



## BYLAWS OF

### FOUNDATION FOR MIND-BEING RESEARCH

#### ARTICLE I

##### NAME, SEAL AND OFFICES

1. **Name:** The name of this corporation shall be: FOUNDATION FOR MIND/BEING RESEARCH.
2. **Seal:** The seal of the corporation shall be in such form as the Board of Directors have determined. The Board of Directors may change the form of the seal or the inscription thereon at its discretion.
3. **Offices:** The principal office of the corporation shall be in the County of Santa Clara in the State of California. The corporation may have also offices at such other places as the Board of Directors may from time to time appoint or the purposes of the corporation may require.

#### ARTICLE II

##### STATEMENT OF INTENTION AND MISSION

This corporation is established for the express purpose of exploring new fields of scientific investigation in consciousness research, and for studying the impact of this holistic approach for the improvement and sustainability of life on the planet earth.

**Our Essence:** FMBR nurtures a scientific, philosophical, and artistic community whose view of reality, knowledge, or method provide exemplars and models for new frontiers in their disciplines. Our contributions demonstrate the humility and rigor requisite to igniting a spirit of inquiry in others.

**Our Intent:** FMBR is building a learning community of scientists, philosophers, artists, and seekers who are discovering and legitimizing new conceptions of truth.

**Our Values:** The values FMBR seeks are: Tolerance/Acceptance; Respect; Rigor; Learning; Community-building; and Environmental sustainability.

All materials disseminated should abide by the statement of intent and should aim at acceptability within the scientific community.

This corporation has been developed as well to improve communication among professionals in these fields involving multidisciplinary collaboration. It is our intent to develop high standards of credibility in all the research work done.

#### ARTICLE III

##### Members and Meetings of Members

1. Membership: Any person who is sincerely interested in consciousness research through scientific inquiry and methodology is qualified to be a member of this corporation.

Any member of the corporation may nominate a person for membership subject to the approval of the Board of Directors at the next regular meeting. The Board may decline membership to a person nominated for membership if the Board determines that the person is not qualified. If the Board declines membership and the person has paid membership dues, the dues shall be refunded within thirty (30) days.

2. Term. Membership shall begin upon the payment of dues and continue until the member resigns in writing or his or her dues are in arrears in excess of 120 days.

3. Resignation of Members: Any member may resign from the corporation by delivering a written resignation to the President, Secretary or any Director of the corporation. Any member not paying his dues or in arrears in excess of 120 days shall forfeit his or her membership.

4. Monthly Meetings: The meetings of the general membership of the corporation shall be held in Northern California at a place designated by the President.

5. Annual Meetings: A general membership meeting will be held for the purpose of electing the Board of Directors and for the transaction of other business. Any two members may add items to the agenda of the annual meeting. The meetings shall be held during the summer or early fall each year at a time and place to be determined by the Board of Directors.

6. Notice of Annual Meeting: The notice of time, place, and purposes of annual meetings shall be served either personally or by mail at least one month before the meeting to each person who appears upon the books of the corporation as a member. Such notice, if mailed, shall be directed to the member at his address as it appears on the books of the corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in the request.

7. Special Meetings: The special meetings of members, other than those regulated by statute, may be called at any time by the President or Administrative Director of the Foundation or by any two Directors, and must be called by the President or Secretary on receipt of the written request of one-third of the members of the corporation.

8. Notice of Special Meeting: Notice of special meeting, stating time, place, and purpose thereof shall be served personally or by mail upon each member residing within the United States not less than ten or more than forty days before such meeting. Such notice, if mailed, shall be directed to each member at this address as it appears on the books or records of the corporation, unless he shall have filed with the Secretary of the Corporation a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in the request.

9. Quorum: At any meeting of the members of the corporation, the presence of one-fifth (1/5) of the members shall constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is quorum shall be the act of the full membership except as may be provided otherwise by statute or by these Bylaws. In absence of a quorum, a meeting may be postponed from time to time by a vote of the majority of the members present at the meeting, without notice other than by announcement at the meeting and without further notice to the absent members.

