



Healthcare Foundation

Non-profit Corporation Bylaws

Amended and Adopted on July 16, 2013

ARTICLE 1 Offices

1.1 The principal office of the Manu'a Healthcare Foundation, Inc. ("Corporation") for transaction of its business shall be:

1.1.2 **Physical Address:**



**MANU'A HEALTHCARE FOUNDATION, INC.
982925 Tuitasi Farm Rd., Malaeloa-Aitulagi
Pago Pago, American Samoa 96799**

1.1.3 **Mailing address:**



**MANU'A HEALTHCARE FOUNDATION, INC.
P.O. Box 982925
Pago Pago, American Samoa 96799**

1.1.4 **Change of Address.** The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary by noting the changed address and effective date below:

_____ Date



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

1.1.5 **Other Offices.** The Corporation may also have offices at such other places, within or without the Territory of American Samoa, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2

Members

2.1 **Determination of Members.** The Corporation shall make no provisions for members. However, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of the Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors. Furthermore, all rights which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of the Corporation, shall vest in the Directors of this Corporation.

ARTICLE 3

Directors

3.1 **Number.** The Corporation shall have up to twenty-five (25) Directors but not less than three (3) and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

3.2 **Powers.** Subject to the provisions of American Samoa Non-profit Public Benefit Corporation Laws and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

3.3 **Duties.** It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation, or by these Bylaws.



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws. Except for an excused absence from a particular meeting of the Board of Directors that has been approved by the Board pursuant to Section 3.18, a Board Member may petition the Board for a leave of absence from his/her duties as a director.
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.
- (f) Elect Directors to fill any vacancy caused by the end of term, death, resignation, removal, and disqualification or otherwise.
- (g) Remove any Director as provided in Section 3.18.
- (h) Approve any compensation for services performed in the conduct of the Corporation's business by all those related by blood or by marriage to any Member of the Board or employee of the Corporation

3.4 **Terms of Office.** The Directors will be elected for four (4) year terms. The terms of the Directors shall be staggered so that some of the Directors are elected or re-elected each year.

3.5. **Compensation.** Directors shall serve without compensation or reimbursement for expenses incurred in attending any duly called meeting.

3.6. **Restriction Regarding Interested Persons.** All directors and employees have an obligation to:

- (a) Avoid conflicts of interest, or the appearance of conflicts, between their personal interests and those of the Foundation in dealing with outside entities or individuals;
- (b) Disclose real and apparent conflicts of interest to the Board of Directors, and;
- (c) Refrain from participation in any decisions on matters that involve a real conflict of interest or the appearance of a conflict.

For purposes of this Section, an Interested Person means:



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

- (a) Any person currently being compensated by the Corporation for services rendered to the Corporation within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise;
- (b) Any person currently employed by or serving as an officer, director, shareholder or owner of an interested entity;
- (c) Any brother, sister, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

3.7 Places of Meetings. Meetings shall be held at the Corporation physical address, unless otherwise provided by the Board or at a mutually agreed upon location, provided there is at least one weeks advance notice. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently;
- (b) Each member is provided the means of, and required documents for, participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by the corporation.

3.8 Regular and Annual Meetings. Annual meetings of the Board of Directors shall be held without notice at the regularly scheduled meeting in December each year. If the day fixed for the annual meeting of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

3.9 Special Meetings. Special meetings of the Board of Directors may be called by any Officer or any two (2) Directors, and such meetings shall be held at the place, within American Samoa, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

3.10 Notice of Special Meetings and Adjourned Meetings. Special meetings of the Board shall be held upon four (4) days notice by first class mail or forty eight (48) hours notice delivered personally, by e-mail or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

held no more than twenty four (24) hours from the time of the original meeting. If the meeting is adjourned for more than twenty four (24) hours, notice of the adjournment shall be given prior to the time of the adjourned meeting to any Directors absent from the original meeting.

3.11 Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

3.12 Waiver of Notice and Consent to Hold Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. These waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.13 Quorum for Meetings. A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 3.10 of this Article III.

The Directors present at a duly called and held meeting at which a quorum initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for that meeting or a greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

3.14 Majority Action as Board Action. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the American Samoa Non-profit Public Benefit Corporation Laws, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

3.15 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman or the Co-Chairman(s) of the Board, or, in his or her absence, by the Vice-Chairman or, in the absence of each of these persons, the duly elected Treasurer of the Board. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by modified Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with provisions of law.

3.16 Action by Unanimous Written Consent without Meeting. An action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

3.17 Voting by Electronic Means. For actions not required by law, if the Executive Committee determines that such matter of business must be concluded before a scheduled board meeting and that a special board meeting is not feasible, it will authorize the Co-Chairman(s) to communicate the issue(s) to the full board by telephone, fax or electronic mail. The issue(s) to be decided will be based on majority vote of a quorum who responds to the request for a decision within the time specified.

