



NON-PROFIT CORPORATE
AMENDED AND RESTATED
BYLAWS
OF
MANA, A NATIONAL LATINA ORGANIZATION

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of District Of Columbia and the Articles of Incorporation of MANA, a National Latina Organization. In the event of a direct conflict between the herein contained provision of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of District Of Columbia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation/Organization, it shall be these Bylaws which shall be controlling.

ARTICLE I
NAME & PRINCIPAL OFFICE

1.01 Name. The name of this corporation shall be MANA, A National Latina Organization, hereinafter referred to as MANA or the Corporation. The business of the corporation may be conducted as MANA, A National Latina Organization and/or MANA National.

1.02 Principal Office. MANA, A National Latina Organization (“MANA”) may have offices, either within or without the District of Columbia, as the Board of Directors may designate or as the affairs of MANA may require from time to time.

ARTICLE II
PURPOSES AND POWERS

2.01 Mission. MANA empowers Latinas through leadership development, education, community service and advocacy.

2.02 Purpose. MANA is a non-profit corporation and shall be operated exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of MANA is to promote the full and equal participation of Latinas in the social, educational, economic, and political arenas of the United States; and to promote respect and appreciation for the cultural diversity of the Latino community.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.03 Powers. MANA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. MANA is a District of Columbia non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, officer, or other private person, 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 the Articles of Incorporation and these Bylaws.

ARTICLE III OFFICES

3.01 Offices. The principal office of MANA shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have such other offices, either within or without the District of Columbia as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE IV CORPORATE STRUCTURE

4.01 Chapters. MANA Chapters may be established throughout the United States as approved and chartered by the National Board of Directors. Following the guidelines set forth in these bylaws.

4.02 National Board of Directors. MANA will have a National Board of Directors elected by the membership in accordance to these bylaws; the Board of Directors shall determine the goals, objectives, and policies of MANA.

4.03 Office and President-CEO. The National Board has the authority to establish an Administrative Office and appoint and remove a President-CEO who is responsible for implementing MANA policies and programs. The President-CEO has the authority to fill all other staff positions as needed at her discretion with guidance from the Board of Directors, Board Chair or Executive Committee.

ARTICLE V MEMBERSHIP

5.01 Members. Any individual regardless of race, sex, national origin, religion, age, sexual orientation or political affiliation, who is committed to the mission and goals of MANA, is eligible for individual categories of membership. Individual members may join through chapters as set out in ARTICLE IX, or may join directly through the national office if no chapter is organized in the area in which the member lives.

5.02 Membership Classifications. There are four (4) categories of membership available to eligible individuals and corporations. All members shall receive the benefits and services of membership as provided by MANA.

(1) Regular MANA Membership is offered to any individual who wishes to be part of MANA, its mission and purpose. Chapter-based and national at-large members of MANA shall have equal rights and responsibilities.

(2) Honorary National Membership may be bestowed on individuals cited for special achievement or recognition as determined by the National Board of Directors. Honorary members shall receive all direct benefits and services of membership, except the right and privilege to vote and hold office.

(3) Hermanita Membership is extended to students in elementary, middle and high school, and shall extend to benefits and services of membership, except the right and privilege to vote and hold office.

(4) Lifetime Membership is offered to any eligible individual interested in becoming a member of MANA. Lifetime members shall receive all benefits and services of regular membership, but will be responsible for paying appropriate dues to their local chapter or to the national office as members at-large.

5.03 Additional classification. Additional classification of members, the manner of election or appointment of each class of members, and the qualifications and rights of each membership class may be established by amendment to these Bylaws.

5.04 Non-Voting Affiliates. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly-elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an

affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. Affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation. Any dues for affiliates shall be determined by the Board of Directors.

5.05 Voting Rights.

(a) Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

(b) Each member entitled to vote at an election of Directors may cast one (1) vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

5.06 Annual Meeting. Must be held annually with a forty (45) day notice to membership. The annual meeting of the members shall be held annually before the end of the third quarter for the purpose of transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated; therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

5.07 Special Meetings. The Board Chair, the Board, or no less than two-third of all members entitled to vote at such meeting, may call special meetings of the members for any purpose.

5.08 Place of Meetings. All meetings of members may be held at the principal office of MANA or at such other place designated by the President-CEO and/or the Board of Directors.

5.09 Notice of Meetings. The President-CEO, Board Chair, Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than two-thirds of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Article V Section 5.14 of these Bylaws.

5.10 Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable law, a waiver thereof in writing, signed by the person or persons or by electronic transmission entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

5.11 Quorum. MANA members entitled to vote, represented in person shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

5.1 Manner of Acting. The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable law, the Articles of Incorporation or these Bylaws.