10. Voting: At every meeting of members each member shall vote in person. Each member of the corporation shall be entitled to one (1) vote. All elections shall be determined by a majority vote of the members present at the meeting.

11. Waiver of Notice: Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such

requirements be waived in writing by the person or persons entitled to such notice.

12. Removal of Members, Directors, and Officers: Any general member, member of the Board of Directors, or Officer may be removed from membership or office at any regular meeting or special meeting called for that purpose. Any such member, officer, or Director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting.

13. Compensation and Expenses: Members shall not receive any salary for their services as members and/or directors of the corporation, but members may be reimbursed for reasonable expenses incurred to attend meetings of the corporation.

#### ARTICLE IV BOARD OF DIRECTORS

1. Election: The business and property of the corporation shall be managed and controlled by the Board of Directors, who shall be elected by a majority of the members present at the annual meeting to hold office for a period of three (3) years or until a successor is elected.

However, for the purpose of maintaining balanced, staggered, terms, when the number of directors changes by more than one, the change will be arranged to maintain approximately equal numbers of directors in each of the staggered terms.

2. Number: The number of Directors of the corporation shall be eleven (11). This number may be modified by an amendment to these Bylaws in the manner described in Article XIV.

3. Resignation: Any Director may resign at any time by giving written notice of such resignation to the Secretary of the corporation. The majority of the remaining members of the Board of Directors may fill any vacancy on the Board of Directors, and such Director shall hold office until the next annual meeting of the members.

4. Annual Meeting of the Board of Directors: Within sixty days of the annual meeting of the members, the Board of Directors shall meet for the purpose of electing officers

5. Special Meetings of the Board of Directors: Special meetings of the Board of Directors may be called by the President or Administrative Director of the Corporation and must be called by either of them on the written request of any member of the Board of Directors.

6. Notice of Meetings of the Board of Directors: Notice of all Board of Directors meetings, except as herein otherwise provided, shall be done by phone or mail five (5) days before the scheduled meeting. If all of the members of the Board of Directors consent to the holding of the meeting without notice, the meeting shall proceed in the absence of the notice provided herein as if such notice had been given.

7. Chairman: At all meetings of the Board of Directors, the corporation Board Chair shall preside. In his/her absence, the majority of the Directors present shall select a Chairman for the meeting.

8. Quorum: At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice until a time when a meeting can be scheduled with a quorum present.

9. Contracts and Services: The Board of Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation provided that they contract, transact, or act on behalf of the corporation in a matter which is outlined in the Articles of Incorporation and not for their personal gain. Further, no contract,

transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is prohibited by the State of California under its laws, and would result in the denial of the tax exemption under Section 504 and 503 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Board of Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, and other action.

10. Compensation: Directors shall not receive any salary for services as such, but may be reimbursed for reasonable-expenses incurred to attend any meeting of the corporation. The Board of Directors shall have power to contract for and pay members or Directors for services rendered for unusual or exceptional services to the corporation. Nothing herein shall be construed to preclude any Director from serving the corporation in other capacity and receiving compensation therefore.

11. Powers of the Board of Directors: All the corporate powers, except such as are otherwise provided for in these Bylaws and in the Laws of the State of California, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation such powers as they may see fit.

12. Alternate Designation: The Board of Directors may, by the vote of a 2/3rds majority of the Directors present, adopt a resolution whereby they shall be designated Trustees in lieu of Directors and Board of Trustees in lieu of Board of Directors.

13. Action with Meeting: Any action, which under provision of the California General Non-Profit Corporation Law or under the California General Corporation Law (as it relates to nonprofit corporations) may be taken with agreement of the Board of Directors (except approval of any agreement for merger or consolidation of the corporation with other corporations) without an actual meeting shall be authorized by a writing signed by all of the Directors who would be entitled to vote upon such action at that time and filed with the Secretary of the corporation.

