



Bylaws & Executive Operational Framework

Manifest Dreams

Article I – Name and Purpose

Current Focus

Manifest Dreams is a mission-driven organization dedicated to ending the starving artist narrative by providing creators with the business support, infrastructure, and resources necessary to prioritize their craft over financial survival. Founded to operate with modern efficiency and measurable impact, the organization is designed to reduce unnecessary administrative friction while maintaining full legal and fiduciary compliance. Manifest Dreams exists to build a sustainable ecosystem in which creative work is respected, protected, and empowered.

By bridging the gap between artistic passion and professional stability, Manifest Dreams ensures that talent across all disciplines can thrive while strengthening the cultural fabric of the communities it serves.

Operational Intent

The Charity shall operate as a multidisciplinary, executive run system designed for scalable program deployment, cross departmental independence, and high efficiency governance. Decision-making shall remain:

- Transparent
- Accountable
- Mission aligned
- Capable of rapid execution under authorized circumstances

This operational framework is intended to support both local autonomy and centralized oversight as the organization expands.

Mission Commitment Clause

By joining Manifest Dreams, all board members, directors, officers, and affiliated members affirm their commitment to actively support and uphold the mission and current operational focus of the organization in good faith and in alignment with its governing documents.

Article II - Offices

- The principal office is located in the state of Nevada.
- Additional offices may be established with their own boards and functions.

Article III - Governance and Executive Hierarchy

Tier 1 – Executive Board

The Executive Board holds the highest level of authority and maintains full oversight of the entire organization. This body is responsible for all high-level strategic decisions, comprehensive management of nonprofit functions, and the maintenance of essential organizational documentation. The Executive Board ensures total accountability and alignment with the mission of Manifest Dreams.

All decisions made by Tier 1 are final and may override the decisions of any lower tier. Lower tiers may propose changes, but any action that conflicts with the mission or governance of the organization is subject to Executive Board review and approval.

Tier 2 – Regional Board

The Regional Board manages activities within a specific geographic territory or state. This tier has the authority to make regional strategic decisions and ensure all local chapters within their territory operate in compliance with organizational standards.

Tier 2 members serve as a **developmental governance tier**, assisting in organizational expansion and evaluating members for potential promotion to Tier 1. Tier 2 authority is subordinate to Tier 1, and all strategic decisions may be reviewed and overridden by Tier 1. Tier 2 members may not make changes to organizational structure, cross-territory budgets, or governance rules without explicit approval from Tier 1.

Tier 3 – Local Board

The Local Board serves as the primary governing body at the municipal level. This tier is responsible for overseeing city-specific activities and operational functions within its jurisdiction. Local Boards ensure mission execution while remaining responsive to the needs of the local creative community.

Local Boards may manage budgets and projects relevant to their city and coordinate with Tier 2 for regional alignment. Local Board authority is subordinate to both Tier 2 and Tier 1, and no local action may conflict with the governance or mission direction established by higher tiers.

Directors

Directors manage specific departments and execute operational decisions within their areas of responsibility. Directors implement the vision of higher tiers and report to the Local or Regional Board as appropriate. Directors are accountable for day-to-day operational performance and may escalate strategic or structural issues to higher tiers.

Directors have authority only within the scope of their department and may not make organizational-wide policy, budgetary, or governance decisions without approval from the appropriate Board tier.

Article IV – Power Interaction

Presidential Authority

The President of each Board or Tier retains final strategic authority over their respective Board or Tier. The President may override decisions of lower levels with documented justification.

Overrides may not:

- Make structural changes or alter the power of the President's Tier or any higher Tier
- Compromise nonprofit integrity

- Violate Manifest Dreams operational structure, financial integrity, or 501c3 compliance

All overrides are subject to review only by a higher Tier Executive Board (Tier 1) is the highest authority in the organization. Decisions of Tier 1 may only be amended or reversed by a majority vote of Tier 1 itself. No lower Tier may override Tier 1 decisions.

