

**BYLAWS**  
**of**  
**JIYAN FOUNDATION U.S., INC.**  
**June 16, 2020**

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ARTICLE 1

**General Provisions**

**Section 1.1 Name.** The name of this corporation is Jiyan Foundation U.S., Inc., (referred to as herein "the corporation").

**Section 1.2 Offices.** The principal business office of the corporation shall be in New York. The corporation may also have offices at such other places as the corporation may require.

**Section 1.3 Fiscal Year.** The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 No Voting Members.** The corporation shall have no voting members. All powers of the corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Certificate of Incorporation or Bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 2

**Statement of Purposes**

The corporation is organized for charitable and educational purposes including, but not limited to, supporting survivors of human rights violations, defending fundamental freedoms, and promoting democratic values throughout the world. The Jiyan Foundation seeks a democratic society that protects the dignity of the human being, where adults and children enjoy the rights to life and freedom, and citizens are free from torture and terror. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of the State of New York and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

## ARTICLE 3

### **Board of Directors**

**Section 3.1 Authority.** The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law.

**Section 3.2 Composition.** The number of directors constituting the entire board shall be not less than three. Subject to this limitation, the directors shall determine when and whether to make changes to the size and composition of the board, and the manner by which new directors may be nominated and appointed.

**Section 3.3 Terms of Office.** The board of directors shall determine the length and number of terms to be served by directors.

**Section 3.4 Meetings.** The board of directors shall hold at least one annual meeting each year and may select the time and place for the annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

**Section 3.5 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of votes of those directors present shall decide any matter, unless a different vote is specified by law, the Certificate of Incorporation, or these Bylaws.

**Section 3.6 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 3.7 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such written consents may be delivered by facsimile or email transmission. Consents provided by email shall be submitted with information from which it can be determined that the transmission was authored by the director. The resolution and the written consents thereto by the directors shall be filed with the minutes of the proceedings of the board of directors. Such consents, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

**Section 3.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Certificate of Incorporation, these Bylaws, or the laws of the State of New York, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Written notice of waiver may be hand delivered or sent by facsimile or email.

**Section 3.9 Committees.** The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. Appointments to an Executive Committee shall require the vote of a majority of the full board of directors. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 3.10 Compensation.** Directors as such shall not receive any salaries for their services on the board. Directors shall not be precluded from receiving reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, provided, however, that the chair (if there shall be one), president, or other officer with similar responsibilities shall not receive compensation from the corporation, and may not be a paid employee of the corporation, unless approved by a vote of at least two-thirds of the board of directors.

**Section 3.11 Resignation.** Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

**Section 3.12 Removal.** Any director may be removed, with or without assignment of cause, by a total of two-thirds of the votes of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 3.13 Vacancies.** Any vacancy occurring in the board of directors shall be filled by the board of directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

## ARTICLE 4

### Officers

**Section 4.1 Officers.** The officers of the corporation shall be a president, treasurer, and secretary, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of president and secretary, or the offices with functions corresponding thereto.

**Section 4.2 Election.** The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 4.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

**Section 4.4 Removal.** Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

**Section 4.5 President.** The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 4.6 Treasurer.** The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

**Section 4.7 Secretary.** The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these Bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

## ARTICLE 5

### **Corporate Transactions**

**Section 5.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

**Section 5.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the corporation.

**Section 5.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

**Section 5.4 Contributions.** The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**Section 5.5 No Loans.** The corporation shall make no loans to its directors or officers.

## ARTICLE 6

### **Books and Records**

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## ARTICLE 7

### **Restrictions on Activities**

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding provisions of any subsequent tax laws. Neither the whole nor any portion of any assets, funds, or net earnings of the corporation shall be used for, accrue to, or inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

## ARTICLE 8

### **Dissolution**

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of New York.

## ARTICLE 9

### **Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote

involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE 10**

### **Personal Liability**

The personal liability of the officers and directors of the corporation shall be limited to the full extent permitted by law; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## **ARTICLE 11**

### **Indemnification**

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 12**

### **Amendments to Bylaws**

These Bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)