5.23 Meetings by Telephone. Members of MANA may participate in a meeting of members by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.14 Electronic Transmission. MANA may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE VI BOARD OF DIRECTORS

6.01 General Powers. All corporate powers of MANA shall be exercised by or under the authority of the Board and the affairs of MANA shall be managed under the direction of the Board except as otherwise provided by law.

6.02 Number of Directors. MANA may have a Board of Directors consisting of at least 4 and no more than 15 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

The Board will be comprised of Twelve (12) elected members, who must have chapter experience per Article VI Section 6.04 below. Members of the Board of Directors will be elected from current in good standing members from the chapters in each of the four regions, with each region electing three (3) members, which will be elected by MANA membership.

In addition to the elected Board members, the Board of Directors may appoint up to three (3) members-at-large, through a majority of votes of the current Board members. These members-at-large will have experience aligned to MANA's mission and purpose.

The members of the Board shall reflect the national membership with representatives from different regions. MANA encourages involvement of non-Latinas in all aspects of the organization. In order to ensure the integrity of the organization's fundamental mission and goals to advocate, develop, and empower Latinas, the composition of the Board shall strive to maintain a majority of Latinas and a Latina Board Chair.

6.03 Board of Director Terms.

(a) All Directors shall be elected in staggered three-year terms, with 4 maximum being elected yearly, to maximize expertise and experience. Board Members shall not serve more than two (2) consecutive terms, unless the term may be extended until a successor has been elected. Board members shall take office on the first business day of January, following the end of the year or as soon thereafter as it is practicable. Former Officers and Directors will work with new Officers and Directors to ensure an orderly transition of leadership.

(b) Director terms shall be staggered so that approximately one third of the number of Directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The Board of Directors term shall be 3 years. The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

(e) Unless a Director dies, resigns or is removed, he or she shall hold office until the end of term or until his or her successor is elected.

6.04 Qualifications. In order to be eligible to serve as a Director on the Board of Directors, the individual must be at least 18 years of age. Directors shall be members of MANA through the national office or through their local chapters. Directors must have experience by leading a community program, leading a program in their chapter, and/or be part of a local chapter's leadership or Board of Directors and/or volunteering in their local chapters and/or programs. Directors may have such other qualifications as the Board may designate as the needs of MANA change and grow through the Nominations Committee.

6.05 Election. The election of Directors to replace those who have fulfilled their term of office shall take place in the fourth quarter of each year.

6.06 Resignation. Any Director may resign at any time by delivering written notice to the Board Chair or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.07 Removal. A Director may be removed by two-thirds vote of the Board of Directors then in office, if:

(a) The Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair. The Board Chair shall not have the power to excuse him/herself from the Board meeting attendance, and in that case, the Board Vice Chair shall excuse the Board Chair, or:

(b) For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

6.08 Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws. A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

6.09 Board of Directors Meetings.

(a) Annual Meeting. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

(b) Regular Meetings. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board of Directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(c) Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Board Chair or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either at the national office or other place agreed to as the place for holding any special Board or committee meeting called by them. A special meeting must be preceded by at least 2-days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(d) Meeting by Telephone. Members of the Board or any committee designated by the Board may participate in a regular or special meeting through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call or similar communications by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6.3 Place of Meetings. All meetings shall be held at the principal office of the corporation or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

6.11 Waiver of Notice. Any Director may waive notice of any meeting, in accordance with District of Columbia statutes.

(a) In Writing. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable District of Columbia statutes, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.12 Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

6.13 Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable law.

6.14 Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Board Chair shall have the power to swing the vote based on his/her discretion.

6.4 Presumption of Assent. A Director of MANA present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

6.5 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

6.17 Electronic Transmission. The Corporation may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

6.18 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

6.19 Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation.

ARTICLE VII BOARD COMMITTEES

7.01 Standing or Temporary Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors, to serve at the pleasure of the Board. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the

corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

7.02 Nominations Committee. The Nominations Committee shall consist of three (3) members appointed by the Board Chair and approved by the Board, who are not running for election. This committee shall serve for one year and shall be charged with overseeing the nomination procedure for any vacancies on the Board whether at the end of term or any other reason. The Nomination Committee shall follow the guidelines for candidates set forth in the Nomination Policy and Procedures approved by the Board.

7.03 Elections Committee. The Elections Committee shall consist of three (3) members appointed by the Board Chair and approved by the Board, who are not running for election. Committee members shall serve for a one-year term and shall be charged with overseeing the national elections, ensuring a fair and impartial election procedure. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws. The Elections Committee will work with National Office in the tabulation and reporting the results of each election.

