

**Bylaws**  
**Of**  
**Project MANA**

**A Nevada Non-Profit Corporation**

**ARTICLE I**

**PURPOSE AND PRINCIPAL OFFICE**

1. **Purpose.** The purposes of the corporation shall be those set forth in the Articles of Incorporation, specifically, the corporation shall be a non-profit, non-stock, corporation organized solely for charitable purposes.
2. **Principal Office.** The principal office of the corporation shall be located in Incline Village, Washoe County, Nevada. The corporation may have such other offices as the Board may from time to time authorize. The principal office may also be changed by authority of the Board

**ARTICLE II**

**BOARD OF TRUSTEES**

1. **Powers of Trustees.** Subject to any limitations, which may be contained in the Articles of Incorporation of this corporation or elsewhere in these Bylaws, or in the Nevada Revised Statutes and, without prejudice to the general powers of this corporation therein set forth, it is hereby expressly declared that the powers of the Trustees shall include the following:
  - (a) To elect officers of the Board of Trustees and of the corporation, and to have ultimate authority over the selection and removal of all other officers, agents and employees of the corporation and to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation of this

corporation of the Bylaws, fix their compensation and require of them security for faithful service.

- (b) To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefore as may not be inconsistent with law or with the Articles of Incorporation of this corporation or the provisions of these Bylaws.
- (c) To change the principal office for the transaction of the business of this corporation from one location to another within the County of Washoe, State of Nevada; to fix and locate from time to time one or more subsidiary offices of the corporation within or outside of the State of Nevada; to designate any place within or outside of the State of Nevada for the holding of meetings of the trustees and to adopt, make and use a corporate seal and to prescribe forms of certificates of membership and to alter the form of such seal and of such certificates from time to time as in their judgment they deem best, provided such seal and such certificates shall at all times comply with the provisions of laws.
- (d) To acquire in the name of the corporation by purchase, or otherwise, property of any kind and to borrow money and to incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefore.
- (e) To accept for the general purposes or any special purpose of the corporation, gifts, legacies, devises, donations, and contributions, in any amount or form, upon such terms and conditions as the Board may determine; establish policies for fund

raising, and the seeking of governmental grants, and to invest endowment funds and other funds of the corporation.

2. Number, Tenure and Qualifications of Trustees. The number of Trustees of the corporation shall not be less than three (3) or more than twelve (12), until changed by amendment to the Articles of Incorporation, or by a Bylaw adopted by the Trustees of the corporation. The tenure of the Trustees shall be two (2) years and then subject to re-election. The Trustees need not be residents of the State of Nevada.

3. Selection of Trustees. The Trustees shall be selected by majority vote of a quorum of the Trustees of the corporation, at called and held prior to the expiration of the two (2) year term of the office of the Trustees..

Vacancies in the Board of Trustees may be filled by majority vote of the remaining Trustees, though less than a quorum. Each Trustee so selected shall hold office for the balance of the unexpired term.

No reduction in the number of authorized Trustees shall have the effect of removing any Trustee prior to expiration of his term of office.

The Trustees may at any time elect a Trustee to fill any vacancy not filled by the Trustees, and may elect the additional Trustees at the meeting at which an amendment of the Articles is voted authorizing an increase in the number of Trustees.

A vacancy or vacancies shall be deemed to exist in case of death, resignation or removal of any Trustee, or if the Trustees shall increase the authorized number of Trustee, or if the Trustees shall increase the authorized number of Trustees but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect

the additional Trustee so provided for, or in the case the Trustees fail at any time to elect the full number of authorized Trustees.

If the Board of Trustees accepts the resignation of a Trustee tendered to take effect at a future time, the shall have power to elect a successor to take office when the resignation shall become effective.

4. Removal of Trustees. A Trustee may be removed from office by a majority vote of the regular Trustees of the corporation at any regular or special meeting of the Trustees. A Trustee may be removed for failure to attend at least 2/3 of the regular scheduled meetings during any one year period.

