

World Brain Mapping Foundation

(A California Nonprofit Public Benefit Corporation)

1. OFFICES

The Board of Directors shall fix the location of the principal office of the corporation at any place within the State of California. The Corporation may also have such offices at other places within or without the State and or internationally as the Founder, in consultation with the Board of Directors, may from time to time determine.

2. MEMBERSHIP

2.1 Voting Members

This corporation shall have no voting members.

2.2 Nonvoting Members

Persons or entities who embrace the specific purposes of this corporation and meet the requirements set by the Board of Directors may be designated “members” by the Board, but such persons or entities shall not be entitled to vote or to exercise any of the other rights of “members” as defined in Section 5056 of the California Corporations Code.

3. BOARD OF DIRECTORS

3.1 Powers

Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 Number, Qualification and Term of Office

The number of directors shall be 20 until changed in the manner specified in Article 21 (Amendment). Each director shall be at least 18 years of age. Each director shall serve for a term of one year. There is no limit on the number of consecutive terms that a director may serve.

Not more than 49% of the persons serving on the Board of Directors at any time may be (a) a person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director, or (b) a

brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person; this sentence shall not affect the validity or enforceability of any transaction entered into by the corporation.

3.3 Election of Directors

The first Board of Directors shall consist of those persons elected by the Founder. Other directors shall be designated by the Founder in consultation with the members of the Board of Directors. After the Founder's death, the directors shall be elected by a majority of the directors present at a meeting duly held and at which a quorum is present.

3.4 (a) Removal

The Founder may remove any director at any time, for any reason or no reason. While the Founder lives, the Board of Directors of this corporation shall not have the right to remove any of its members for any reason, including the Founder. After the Founder's death, a director may be removed from office, for "cause," by a majority of the directors present at a meeting duly held and at which a quorum is present. "Cause" means fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the corporation or breach of any statutory duty of the directors arising under the California Corporations Code.

3.4 (b) Resignation

No director may resign if upon the effective date of such resignation the corporation would be left without a duly elected director or directors in charge of its affairs. Subject to the foregoing, any director may resign at any time by giving written notice to the President or to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

3.5 Vacancies

Newly-created directorships or vacancies in the Board of Directors shall be filled by the Founder in consultation with the Board of Directors of this corporation. A director designated shall hold office for the unexpired term of his predecessor and until a successor is elected and qualified.

3.6 Compensation and Reimbursement

Members of the Board of Directors shall serve without compensation for their services as directors. They shall be entitled to reimbursement for expenses pursuant to corporate policy, but only if such expenses are reasonable and necessary to carry out the purposes of the corporation and are not excessive in amount. Members of the board could be compensated if they function as executive/staff for the organization.

3.7 Liability

Except as provided by law, no director shall be personally liable for any debt, liability or obligation of this corporation.

3.8 Role of the Founder

Babak Kateb is the Founder. All actions that must be taken by or are reserved to the Founder shall, after the death of Babak Kateb, be taken by or are reserved to the Board of Directors. No one will succeed to the role of Founder after Babak Kateb.

4. MEETINGS OF BOARD OF DIRECTORS

4.1. Annual and Regular Meetings

The annual meeting of the Board of Directors shall be held on the first day of November in each year (or, if such day is a Saturday, Sunday or legal holiday, the next succeeding full business day) at 10:00 a.m. at the principal office of the corporation, or at such date, time and place as may be fixed by the Board of Directors. In addition, the Board shall hold regular meetings at a time and place fixed by the Board and or change the date, time and location of the meeting.

No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed.

4.2 Special meetings.

Special meetings may be called by or at the direction of the Founder, Chairman of the Board, the President, and Executive Director or by a majority of the directors then in office.

4.3 Notice of Meetings

Annual and regular meetings may be held without notice. Special meetings of the Board shall be held at least four days after delivery of notice of the meeting. Notice may be delivered personally or by telephone, including a voice messaging system, but not by email or via electronic transmission such as Facebook. A notice need not specify the purpose of any regular or special meeting of the Board. The notice shall state the place and time of the meeting.

4.4 Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

4.5 Place

Meetings of the Board shall be held at any place that has been designated by a resolution of the Board, or in the notice of the meeting, or if not so designated, at the principal office of the corporation.

4.6 Quorum

A majority of the number of directors specified in Section 3.2 (Number, Qualification and Term of Office), but in no event fewer than four directors, who must include the Founder, shall constitute a quorum. Subject to Section 4.7 (Veto), every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors other than the Founder, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as may otherwise be required by law. If Babak Kateb dies, his presence shall not be required for a quorum.

4.7 Veto

Notwithstanding any other provision of these Bylaws, while the Founder serves as a director, no action by the Board of Directors shall be effective unless notice of the proposed action has been delivered to the Founder and either (a) the Founder has approved it or (b) 50 days have elapsed after delivery of the notice and the Founder has not disapproved the action by delivering notice of his disapproval to each other director within that 50-day period.

4.8 Participation in Meetings by Conference Telephone

Members of the Board may participate in (and shall be deemed to be present at) a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

4.9 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours.

4.10 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such

consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

5 OFFICERS

5.1 Officers

The officers of the corporation shall consist of a President, Secretary and Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Chair of the Board of Directors, a Vice Chair of the Board of Directors, one or more Vice Presidents, one or more Alternate Secretaries or Financial Officers and such other officers as the Board of Directors may from time to time determine.

5.2 Election

The officers of this corporation shall be chosen annually by, and shall serve at the pleasure of, the Founder and the Board, subject to the rights, if any, of an officer under any contract of employment. The appointments to each office shall be reviewed at least once each year. Babak Kateb will serve as Founder and President until his resignation or death. Officers other than the Chair or Vice Chair of the Board of Directors may, but need not, be members of the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President.