Vice President Authority

The Vice President, if elected, shall serve as acting President in the President's absence for their respective Board or Tier, unless the President designates otherwise in writing.

Treasurer Authority

The Treasurer may temporarily halt the execution of financial directives to prevent:

- Violations of IRS or state charitable law
- Breaches of fiduciary duties
- Risk to solvency or operational sustainability

Any financial halt must be documented. A financial halt may be reviewed or overridden by a higher Tier, but may not impede the execution of decisions made by the Executive Board (Tier 1). Tier 1 decisions take precedence over any lower Tier financial action.

Article V – Replacement of Unfilled Roles

Board Vacancies

If an officer role becomes vacant, it shall be filled through one of the following methods:

- The Board may elect a qualified member to fill the vacancy.
- If no qualified member is available, the Board may temporarily absorb the duties of the vacant role until a replacement is elected or appointed.

All decisions regarding vacancies must be documented in a Board meeting. If the Board cannot reach a decision, the matter shall be resolved by the next higher ranking Tier. The Executive Board (Tier 1) shall retain final authority over all such decisions.

Temporary Role Delegation

- If only one member of a Board is present, that member may temporarily fulfill all duties of the vacant role until a replacement is appointed.
- The Board may temporarily delegate duties to lower ranking Tiers to ensure operational continuity. Such delegation must be documented and agreed upon by both parties:
 - Party A: The Executive or higher ranking Board member authorizing the delegation
 - Party B: The lower ranking Board member assuming temporary duties

Promotion and Evaluation Clause

Any member of a lower tier may be considered for promotion to the next higher tier based on demonstrated performance, alignment with the mission, and evaluation by the appropriate Board. Temporary delegation of responsibilities may serve as an opportunity to assess readiness for promotion. Failure to perform or fulfill responsibilities may result in immediate removal from delegated duties or reassignment without prejudice.

Article VI – Board Duties

Board Functions

Boards are responsible for providing high-level governance, reviewing operational performance annually, and ensuring compliance with legal requirements and the directives of higher tier Boards.

Boards shall not interfere in daily management except in the following circumstances:

- Suspected legal violations
- Evidence of breach of fiduciary duty
- Clear deviation from the mission of Manifest Dreams

Board Responsibilities

Boards are expected to lead by example and actively advance the mission of Manifest Dreams. Responsibilities include, but are not limited to:

- Hiring new nonprofit members and onboarding volunteers
- Taking initiative to ensure operational efficiency
- Supporting mission-driven projects and activities
- Maintaining organizational values and standards at the highest level

Board members are required to actively participate in their duties and to act in good faith in alignment with the mission. Inactivity, failure to fulfill responsibilities, or engagement contrary to the mission may result in review, reassignment, or removal according to the procedures outlined in these bylaws.

Article VII – Voting Mechanisms and Officer Terms

Voting Cycle and Terms

- All Board positions, including Tiers 1–3, follow a 7-year term cycle.
- Positions are non-permanent; reelection or replacement occurs every 7 years.
- Re-elections are allowed once for a maximum total service of 14 years on the Manifest Dreams Board.
- Voting for officers shall be held prior to the start of the fiscal year. Higher tiers are responsible for electing officers of lower tiers.
- Criteria for election, including performance and mission alignment, shall be determined by the voting Board and may include review or interviews.

Tier 1 Voting Cycle and Terms

- Tier 1 Board positions follow the same 7-year cycle.
- Re-elections are allowed once for a maximum total service of 14 years, including founders.
- Tier 1 elections shall be conducted organization wide. Tier 2 members submit votes as part of the electoral process.
- All Tier 1 election results are documented and maintained in official records.
- In the absence of a Tier 2 Board, or if the founding members determine that the nonprofit is not yet fully established, the Executive Board may conduct internal elections at its discretion.