3.18. Vacancies. Vacancies on the Board of Directors shall exist (i) on the death, resignation or removal of any Director, and (ii) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty in following of the American Samoa Non-profit Public Benefit Corporation Law. The Board must provide ten (10) days written notice to any Director of its intent to declare his or her directorship vacant. The Board of Directors may also declare vacant, pursuant to American Samoa law, the office of any director who, without excuse approved by the Board, is absent from three or more consecutive regular meetings of the Board. An absence may be excused by the Board for any good cause such as illness, out-of-town travel or an unavoidable scheduling conflict.

Any Director may resign effective upon giving written notice to the Chairman or the Co-Chairman(s), the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

resignation. No Directors may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

New members to the Board must be elected by a majority vote of a quorum. A person elected to fill a vacancy shall hold office until the regularly scheduled expiration date of the seat being filled or until his or her death, resignation or removal from office.

3.19 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.20 Indemnification by Corporation of Directors, Officers, Employees and other Agents. To the extent that a person, who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of the American Samoa Non-profit Public Benefit corporation laws. This Corporation shall advance the reasonable expenses as they are actually incurred to such a person upon said person's signing an undertaking to repay the advances should he or she not prove to be successful in the defense of the suit.

3.21 Insurance for Corporate Agents. The Board of Directors must ensure maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power of indemnify the agent against such liability under any

ARTICLE 4

Officers

4.1 Number of Officers. The officers of the Corporation shall be a Chairman or two Co-Chairmen, a Vice Chairman, a Secretary and a Treasurer. The Corporation may also have, as determined by the Board



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

of Directors, one or more Assistant Vice Chairmen, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chairman or Chairman of the Board.

4.2 Qualification, Election, and Term of Office. Any Director may serve as an officer of this Corporation. Officers shall be elected by the Board on an annual basis for a two-year calendar year term (January – December) with a limit of three (3) consecutive years for the Chairman and three (3) for Co-Chairmen and no term limit for other officers.

4.3 Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

4.4 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or the Co-Chairman or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Failure to comply with the standards contained in the Conflict of Interest policy will result in disciplinary action that may include removal from the Board.

4.5 Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairman or the Co-Chairman(s), such vacancy may be filled temporarily by appointment by the Chairman or the Co-Chairmen until such time as the Board shall fill the vacancy.

4.6 Duties of Chairman or the Co-Chairmen. The Chairman or the Co-Chairmen shall preside at all meetings of the board and executive committee. The Chairman or the Co-Chairmen shall perform whatever duties the board of directors may from time to time assign. The Chairman or the Co-Chairmen and the Executive Director and Fund Development Officer are designated as the principal spokesperson(s) for the Foundation. The Chairman or the Co-Chairmen shall be an ex officio member(s) of each committee except the Governance Committee (or whichever has been designated to fulfill the function for the “Officer Nominations”). As the chief volunteer officer, the board Chairman or the Co-Chairmen is responsible for:

- (a) Leading the board and serving as the contact point for every board member on board issues;
- (b) Setting goals and objectives for the board and ensuring that they are met;



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

- (c) Ensuring that all board members are involved in committee activities; assigning committee chairs;
- (d) Facilitating board meetings.

4.7 **Duties of Vice Chairman.** The Vice-Chairman shall carry out the duties of the Co-Chairmen when the Co-Chairmen are absent or incapacitated; shall have the same power and duties as the Co-Chairmen when acting in that capacity; and shall perform whatever duties the board may from time to time assign. The Chairman or the Co-Chairmen may delegate any or all of his or her powers to the Vice Chairman.

4.8 **Duties of Secretary.** The Secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given, notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary subject to the control of the board of directors and shall perform, or cause to be performed, other duties as may be prescribed by the board of directors, including:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Corporation, if a seal has been adopted, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.
- (e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the Corporation.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

4.9 **Duties of Treasurer.** The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The Treasurer shall give to the Chairman or Co-Chairmen, or board, whenever they require it, an account of transactions as Treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, including:

- (a) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (b) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
- (c) Prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

4.10 **Executive Director and Fund Development Officer.** The Executive Director and Fund Development Officer are responsible for administering the program of the corporation. The Executive Director and Fund Development Officer are accountable to the board of directors and shall work closely with the board to fulfill its objectives. The Co-Chairmen and the Executive Director and Fund Development Officer are designated as the principal spokesperson(s) for the Foundation. The Executive Director and Fund Development Officer, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the corporation. The Executive Director and Fund Development Officer may hire other staff members as the board of directors authorizes. The Executive Director and Fund Development Officer shall be an ex officio member of the board. The Executive Director and Fund Development Officer shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director and Fund Development Officer are discussed.

4.11 **Other Staff.** All other staff shall be supervised by and accountable to the Executive Director and Fund Development Officer.

4.12 **Hiring Policies.** Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother or sister, son or daughter) of any board member, or of any person who will supervise the employee.



