limited to the Annual Budget of the Corporation;
- (2) To approve, upon the recommendation of the Board of Directors, any necessary agreements to carry out its purposes under the Articles of Incorporation and Bylaws including the sale or disposition of any assets of the Corporation not in the usual course of business and the incurring of any indebtedness for borrowed money;
- (3) To remove any officer or member of the Board of Directors at any time, regardless of the term for which such member may have been elected;
- (4) To appoint all Board of Directors. The member shall adopt resolutions electing Board of Directors of the Corporation at the annual meeting of its Board of Directors;
- (5) To amend the Articles of Incorporation and Bylaws of the Corporation as provided in these Bylaws; and
- (6) To vote upon all matters on which members are entitled to vote.

- (7) To receive reasonable compensation including, but not limited to, a full salary and benefits for work performed for the Corporation.

## ARTICLE FOUR – GENERAL MEMBERS

### **General Members**

4.01 The Corporation may choose to accept applications for General Members (hereinafter “General Members”) into the Corporation. General Members shall not have the same rights and privileges as the Membership. Instead, the rights and privileges of General Members shall be governed by the board-approved General Members Policies.

## ARTICLE FIVE – DIRECTORS

### **Definition of Board of Directors**

5.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

### **Qualifications of Directors**

5.02. The qualifications for becoming and remaining a Director of this Corporation are as follows:

- (1) Directors need not be residents of the State of Illinois.
- (2) Directors must be of age of majority in the State of Illinois.
- (3) Directors must be United States Citizens whose beliefs coincide with the objectives of the organization.

### **Number of Directors**

5.03. The number of Directors of this Corporation will not be less than 3 at any time, but may not exceed 9 Directors.

### **Terms of Directors**

5.04.

- (1) The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first annual election of Directors. Thereafter, Directors will be elected for a term of two year(s). Each Director will hold office for the term for which elected and until a successor has been selected and qualified. Each

Director will hold office for the term for which elected and until a successor has been appointed by the Membership.

(2) A Director may be removed from office when such action will serve the best interests of this Corporation in the manner prescribed in the Articles of Incorporation or these Bylaws for the appointment of Directors. Such removal will be without prejudice to any contract rights of the Director so removed.

### **Vacancies on the Board**

5.05. Resignation of Directors will become effective immediately or on the date specified therein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by the Membership. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

### **Place of Directors' Meetings**

5.06. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or any place or places within or without the state as the Board of Directors may designate by resolution duly adopted. Meetings may be held virtually via video conferencing.

### **Regular Directors' Meetings**

5.07. Regular meetings of the Board of Directors will be held . This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

### **Notice of Special Directors' Meetings**

5.08. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two nor more than five business days before the date of the meeting, either personally or via email, or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, by registered or certified mail, addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

### **Call of Special Board Meetings**

5.09. A special meeting of the Board of Directors may be called by either:

(1) The President.

(2) The Executive Committee.

### **Waiver of Notice**

5.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

### **Quorum of Directors**

5.11. A majority (51%) of the Board 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 Board Members shall be given again the required notice. One-third of the Board Members attending the subsequent meeting shall constitute a quorum. However, a meeting with less than quorum shall not vote on issues requiring two-thirds majority vote.

### **Proxy**

5.12. Board Members shall not vote by proxy.

## **ARTICLE SIX – OFFICERS**

### **Roster of Officers**

6.01. The Officers of this Corporation will consist of the following personnel:

- (1) President.
- (2) Vice President.
- (3) Secretary.
- (4) Treasurer.

### **Selection of Officers**

6.02. Each of the Officers will be appointed for a term of 2 year(s) by the Board of Directors. Officers may be elected by the Board to serve consecutive terms. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in the first calendar quarter of each year.

## **Multiple Officeholders**

6.03. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers may serve ex officio as Directors of this Corporation.

## **President**

6.04. The President will be the Chief Executive Officer of this Corporation and serve as the Chairperson of the Board and president at all meetings of the Board. The President will, subject to the control of the Board of Directors or Directoral Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office, and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

## **Vice President**

6.05. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

## **Secretary**

6.06. The Secretary shall (1) keep minutes of all meetings of Members and of the Board of Directors; (2) be the custodian of the corporate records; (3) give all notices as are required by law or by these Bylaws; and, generally, (4) perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the Board of Directors; (5) perform such other duties that may be assigned by the President.

## **Treasurer**

6.07. The Treasurer shall (1) have charge and custody of all corporate funds; (2) deposit the funds as required by the Board of Directors; (3) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions; (4) render reports and accountings to the Directors (and Members) as required by the Board of Directors or Members or by law; (5) provide assistance for filing all tax returns and governmental filings as may be required; and (6) perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned from time to time by the President or Board of Directors.

## **Removal of Officers**

6.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers, whenever in their judgment the best

interests of this Corporation will therefore be served. Such removal, however, shall be without prejudice to any contract rights of the Officer so removed.