### ARTICLE III

#### MEETINGS

1. Times and Place of Meetings. Regular meetings of the Board of Trustees shall be held no fewer than six (6) times per year, and shall be held at the principal office of the corporation, unless otherwise designated in the notice of meeting. Special meetings of the Board of Trustees shall be held at such time and place as called for in Paragraph 2 below.

2. Call and Notice of Meetings. Special meetings of the Board of Trustees may be called for any purpose by:

- (a) A resolution of the Board of Trustees;
- (b) By the President of the Board;
- (c) By the Executive Director'
- (d) By any two of the Trustees.

Notice of all Special Meetings of the Board of Trustees shall be given to each Trustee by The Secretary of the Board or may be given by the individual(s) calling the meeting.. Notice must be in writing or e-mail, specifying the time, place and purpose of the meeting, and such notice may be delivered personally to each Trustee, or by telegram or mail, charges prepaid, mail or e-mail addressed to each Trustee at her or his address as shown on the records of the corporation, and postmarked at least five (5) days prior to the holding of such meeting.

Any meeting shall be valid, however, whenever and wherever held, if written consent to the meeting is given, either before or after such meeting, by all of the Trustees. Notice of any meeting may be waived by written, or e-mail, waiver of notice. If all Trustees are present at a meeting and sign a written, or e-mail, waiver of notice thereof, either before or after such meeting, or if a majority of Trustees are present at a meeting and those absent sign a waiver of notice thereof, either before or after such meeting, the business of the meeting shall be as valid as if held at a meeting duly called and noticed.

3. Quorum. A majority shall constitute a quorum for all purposes under the provisions of these Bylaws.

A majority of a quorum present and action shall be sufficient for any act under these Bylaws, except such acts which specifically require a majority of the regular Trustees in which case a majority of the Trustees shall be necessary for action.

4. Action Without Meetings. Any action required or permitted by the Board of Trustees may be taken without a meeting of the Trustees, and will have the same force and effect as the unanimous vote of the Board, if all members of the Board of Trustees consent in writing, or e-mail, to such action.

Members of the Board of Trustees may participate in a meeting by a means of a telephone conference, e-mail communications, or similar method of communication by which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this means constitutes presence in person at the meeting.

5. Notice of Adjournment. A majority of the Trustees present at a meeting, although less than a quorum, may adjourn the meeting and fix a time and place for the holding of an adjourned meeting, but may not transact any business in the absence of a quorum, except to fill vacancies in the Board of Trustees.

6. Voting. *Each Trustee shall have one vote.* Every person entitled to vote or execute consent may do so either in person or by authorizing an agent by written or e-mail proxy executed by the person entitled to vote or execute a consent. In the event of a deadlock in voting, the President's vote shall be determinative.

#### ARTICLE IV

##### OFFICERS

1. Title of Officers. The Officers of the Board and the Corporation shall be: President, Vice-President, Secretary, and Treasurer.

2. Election of Officers. The officers of the corporation and the Board of Trustees shall be elected annually by the Board of Trustees and may serve consecutive terms unless sooner removed by a majority of the Trustees.

The Board of Trustees may also, at its discretion, appoint such other assistants and subordinate officers and such committees as the business of the corporation may require. A designated officer may hold more than one position as approved by the Board of Trustees.

3. Duties of Officers. The officers of the board of Trustees and the corporation shall have the following duties, and such additional duties as the Board of Trustees shall delegate at its discretion:

(a) President of the Board. The President of the Board shall, if present, preside at all meetings of the Board of Trustees, have general supervision, direction and control of the business and officers of the corporation, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Trustees as prescribed by the Bylaws.

(b) Vice-President. The Principal duties of the Vice-President shall be to discharge the duties of the President in the event of his/her absence or disability, or for any cause whatsoever, of the President.