5.3 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights if any, of the corporation under any contract to which the officer is a party.

5.4 Vacancies

Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Founder in consultation with the Board of Directors.

5.5 Chair of the Board of Directors

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, shall be a member of all committees and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. In the absence of the Chair of the Board of Directors, the Vice Chair of the Board of Directors, if there is one, shall fulfill the duties of the Chair. The Founder shall serve as Chair of the Board of Directors until his resignation or death.

5.6 President

The President shall report to the Board of Directors, shall be the chief executive officer and general manager of the corporation, and shall be responsible, subject to control and supervision by the Board of Directors, for the general supervision, direction and control of the business and affairs of the corporation. The President shall be a member of all committees (provided that the President shall not be a member of any committee that considers the President's compensation), shall appoint the chairs of standing committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If no Chair of the Board of Directors or Vice Chair of the Board of Directors is elected, the President shall be the Chair. Babak Kateb shall serve as Chair of the Board of Directors until his resignation or death.

5.7 Vice Presidents

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. If there is more than one Vice President, the Vice Presidents shall, in order of their rank as fixed by the Founder and the Board of Directors or, if not ranked, the Vice President designated by the Board of Directors, shall perform duties of the President in his or her absence or disability.

The President of each local international chapter of this corporation shall serve as a Vice President of this corporation.

5.8 Secretary

The Secretary shall keep or cause to be kept an accurate record of all meetings of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board.

5.9 Chief Financial Officer

The Chief Financial Officer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial officer shall generally supervise the accounting and bookkeeping of this corporation, shall regularly report to the Board as to the financial condition and results of operations of this corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board. The Chief Financial Officer, for purposes of giving any reports or signing any certificates or other documents requiring the signature of the Treasurer, is deemed to be the Treasurer of this corporation.

5.10 Reimbursement

Officers of the corporation shall be entitled to reimbursement for expenses in accordance with corporate policy, but only if such expenses are reasonable and necessary to carry out the

purposes of the corporation and are not excessive in amount. Officers could be compensated if they function as executives/staff for the corporation.

5.11 Liability

Except as provided by law, no officer shall be personally liable for any debt, liability or obligation of this corporation.

6 COMMITTEES

6.1 Appointment

The Founder and the Board of Directors may create and appoint an Executive Committee and committees for such special projects as the Board determines that the activities of this corporation require. Each such committee shall consist of two or more directors, shall be presided over by a chair appointed by the President and shall serve at the pleasure of the Board. Any such committee must be created by resolution adopted by a majority of the number of directors then in office, provided a quorum is present. Appointments to committees shall be by a majority vote of the directors then in office. The Founder, in consultation with the Board, may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

6.2 Duties and Powers

The Board of Directors may delegate to each committee by resolution such duties and powers as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that no committee of the Board may:

- a. Fill vacancies on the Board of Directors or in any committee;
- b. Fix compensation of directors for serving on the Board of Directors or on any committee;
- c. Amend or repeal bylaws or adopt new bylaws;
- d. Amend or repeal any resolution of the Board of Directors unless such resolution is by its express terms so amendable or repeal able.
- e. Appoint any other committees of the Board of Directors or the members of any committee of the Board of Directors;
- f. Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- g. Approve any transaction (1) in which the corporation is a party and one or more directors has a material financial interest; or (2) between the corporation and one or more directors or between the corporation or any person in which one or more of its directors has a material financial interest.

6.3 Advisory Committees

The Board may from time to time appoint such advisory committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such advisory committees shall not be deemed committees of the Board and shall not exercise any power of the Board.

6.4 Proceedings and Reports

The Founder and Board shall have power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall determine the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Founder and the Board. Minutes shall be kept of meetings of each committee and the presiding member of each committee shall regularly report to the Board on action taken by that committee.

7. INDEMNIFICATION

7.1 Indemnification

This corporation may, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article 7, an “agent” of this corporation means any person who is or was a director, officer, employee or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise.

7.2 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

7.3 Insurance

Except as provided by law, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this corporation would have the power to indemnify the agent against such liability.

8 MISCELLANEOUS

8.1 Corporate Records

The corporation shall keep at its principal office:

- a. Adequate and correct books and records of account;
- b. A copy of these Bylaws, as amended to date; and
- c. Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

8.2 Inspection

Every director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the corporation. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

8.3 Budget

The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

8.4 Notices

All notices or other communications required or permitted by these Bylaws, except as otherwise specified by law, shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the corporation.

8.5 Checks, Drafts, and Evidences of Indebtedness

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

8.6 Signing Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or sign any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

87.7 Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or by the President are each authorized to vote and to represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. This authority may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly signed by said officer.

8.8 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a corporation and a natural person. All references in these Bylaws to the California Nonprofit Public Benefit Corporation Law shall be deemed to be to such law as it may be amended and in effect from time to time. References to Articles and Sections are to Articles and Sections of these Bylaws unless the context clearly indicates otherwise.

8.9 Fiscal Year

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

8.10 Amendment

New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of a majority of the directors then in office, *provided that*, subject to Section 3.8 (Role of the Founder), such adoption, amendment or repeal shall not become effective until it is approved by the Founder, and the second sentence of Section 5150(d) of the California Corporations Code shall not apply.[End of Bylaws.]

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that < he / she > is the duly elected and acting Secretary of World Brain Mapping Foundation, a California nonprofit public benefit corporation, and that the foregoing Bylaws constitute a true and correct copy of the Bylaws of the corporation as in effect on this date.

SIGNED on _____, 2013.

_____, Secretary

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