### **Resignation of Officers**

6.09 Any Officer may resign by providing written notice to the Board of Directors. Resignation takes effect at the time specified in the written notice; and, unless otherwise specified, the acceptance of such resignation is not required for the resignation to take effect.

### **Officer Vacancies**

6.10 In case of a vacancy of the office of President, the Vice President shall serve President until the Board 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 shall elect an individual to serve as the Officer of such vacant office for the remaining term.

### **Additional Provisions Applicable to Officers**

6.11 Officers are subject to the law, the Articles of Incorporation, and these Bylaws.

## **ARTICLE SEVEN - INFORMAL ACTION**

### **Waiver of Notice**

7.01. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the nature of the business to be transacted.

### **Action by Consent**

7.02. Any action required by law or under the Articles of Incorporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary.

## **ARTICLE EIGHT – OPERATIONS**

### **Fiscal Year**

8.01. The fiscal year of this corporation shall be the calendar year (January 1 through December 31).

### **Execution of Documents**

8.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation shall be signed by such Officer(s), agent(s), of the Organization and in such manner as determined by resolution of the Board. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by the President and Secretary and shall have attached copies of the resolutions of the Board of Directors (certified by the Secretary) authorizing such execution.

### **Books and Records**

8.03. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Members, Board of Directors, and Directoral Committees. The Corporation will keep at its principal place of business a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

### **Inspection of Books and Records**

8.04. All books and records of this Corporation may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

### **Nonprofit Operations—Compensation**

8.05. This Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Members, Directors, or Officers. The Corporation may, however, pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

### **Loans to Management**

8.06. This Corporation shall make no loans to any of its Directors or Officers or to any of its key management or other personnel.

### **Corporate Assets**

8.07. (1) No Member or Incorporator may have any vested right, interest, or privilege of, in, or to the Corporation's assets, functions, affairs, or franchises, or any right, interest, or privilege that may be transferable or inheritable, or that will continue if his or her membership ceases, or while he or she is not in good standing.

(2) Expelled Members shall have no property rights to assets of the Corporation.



(3) Upon dissolution, any Corporate assets remaining after the payment or discharge of all corporate liabilities; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed to an organization that will use the assets exclusively for exempt purposes such as charitable, religious, educational, and/or scientific purposes according to Section 501(c)(3) of the Internal Revenue Code.

## **Investments**

8.08 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 Board may deem advantageous without regard to restrictions applicable to Directors of trust funds, provided however: (a) The Organization shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. (b) The Organization shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

## ARTICLE NINE - AMENDMENTS

### **Amendment of Articles of Incorporation**

9.01. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Membership.

### **Modification of Bylaws**

9.02. The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Membership.

## ARTICLE TEN – COMMITTEES

### **Committees**

10.01 The Board shall create standing or ad-hoc committees as it may determine from time to time.

### **Duties and Responsibilities of Committees**

10.02 The Board 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 Board.

## **Committee Membership**

10.03 The President, after consultation with the Board, shall nominate a Chair and members of the proposed committee. The Chair of any committee must be also a current member of the Board of Directors. The Board shall vote to approve or amend the proposed committee members. Each committee Chair, with the assistance of the Board shall be responsible for recruiting members to the committee. The members selected must conform to these Bylaws and ethical standards set forth by the Corporation. 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 ELEVEN – INSURANCE AND INDEMNIFICATION**

### **Insurance**

11.01 At its discretion, the Corporation may purchase indemnification insurance for its Board members with the amount and limits selected by the Board.

### **Indemnification**

11.02 To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### **Limits on Indemnification**

11.03 Notwithstanding the above, the corporation would indemnify a person only if they acted in good faith and reasonably believed that their conduct was in the Corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

## **ARTICLE TWELVE – ETHICS**

### **Code of Ethics**

12.01 The Corporation and its Membership, Directors, Officers and Employees will comply with the following Code of Ethics. As long as the Corporation is in existence, no Director, Officer or Employee of the Corporation nor the Membership shall:

- (1) Commit any act in violation of these Bylaws or a binding obligation of the Corporation.

- (2) Commit any act with the intention of harming the Corporation or any of its operations.
- (3) Commit any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (4) Receive an improper personal benefit from the operation of the Corporation.
- (5) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (6) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (7) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's mission.

In addition, if any Director, Officer or Employee is legally charged with any act that may serve as a source of embarrassment or negatively affect the credibility and legitimacy of the Corporation, they shall be temporarily removed from the Board from their position within the Corporation, until such time as such charges or allegations are resolved. During such a sabbatical, they shall not be considered a member of the Board for the purposes of a quorum, though such time shall be considered as if served for the purposes of determining the completion of their term.

#### ADOPTION OF BYLAWS

We, the undersigned, are the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this corporation.

Adopted by the Board of Directors by resolution and vote of \_\_\_ to zero on February \_\_\_, 2021.

#### DIRECTORS

Approving:

\_\_\_\_\_  
Lubna Farooq, President / Treasurer

\_\_\_\_\_  
Sadia Yunus, Vice President

\_\_\_\_\_  
Meraj Sheikh, Secretary