



Las Mercedes Project

BY LAWS

Adopted 16 May 2011

Amended 9 October 2011

Article I. Name.

This organization shall be called Las Mercedes Project. It shall be a nonprofit organization incorporated under the laws of the State of Florida.

Article II. Purpose.

Section 1. The purpose of this organization is:

The Las Mercedes Project is a grassroots organization that aims to improve health care in Latin America through the creation of democratic, participatory, and inclusive community-based health and education programs.

Section 2. This organization is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The assets and income of the organization shall be applied solely in furtherance of its above-mentioned purpose and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for expenses incurred on behalf of the organization. No Board of Directors member, officer, agent or employee shall at any time receive or be entitled to any compensation or pecuniary profit from the operation of the Organization or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Organization in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said nonprofit purposes.

Section 3. Power limiting clause. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except



that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a charitable organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article III. Board of Directors.

Section 1. Number and Qualifications. The affairs of the Organization shall be governed by a board of directors that consist of 4 members -- President, a Vice President, a Secretary and a Treasurer. The board members will receive no compensation of any sort.

Section 2. Governing Powers and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of affairs of this organization.

The duties of the Board of Directors shall include:

- (a) Carrying out any necessary business of the Organization.
- (b) Select all projects to be carried out or sponsored by the Organization. The Board of Directors will monitor the activities of all projects.
- (c) Authorizing, adopting and publishing any rules and codes for the organization not specifically at variance with the Bylaws of the Organization, or the laws of the United States.

Section 3. Election and Term of Office. Each position on the Board of Directors is a two-year term and there are no term limits. During the last quarter of each fiscal year of the corporation, the



Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provision of these bylaws.

Section 4. Meetings and notice. The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 5. Vacancies. If any position of the Board of Directors members becomes vacant, the Board of Directors will appoint an individual to serve on the Board of Directors until the next general election.

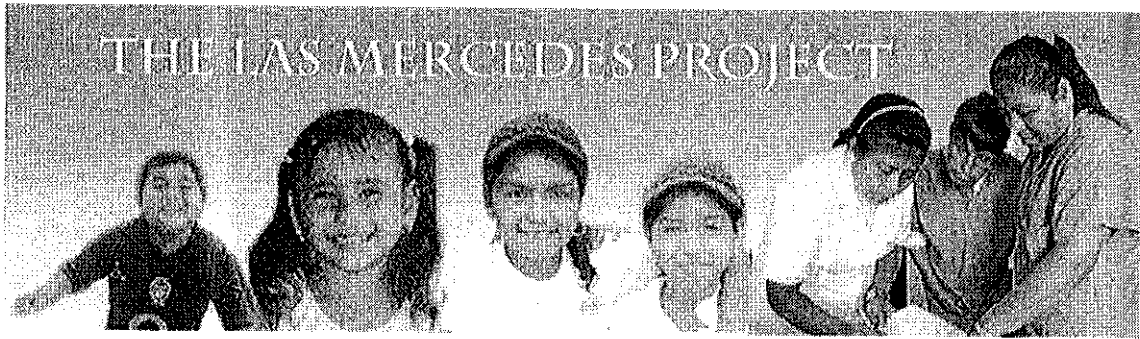
Section 6. Removal of Board of Directors Members. At any Board of Directors meeting duly called, any one or more of the Board of Directors members may be removed with cause by a majority vote of the members of the Board of Directors. A successor Board of Directors member may then and there be appointed to fill the vacancy thus created.

Section 7. Compensation. Compensation shall not be paid to Board of Directors members for their services in their capacity as members, nor pursuant to any other contractual arrangements. However, members may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by a majority of the Board of Directors.

Section 8. Decisions. The Board of Directors shall make decisions by a majority of 75% of the Board of Directors via virtual or in person meetings.

Article IV. Officers.

Section 1. Officer positions. The officers of this organization shall consist of a Board of Directors consisting of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors by a 3/4 majority can create additional Board of Directors posts as needed.



Section 2. Duties of Potential Officers.

a. President. Arranges and conducts officer correspondence; acts as webmaster for organizational website; recruits officers if a position is vacated between elections; recruits and coordinates volunteers and supporters; ensures that the bylaws are upheld.

b. Vice-President. Acts as a resource to the president.

c. Secretary. Responsible for all organizational correspondence locally and abroad; arranges, coordinates and maintain minutes for all official organizational meetings for the Board of Directors; maintains volunteer database; keeps up to date by laws including all amendments.

d. Treasurer. Has charge of all funds belonging to the organization; keeps on deposit the same; receives and disburses funds as required; keeps required financial records, keeps other records required by State and federal law.

Article V. Fiscal Management.

Section 1. Fiscal Year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December of each year.

Section 2. Books and Accounts. Books and Accounts of the Organization shall be kept under the direction of the Treasurer.

Section 3. Execution of Organization Documents. All checks shall be executed on behalf of the Organization by the President, Vice-president or Treasurer.

Section 4. Distribution of donations. All donations received will be used to further the mission and goals of the Las Mercedes Project as stated in these Bylaws. No organizational funds will be used for the personal benefit of any member of the Board of Directors.

Section 5. Disbursement of assets at dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.



Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as the court shall determine, which are organized and operated exclusively for such purposes.

No member, director, or officer of the Organization, nor any private person shall be entitled to share in the distribution of any of the organization's assets upon dissolution of the organization or winding up of its affairs.

Article VI. Amendments to the bylaws.

Section 1. These bylaws may be amended by a three-fourths vote of the officers. Any change in the bylaws shall be advertised on the Las Mercedes Project website.

Section 2. Any officer of the organization may seek an amendment to the bylaws by following these procedures:

a. The specific proposed amendment shall be submitted in writing to each member of the Board of Directors;

b. The officers shall vote on the amendment. A three-fourths majority is required to pass the amendment.

CERTIFICATE OF ADOPTION

The undersigned President of the Las Mercedes Project does hereby certify that the above and foregoing Bylaws of said corporation were adopted by the Board of Directors as the Bylaws of the said corporation and that the same do now constitute the Bylaws of this corporation.

DATED this 9th day of October, 2011.

_____, President