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

ARTICLE 5

Committees

5.1 **Executive Committee.** The Board of Directors shall, by a majority vote of Directors then in office, establish an Executive Committee. The Executive Committee shall be composed of the Officers of the Board of Directors and Standing Committee Chairmen, each vested with full voting authority. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board. The Executive Committee is authorized to act and make decisions on behalf of the entire board when urgent matters arise between regularly scheduled board meetings. The executive committee is obligated to present its actions to the entire board if a decision has been made in its absence. The Board may delegate to such Committee any of the powers and authority of the Board in the management of the Board, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board or the members, thereof;
- (f) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided within any American Samoa Public Benefit Corporation law;

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

5.2 **Standing Committees.** The Standing Committees of the Board shall be nominated in accordance with these Bylaws. Terms of office for members of Standing Committees shall be two years. The Chairpersons of the Standing Committees of the Board shall be appointed by the Chairman of the Board and shall concurrently serve on the Executive Committee. Chairpersons of the Standing Committees remain in office until the appointment of the new chairperson. For all standing committees, a quorum shall be simple majority (51%).



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

There shall be seven Standing Committees: Executive Committee, Communications Committee, Finance Committee, Fund Development Committee, Governance Committee, Grant Review Committee, and Advisory Council.

5.3 **Other Committees.** The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist in whole or in part of persons who are not also members of the Board. Any such committee that will only act in an advisory capacity shall be clearly titled as "advisory" committees.

5.4 **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions 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 fixed by resolution of the Board of Directors or by the committee. Committees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6

Execution of Instruments, Deposits and Funds

6.1 **Execution of Instrument.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to 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 specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

6.2 **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be executed in accordance with the then current, Board approved, "Accounting & Financial Policies and Procedures Manual".

6.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

6.4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 7

Corporation Records, Reports and Seal

7.1 **Maintenance of Corporate Records.** The Corporation shall keep at its principal office in the Territory of American Samoa, or through electronic data storage means:

- (a) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, the names of those present, actions taken and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

7.2 **Corporate Seal.** The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

7.3 **Director's Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

7.4 **Right to Copy and Make Extracts.** Any inspection under the provisions of this Article VII may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

7.5 **Annual Report.** The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) The annual report shall note any report thereon of independent auditors and accountants, and make such documents readily available upon request

ARTICLE 8

Restrictions

8.1 **Dedication of Assets.** This Corporation's assets are irrevocably dedicated to public benefit, education, medical research and charitable purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or Corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under United States of America Internal Revenue Code Section 501(c)(3).

8.2 **Private Foundation Restrictions.** This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942, shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d), shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), shall not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944, and shall not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d).

8.3 **Donor Restricted Funds.** To the extent that the Corporation receives funds restricted by the donor for a specific purpose, such funds will be segregated in the corporation's books as restricted and will only be used for the purpose designated by the donor. However where, in the opinion of at least 2/3rds of the then presiding board, such funds cannot practically be used for such purpose, a designated beneficiary is no longer in existence, or has ceased to function in a manner consistent with the Foundation's charitable needs, or if so used may subject such funds to the claims of creditors or otherwise



Non-profit Corporation Bylaws

MANU'A HEALTHCARE FOUNDATION, INC.

not be used for the purpose intended by the donor, then the Board of Directors may, in its discretion (after review of the donor's original charitable intent), direct the affected Donor-Restricted Fund to the next best use.

Similarly, if the field of interest has become unnecessary, obsolete, incapable of fulfillment or impractical, then the Board of Directors may, in its discretion (after review of the donor's original charitable intent), direct the affected Donor-Restricted Fund to the next best use. If no such alternative is feasible, the Board of Directors may convert the Fund to the General Unrestricted Fund of the Foundation.

ARTICLE 9

Bylaws

9.1 **Amendment.** Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

[Remainder of page intentionally left blank; additional signature page for Bylaws to follow]



Non-profit Corporation Bylaws


MANU'A HEALTHCARE FOUNDATION, INC.

[signature page to Bylaws]

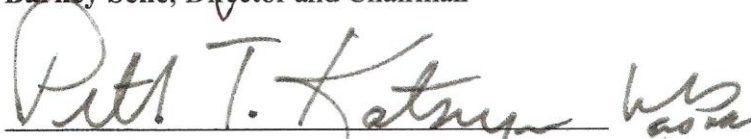
CERTIFICATE OF CHAIRMAN, CO-CHAIRMEN and SECRETARY

As Chairman or Co-Chairmen and Secretary of **MANU'A HEALTHCARE FOUNDATION, INC.**, an American Samoa non-profit public benefit Corporation, we certify that the above Bylaws, consisting of sixteen (16) pages, are the Bylaws of this Corporation as originally adopted, on **July 16, 2013** and that they have not been amended or modified since that date.

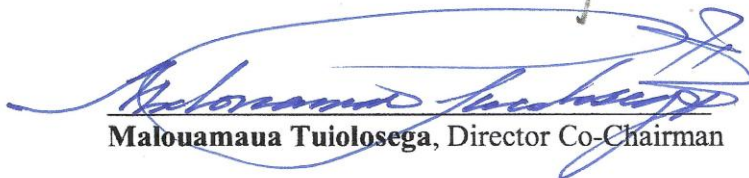
Executed on 21st August 2013 at Pago Pago, American Samoa



Barney Sene, Director and Chairman



Peter T. Katsiyiannis, Director and Co-Chairman



Malouamaua Tuiolosega, Director Co-Chairman