General Voting

- A majority vote of active Board members is required for routine, day-to-day resolutions.
- Each tier handles voting within its scope, unless a higher tier overrides as outlined in Article IV – Power Interaction.

Board of Directors (Tier 4)

- Tier 4 members vote only on departmental matters and shall escalate issues beyond their scope to the appropriate higher tier.
- Tier 4 members may not vote on Tier 1–3 elections or governance decisions.

Vacancies

- Mid-term vacancies shall be filled in accordance with Article V – Replacement of Unfilled Roles.

Article VIII – Board Promotion Mechanisms

Promotion from Lower Tiers

When a vacancy arises in a higher-tier Board or department, members of lower tiers may submit a request to be considered for promotion.

Requests for promotion must be accompanied by a plan to fill any resulting vacancy in the member's current role.

All promotion requests shall be reviewed and approved by the appropriate higher-tier Board, following:

Performance evaluation

Alignment with the mission of Manifest Dreams

Interviews and any additional review as deemed necessary

Consideration for promotion shall first prioritize internal candidates within the nonprofit. If no suitable internal candidate is found, external candidates may be considered.

Final approval for promotion is determined by a vote of the higher-tier Board, in accordance with Article IV Power Interaction.

Article IX – Board Default Roles

Tier 1 – Executive Board

- **President:** Oversees executive-level functions of the organization, ensuring alignment with the mission and current focus.
- **Treasurer:** Maintains financial integrity, budgeting, and accurate financial records for the board.
- **Secretary:** Keeps precise records of all meetings and supports board operations.

Tier 2 – Regional Board

- **President:** Oversees executive-level functions within their jurisdiction, upholding the mission and focus of the organization.
- **Treasurer:** Manages budgeting, financial integrity, and records for their region.
- **Secretary:** Maintains meeting records and supports board operations within their tier.

Tier 3 – Local City Board

- **President:** Oversees executive-level functions within their city jurisdiction, ensuring mission alignment.
- **Treasurer:** Maintains local budgeting, financial integrity, and records.
- **Secretary:** Records meeting notes and supports board operations locally.

Tier 4 – Directors

This tier serves operational functions as needed by any board. Common roles include:

- **Director of Public Relations:** Handles public outreach and builds systems to engage the community, companies, and other entities to advance the mission while maintaining a positive organizational image.
- **Director of Social Media:** Manages the organization’s public-facing online presence in coordination with marketing and sales roles.
- **Director of Marketing:** Oversees research and development, advertising, and graphic design; develops strategies to advance the nonprofit’s mission and focus.

Shared Responsibilities of All Board Roles:

- Coordinate and create opportunities for the community
- Onboard new members, managers, employees, and volunteers
- Maintain smooth daily operations of Manifest Dreams

Flexibility Clause:

- Board positions are not final. New positions may be created, and responsibilities may be updated as operational needs evolve to ensure effective day-to-day functioning and mission alignment.

Article X – Failure to Fulfill Duties

General Duty

- All Board positions, including Tier 1, are non-permanent and subject to review.
- Every Board member must uphold the mission of Manifest Dreams and demonstrate the ability to fulfill the responsibilities of their position.

Failure to Attend Meetings

- Absences must be reported and documented in advance.
- Repeated unexcused absences may result in a probationary period, during which the Board member is at risk of:
 - Demotion
 - Reassignment of their role
 - Removal from the Board
- Decisions regarding attendance failures are made by the member's current tier Board or escalated to a higher-tier Board if a resolution cannot be reached. All actions must be documented.

Failure to Perform Duties

- Board members have a duty to maintain integrity, uphold the mission, and lead by example.
- Abandoning duties, failing to participate meaningfully, or otherwise neglecting responsibilities may trigger:
 - Review by the current Board or higher-tier Board
 - Direct removal or reassignment depending on severity
- All decisions must be documented. Obligations must be reasonable, achievable, and applied fairly, without retaliation.