## ARTICLE V OFFICERS

1. The officers of the corporation shall be the President, Administrative Director, Secretary and Treasurer, and any other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

2. Election, Term of Office and Qualifications: The officers shall be nominated annually by the Board of Directors for election by the members at a meeting of the members of the Foundation. The requirements for office will be determined by the Board of Directors.

3. Vacancies: In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then may elect an officer to fill such a vacancy.

4. President: The President shall preside at all meetings of the members of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. Vice President: At the request of the President or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President. The Vice President is expected to assist the president with the development and implantation of external affairs of the organization.

6. Administrative Director: The Administrative Director shall perform duties along with the President concerned with the general charge and supervision of the corporation. The Administrative Director is expected to propose and maintain approved guidelines and projected goals of the organization in accordance with the overall policy, direction, and purpose of the organization, and to direct the day-to-day activities including maintenance of the office and preparation of internal agendas, overseeing its operation.

7. Secretary: The Secretary shall have charge of such books, documents, and papers as the Board of Directors and President may determine. The Secretary shall keep a record containing the names (alphabetically arranged) of all persons who are members of the corporation showing their places of residence and such books shall be open for inspection as prescribed by law. The Secretary will be responsible for the maintenance of the corporation's files and correspondence and will be expected to perform secretarial work associated with the correspondence involved which includes the corporation administrative activities. The Secretary is not responsible for typing of reports done within research teams and/or scientific papers or books to be published.

8. Treasurer: The Treasurer shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of these duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the corporation at such bank and banks or depository as the Board of Directors may designate.

The Treasurer shall cause to be signed all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Treasurer shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or Agent of the corporation. The Treasurer shall make or cause to be made such payments as may be necessary and proper on behalf of the corporation and shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors and the President, and the President has the responsibility to direct the expenditure. The responsibility of dispensing the budget is directly given to the Treasurer who must see that the limits prescribed as outlined in the budget are followed.

All checks over \$300.00 will need co-signature with the President. Nothing under \$300.00 needs co-signature if designated already by the Board of Directors in the budget for that purpose.

9. Salaries: The salaries, if any, of the officers shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a member of the corporation or a director and/or member of an advisory committee, shall not preclude him from receiving a salary or from voting on the resolution for the same.

10. Removal: Any officer may be removed from office by the affirmative vote of two-thirds of all directors at any regular or special meeting. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail or phone of the meeting of the Board of Directors when removal is voted upon. The officer is entitled to a hearing at the meeting to air all grievances and be heard by the Directors.

## ARTICLE VI AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent of being authorized and permitted by law.

## ARTICLE VII CONTRACTS

The President or his agent may 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 to a specific instance when so authorized by the Board of Directors.

No one shall have any power or authority to bind the corporation to any contract or engagement, or pledge its credit, or render it liable peculiarly for any purpose or to any amount without approval by the Board of Directors.

ARTICLE VIII  
ADVISORY COMMITTEE

The Board of Directors may appoint from their number, or from among such persons as the Board of Directors may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of such committee shall serve according to the directives of the Board of Directors. Such advisory committee shall follow instructions on all matters designated by the Board who will prescribe the rules and regulations by which that committee conducts and calls its meetings and other matters relating to its procedure. The members of any advisory committee shall not receive any stated salary for their services as such; but, by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contact for and pay any member of an advisory committee, rendering unusual or exceptional services to the corporation, special compensation appropriate to the value of such services.

ARTICLE IX  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts: The Board of Directors may authorize the President or his agents of the corporation to enter into any contract or execute and deliver instrument in the name of on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Deposits: All funds of the corporation shall be deposited periodically to the credit of the corporation in such banks as the Treasurer selects with the approval of the President and the Board of Directors.

3. Gifts: The Board of Directors, or any officer of the corporation subject to the later approval of the Board of Directors, may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes of or for any special purpose of the corporation.

