

Article 1 – Name

The name of the corporation shall be REACHING ACROSS BORDERS Inc, a New Jersey nonprofit corporation.

Article 2 – Location

2.1. The principal office of the corporation is to be located at 100 Clifton Place #204, in the City of Jersey City, of Hudson County, New Jersey, NJ 07304.

2.2. The corporation may also have offices at such other places, within or without the State of New Jersey, 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 3 – Powers and Purposes

3.1. The corporation is organized exclusively for charitable, 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, or the corresponding section of any future federal tax code. The initial mission of the corporation is to promote improved mental health wellbeing through education, support, empowerment, research, and advocacy, and to change minds about seeking mental health services among vulnerable communities globally.

3.2. The corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit corporations organized under the laws of the State of New Jersey.

Article 4 – Limitations

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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 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.

Article 5 – Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 6 – Initial Trustees

The names and addresses of the persons who are the initial founding trustees of the corporation are:

Raiza Kolia, 100 Clifton Place #204, Jersey City, NJ 07304

Ernst Mucke, 100 Clifton Place #204, Jersey City, NJ 07304

Article 7 – Members

The corporation shall not have any members.

Article 8 – Directors

8.1. The Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

8.2. There shall be a Board of Directors of the Corporation of not less than three (3) persons and not more than eleven (11) persons. The signers of the articles of corporation, as in Article 6, shall elect the initial Board of Directors, and thereafter the members of the Board of Directors shall be elected at the Annual Meeting of Directors.

8.3. Directors of the Corporation shall be elected at the Annual Meeting of the Board of Directors to serve for a term of three (3) years or until their successors are elected and qualified.

8.4. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

8.5. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal.

8.6. Directors shall not receive salaries for their services, but any expenses of regular or special meeting attendance or occurred while conducting the official business of the corporation, including but not limited to the duties of the Treasurer of the corporation, may be

compensated by resolution of the Board of Directors. The corporation shall not provide personal loans to any Director.

Article 9 – Board Meetings

9.1. An Annual Meeting of the Board of Directors shall take place each year at such time, date and place as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Directors and Officers of the Corporation and to transact such other business as may properly come before the meeting.

9.2. Regular meetings of the Board of Directors shall be held at least four (4) times per year upon call of the President.

9.3. Special meetings of the Board of Directors may be called by the President, or by any three (3) Directors, on five (5) days' notice, to be held at such time, day and place as shall be designated in the notice of the meeting.

9.4. Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

9.5. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

9.6. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

9.7. Any action required or permitted to be taken at a meeting of the Directors may be taken as an Action by Unanimous Consent, without a meeting, if: (a) Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent. And: (b) Consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.

Article 10 – Officers and Agents

10.1. The officers of the corporation shall minimally consist of a President, a Vice-President, a Secretary, and a Treasurer. It is possible for an individual to hold two separate offices, if required, but with the exception that the President cannot also serve as the Secretary.

10.2. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

10.3. The Board of Directors shall elect the officers of the Corporation at the Annual Meeting. The officers of the Corporation shall hold office for terms of three (3) years or until their successors are elected and qualified. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term. An officer whose term of office has not expired may continue in such office, and continue for such term as a Director, regardless of the Director term limitations in Article 8.

10.4. The Board of Directors may also designate Committees as they deem necessary for the efficient conduct of the business of the Corporation, which committees may consist either of members of the Board of Directors or such other persons as are designated in the resolution authorizing the creation of that committee. Examples of Committees include but are not limited to Executive Committee, Finance Committee, Audit Committee, and Program Committee. Such committees may be discontinued when no longer deemed necessary.

10.5. The Board of Directors may appoint a group of volunteers to serve on an Advisory Board. The role of these non-voting Advisors will be to support the Board of Directors and to be available to give them guidance and advice as needed.

Article 11 – General

11.1. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

11.2. The corporation shall operate on a fiscal year ending December 31. Alteration of the fiscal year by the Board of Directors shall not require amendments of these Bylaws.

11.3. The corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, foundations, charities, and governments and governmental agencies.

11.4. The Board of Directors shall determine what depositories shall be used by the corporation as long as such depositories are authorized to transact business by the State of New Jersey and are federally insured. All checks and orders for the payment of money from said depository

shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

11.5. The corporation shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Jersey law as then in effect, and comply with the State guidelines for nonprofit corporations. Each Director, Officer, or Committee member shall have an affirmative duty to disclose to the corporation each transaction with the corporation that would be a pecuniary benefit transaction as to that Officer, Director, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction.

Article 12 - Amendments

These Bylaws or Articles may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds of all the Directors of the Corporation, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days prior to such meeting.