The Election committee will work with staff to ensure that the elections are completed in time to report the results by December 15 to the National Board.

MANA members in good standing, with dues paid in full to the National office either directly or through their local Chapter by September 30 of an election year are eligible to vote in elections.

7.04 Meetings and Action of Committees. Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

7.05 Informal Action By The Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a

valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

7.06 Quorum; Manner of Acting. A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

7.07 Resignation. Any member of any committee may resign at any time by delivering written notice thereof to the Board Chair, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.08 Removal of Committee Member. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

ARTICLE VIII BOARD OFFICERS

8.01 Board Officers. The officers of the corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional Vice Chairs and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

8.02 Term of Office. Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

The officers of the corporation shall be elected each year by the Board by the end of the first quarter at a meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next election of the Board or until his or her successor is elected.

8.03 Removal and Resignation. Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

8.04 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

8.05 Board Chair.

The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

(a) The Board Chair is the presiding officer and spokesperson for the Board of Directors. The Board Chair is also an ex-officio member of all Board Committees, except the Nominating and Election Committees.

(b) The Board Chair is responsible for calling and conducting Board and Executive Committee meetings and presides at the Corporation's Annual meeting and National Conferences.

(c) The Board Chair provides direction, advice, and consultation on matters affecting MANA and its membership.

8.06 Vice Chair. In the absence or disability of the Board Chair, the ranking Vice Chair or as designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chair shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair.

8.07 Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

8.08 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and

shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

8.09 Non-Director Officers. The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-Director officers of the corporation.

ARTICLE IX CHAPTERS

9.01 Purpose. Chapters shall be organized, established and chartered throughout the United States to further the mission and goals of MANA. Chapters shall function independently from the MANA National so as to better respond to the local needs and issues facing Latinas. In order to maintain a charter, a chapter must comply with all requirements listed in Article IX and those requirements that are necessary to satisfy current needs and growth of the organization as determined by the National Board.

9.02 Establishment. Chapter memberships are for individuals and/or organizations, which agree to support MANA's purposes, mission and goals. Chapter memberships are granted by the Board after petition by individuals and/or organizations. The petition shall include a written pledge to uphold MANA's purposes, mission and goals; a copy of the Chapter's organization's Articles of Incorporation and bylaws or constitution, as appropriate, a list of the organization's elected officers and bonafide members; and payment of initial applicable fees.

9.03 Chapter Rights and Responsibilities.

(a) Chapters shall maintain a minimum of fifteen (15) members, unless conditions dictate otherwise. The National Board reserves the right to grant exceptions to this requirement.

(b) Each Chapter must forward a portion of the membership dues for individual paid member to the MANA National office on an annual basis no later than by then end of the first quarter of each year, according to the dues structure established by the Board of Directors. Failure to do so will nullify any individual's claim for direct benefits and services as well as the rights and privileges of National membership.

(c) Each Chapter must conduct its business in a fiscally responsible manner. This includes the obligation to become and remain a corporation in good standing in its respective jurisdiction, to file for tax-exempt status pursuant to the Internal Revenue Code and the laws of its respective jurisdiction and file all documents necessary to comply with all applicable provisions of federal and local law. Each Chapter shall submit an annual report to National at the end of each year on its activities.

(d) All duly chartered Chapters shall adopt the Corporation's acronym "MANA, A National

Latina Organization" and the national logo. Chapters must clearly print their Chapter name on all-official stationary, membership directories, press releases, and all out-going materials produced by the Chapter.

9.04 Revocation of Chapter. The Board of Directors, by a two-thirds vote, may revoke or suspend the charter of any Chapter that fails to comply with these Bylaws and/or other policies or directives adopted by the National Board or that operates in any way inconsistent with the spirit and intent of MANA or against best interest of MANA.

ARTICLE X

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

10.01 Contracts and other Writings. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of MANA shall be executed on its behalf by persons to whom MANA has delegated authority to execute such documents in accordance with policies approved by the Board.

10.02 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of MANA, shall be signed by such officer or officers, agent or agents, of MANA and in such manner as shall from time to time be determined by resolution of the Board.

10.03 Deposits. All funds of MANA not otherwise employed shall be deposited from time to time to the credit of MANA in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

10.04 Loans. No loans shall be contracted on behalf of MANA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

10.05 Indemnification.

(a) Mandatory Indemnification. The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief

that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with the law of the District of Columbia and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XI ADMINISTRATIVE PROVISIONS

11.01 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by its members and Board, and any minutes which may be maintained by committees of the Board.

In addition, the corporation shall keep records of the name and address and class of membership, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable.