ARTICLE X  
CERTIFICATES OF MEMBERSHIP

Certificates of Membership: The Board of Directors may direct the issuance of certificates evidencing membership in the corporation, its form being determined by the Secretary. If any certificate may become lost, mutilated, or destroyed, a new certificate may be issued to replace the old one. This will act as a receipt to the member who wishes to keep a legal record of the payment, as payment of dues is recorded therein.

ARTICLE XI  
ANNUAL DUES

The Board of Directors shall determine from time to time the amount of annual membership dues which is required for each member. That amount will help cover operating expenses for the organization and newsletters, as well as other material sent through the mail.

ARTICLE XII  
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members' and directors' meetings, and other committee proceedings. The corporation shall keep at the registered and principal office a record giving the names and addresses of members entitled to vote, as well as associate members. All books and records may be inspected by any member or his agent or attorney for any proper purpose at the reasonable time with the approval of the Board of Directors.

ARTICLE XIII  
FISCAL YEAR

The fiscal year of the corporation shall begin the 1st day of August and shall end on the last day of July of the respective year.

ARTICLE XIV  
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Laws of California or under the provisions of the Articles of Incorporation or by the Bylaws of the corporation, a waiver thereof in writing signed by the persons or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV  
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 2/3 majority of the Board of Directors present at any regular meeting or special meeting, provided that at least thirty (30) days written notice is given of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting.

ARTICLE XVI  
PUBLICATION AND PRESENTATION OF FINDINGS  
THROUGH SEMINARS AND PAPERS/REPORTS

1. Publishing: The corporation intends to publish and distribute papers and reports relating to the research findings and to disseminate this knowledge to the Scientific Community and general public. The proceeds coming from the sale of such material will be directly received back into the accounts of the corporation for use by the corporation to provide greater services within the corporation itself.
2. Paper and Report Compilation and Editing: Papers and reports regarding research group meetings and experiment protocol and findings will be written by the Research Team Leader or co-authored by two or more persons in that project or meeting, and edited before publication and/or release to any other research organization or persons involved with such research, as well as reviewed by the Board of Directors for their approval in conformance with the Bylaws of the corporation.
3. Seminars: The corporation will disseminate information to the community through seminars for which the corporation may charge a fee. The money will go directly back into the accounts of the corporation, some of which will be used for the provision of speakers, facilities, and materials used in the seminar program.

ARTICLE XVII

RESEARCH TEAM PROJECT  
PROCEDURE AND ADMINISTRATION

1. Organizational Procedure: The research team will select a Team Leader who will be responsible for the setting up of a proposal for the allocation of funds for needed materials, persons and facilities to have a designated research project accomplished.

The research Team Leader will organize the necessary structure needed to provide those materials and facilities, and will arrange for the proper protocol as agreed upon by the team members.

2. Finding Appropriation: Only Board approved proposals will be funded by the corporation. In the event the research project exceeds the limits of its prior appropriation of funds, the research Team Leader will submit a proposal for supplemental funding. If any further funding cannot be appropriated, assistance from outside sources can be obtained, otherwise funding if desired by the team members can be accomplished by donation of its members until the time when reimbursement can be made by our organization. If this cannot be accomplished, the project then should be rescoped to meet the proposed budget.

In no event will any research project be funded without approval from the Board of Directors. Funding for supplemental reports and/or papers, as well as other associated activities, will not be provided unless so approved by the Board of Directors.

ARTICLE XVIII  
INVESTMENT IN SCIENCE AND EDUCATION

The Board of Directors is authorized to invest in stocks or stock options on behalf of the Foundation in furtherance of the scientific or educational purpose, provided that such activity shall not be undertaken for the private gain of any person.

The Secretary of the Foundation for Mind/Being Research does hereby certify that the foregoing Bylaws were duly adopted by the Directors of the corporation with the approval of the members present at the Annual Meeting of the corporation, as the Bylaws of said corporation, on August 9, 2003 , and that they do now constitute the Bylaws said corporation.

Attested:

Signed:  
Amber Balk, Secretary,  
June 14, 2008