(c) Secretary. The Secretary shall perform the usual duties legally required and assigned to the office of the Secretary of the corporation. In addition, the Secretary shall keep or cause to keep, a book of minutes at the principal office or such place as the Board of Trustees may order, of all meetings of Trustees, with time and place of holding, whether regular or special; and if special, how authorized, the notice thereof given, the names of those present and proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Trustees required by the Bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees or the Bylaws.

(d) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of

the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account and other corporate records shall at all reasonable times be open to inspection by any Trustee.

4. Removal and Resignation of Officers. Any officer may be removed either with or without cause, by a majority of the Board of the Trustees, acting pursuant to the powers under these Bylaws, subject to any existing rights of contract between such officer and this corporation.

Any officer may resign by written or e-mail notice to the Board of Trustees, subject to any existing right of contract between such officer and this corporation.

5. Vacancies. A vacancy in any office arising by reason of death, removal, resignation, or expiration of term of office, may be filled in the manner prescribed by the Bylaws for election to office.

## ARTICLE V

### CORPORATE RECORDS

1. Records. The corporation shall maintain adequate and correct books, records, and accounts of its business and properties. All of such books, records, and accounts shall be kept at its principal place of business in the State of Nevada, as fixed from time to time by the Board of Trustees.

2. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, note or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner shall be determined from time to time by resolution of the Board of Trustees, provided,



however, that no corporate funds shall be disbursed except upon signature of one (1) person designated by the Board of Trustees to sign checks or other disbursement orders, and each check shall not exceed Two Thousand and 00/100 (\$2,000) Dollars unless expressly approved by the Board of Trustees.

3. Contracts. The Board of Trustees, except as in the Bylaws otherwise provided, may authorize any officer of officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances and may be limited to the amount of Five Thousand Dollars and 00/100, (\$5,000).

4. Annual Report. The Executive Director, no later than sixty (60) days after the close of the fiscal year or calendar year, shall submit a projected budget to the Board of Trustees for the new fiscal year and shall cause an annual report or statement to be made from the accounts of the corporation, a copy of which report or statement shall be delivered to the Trustees of this corporation within thirty (30) days after its completion.

5. Inspection. The books of account, and minutes of proceedings of the corporation shall be available to the Board of Trustees for inspection upon the written demand of any Trustee at any reasonable time, and for a purpose reasonably related to his or her interests as a Trustee. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a Board of Trustees' meeting shall be made in writing upon the President of the Board, Executive Director or Secretary of the corporation.

ARTICLE VI

PERSONAL LIABILITY AND PROPERTY INTERESTS

1. Liability of Trustees and Officers. No Trustee of the corporation shall be personally liable to its creditors or for any indebtedness or liability; and any and all creditors shall look only into the assets of the corporation for payment, except as provided by the law in Nevada.

In the event a Trustee(s) or Officer(s) of the corporation, acting officially on behalf of the corporation, becomes party to a lawsuit, then the corporation shall defend and hold harmless said Trustee(s) or officer(s) from any penalties which may arise from the lawsuit and/or the costs of litigation; and in addition, the corporation shall purchase appropriate liability insurance to cover members of the Board of Trustees in case such a lawsuit should arise. The limits and amounts of said liability insurance shall be determined at each annual meeting of the Board of Trustees.

The undersigned Members of the Board of Trustees hereby certify that these Bylaws were duly adopted at the meeting of the Board of Trustees.

\_\_\_\_\_ Date: \_\_\_\_\_  
**Chairman of the Board – Wayne McClelland                      March 24, 2005**

\_\_\_\_\_ Date: \_\_\_\_\_  
**Vice Chair of the Board – Anton Remenih                      March 24, 2005**

\_\_\_\_\_ Date: \_\_\_\_\_  
**Secretary of the Board – Candi Fyfe                      March 24, 2005**

\_\_\_\_\_ Date: \_\_\_\_\_  
**Treasurer of the Board – Wayne Cameron                      March 24, 2005**

\_\_\_\_\_ Date: \_\_\_\_\_  
**Director of the Board – Sylvia Ambriz                      March 24, 2005**

**Revised – October 28, 2004**