11.02 Fiscal Accounting Year. The fiscal accounting year of MANA and all Chapters shall be from January 1 to December 31 of each year.

11.03 Dissolution.

(a) Method. MANA may be voluntarily dissolved only upon the unanimous approval, of the Board of Directors in office.

(b) Financial Responsibility. Upon voluntary dissolution of the organization, the Board shall, after paying or making provision for the payment of all liabilities of MANA, dispose of all the assets in a manner keeping with the purposes of the MANA and consistent with the requirements applicable to organizations exempt from taxation under section 501(c)(3) of the Internal Revenue Code or any successor provision of federal tax law.

11.04 Conflict of Interest. The Board shall adopt and periodically review a Conflict of Interest Policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

11.05 Nondiscrimination Policy. The officers, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis

with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of MANA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

11.06 Ratification and Amendments.

(a) Ratification. These Bylaws shall be deemed ratified after adoption by a majority vote at a fully called Annual Membership meeting and shall be duly recorded by the Secretary of the Board.

(b) Amendments. These Bylaws may be amended by a two-thirds majority of members present at a duly called Membership Annual meeting, members present will constitute quorum. Any Member or Board Member may submit proposed amendments at least forty-five (45) days prior to the Membership meeting where amendments are to be considered. The 45-day requirement may be waived by a majority vote of the members in good standing as may be deemed necessary.

- (i) That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (ii) That an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum of Directors at a Board meeting.
- (iii) That all amendments be consistent with the Articles of Incorporation.

ARTICLE XII COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, MANA, A National Latina Organization shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication entitled the "Voluntary Best Practice for U.S.-Based Charities," is not mandatory, MANA willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

MANA shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist

financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XIII DOCUMENT RETENTION POLICY

13.01 Purpose. The purpose of this Document Retention Policy is to establish standards for document integrity, retention, and destruction, and to promote the proper treatment of MANA's records.

13.02 Policy.

(a) General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. Where possible, the non-profit shall adopt a digital, non-paper filing and retention system. From time to time, MANA may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Exception for Litigation Relevant Documents. MANA expects all officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, Directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or MANA informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

(c) Minimum Retention Periods for Specific Categories.

1. Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

2. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

3. Employment Records/Personnel Records. District of Columbia and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable District of Columbia and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

4. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the corporation.

5. Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

6. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

7. Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

8. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents, trademarks, service marks, and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) Derives independent economic value from the secrecy of the information; and

(ii) Has taken affirmative steps to keep the information confidential.

(iii) The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

9. Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

10. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

11. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

12. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

13. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

(d) Electronic Mail. E-mail that needs to be saved should be either:

1. Printed in hard copy and kept in the appropriate file; or
2. Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XIV TRANSPARENCY AND ACCOUNTABILITY

14.01 Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, MANA practices and encourages transparency and accountability to the general public. This Policy will:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public,
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public, and
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

14.02 IRS documents. MANA shall provide its Internal Revenue forms 990, 501(c) (3) status, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge upon written request.

14.03 Means and Conditions of Disclosure. MANA shall make available the aforementioned documents on its internet website to be viewed by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) MANA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) MANA shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 (7) days for mailed requests.

14.04 IRS Annual Information Returns (Form 990).

MANA shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under federal law, the corporation's Form 990 shall be submitted to each member of the Board of Director's via hard copy or email within ten (10) days either before or after the Form 990 is filed with the IRS.

14.05 Board.

(a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

(b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

14.06 Staff Records.

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the Board when requested.

14.07 Donor Records.

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside MANA except the authorized governmental agencies.

(c) Within MANA, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

ARTICLE XV
CODES OF ETHICS AND WHISTLEBLOWER POLICY

15.01 Purpose. MANA requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of MANA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

15.02 Reporting Violations. If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of MANA is in violation of law, a written complaint must be filed by that person with the Vice Chair or the Board Chair.

15.03 Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of a law or regulation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

15.04 Retaliation. A person filing the aforesaid complaint is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of MANA and provides MANA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

MANA shall not retaliate against any Director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of MANA or of another individual or entity with whom MANA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

MANA shall not retaliate against any Director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of MANA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

15.05 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

15.06 Handling of Reported Violations. The Board Chair or Vice Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

**ARTICLE XVI
AMENDMENT OF ARTICLES OF INCORPORATION**

16.01 Amendments. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS:

I do hereby certify that the above stated Bylaws of MANA, A National Latina Organization were approved by MANA's membership on annual membership meeting on *July 23, 2016* and constitute a complete copy of the Bylaws of the corporation.

Secretary Signature: _____

Secretary Name: _____

Date: _____