Probationary Period

- A probationary period of one month may be instituted for lower-level duty failures.
- During probation, the Board member must meet reasonable performance standards as defined by their Board and escalated for higher-tier review if necessary.

- Failure to meet duties during probation may result in demotion or removal, at the discretion of the current or higher-tier Board.

Article XI – Legacy

Purpose

This article governs the responsibilities and powers of founding members after they leave active office. It ensures the fulfillment of Manifest Dreams’ mission, protects founding members, and safeguards organizational integrity, including provisions for dissolution if necessary.

Modification to the Bylaws

- Only founding members may modify, amend, or alter the following sections of the bylaws to maintain nonprofit integrity and prevent mismanagement:
 - Article III – Governance and Executive Hierarchy
 - Article IV – Power Interaction
 - Article VII – Voting Mechanisms and Officer Terms
 - Article XI – Legacy
 - Article XVIII - Dissolution

Dissolution

- Upon successful execution of Manifest Dreams’ mission, the organization shall be dissolved in accordance with applicable laws.
- If the standing Board fails to execute proper dissolution or violates the guidelines of this document, founding members may intervene and enforce dissolution without Board approval.

Future Intervention

- Founding members hold authority that supersedes all Boards in the event of mismanagement, mission deviation, or organizational disrepair.
- Founding members may temporarily form a **high-authority Legacy Board**, exceeding Executive Board powers, to realign and repair the organization until it can independently continue operations or is dissolved.
- Legacy powers may not be exercised while a founder remains an active Board member.

Legacy Board Members (Founders)

- Hamat Calderon
- Mark Anthony Seltzer

Death and Succession

- In the event of a founder's death, the founder may designate a successor to inherit Legacy powers.
- The successor cannot be a family member and must be trusted to fulfill the duties of the founding members objectively.
- If no successor is designated or deemed suitable, authority and responsibilities transfer to the standing Executive Board.

Article XII – Modification of the Bylaws

Purpose

This document establishes the foundational structure of Manifest Dreams and guides the organization in fulfilling its mission. As the organization grows and evolves, amendments may be necessary to address new operational needs.

Amending Authority

- The **Executive Board** holds the sole authority to amend these bylaws.
- Individual boards may create internal rules and documentation specific to their operations, but **bylaws themselves may only be modified by the Executive Board.**
- Amendments must follow a **majority vote of the Executive Board** and **must not conflict with any locked provisions.**
- Any article or section explicitly designated as **immutable** requires **consultation with the authority responsible for that section** (e.g., Founders for Legacy-related articles).

Limits on Amendments

- No amendment may violate the nonprofit's **mission, 501(c)(3) compliance, or legal obligations.**
- Sections explicitly locked by prior designation may only be amended following **pre-approved procedures as outlined in this document.**

Article XII – Structure

Purpose

This article establishes the operational hierarchy of Manifest Dreams, modeled in part after well-known governing frameworks to provide clarity, accountability, and efficient decision-making across all levels of the organization.

Tier 1 – Executive Board

- Holds the **highest authority** within the organization.
- Responsible for overseeing and executing functions that lower tiers cannot fulfill.
- Operates at the **national or international level**, depending on the organization's current scope.
- Ensures total alignment with the mission and compliance with nonprofit laws.

Tier 2 – Regional Board

- Oversees activities and operations within their **specific state or region**.
- Manages Tier 3 operations and intervenes in lower-tier responsibilities when necessary.
- Acts as a link between Tier 1 (Executive Board) and Tier 3 (Local Boards).

Tier 3 – Local Board

- Oversees all operations and daily functions within their **municipality or city**.
- Drives the mission forward locally and ensures compliance with regional laws.
- May elect Directors and implement management styles appropriate for their locality.

Interactions Between Tiers

- Each tier has defined duties, but **responsibilities of lower tiers may overlap or be overridden** if a higher tier deems it necessary.
- All tier interactions must be **documented and aligned with the mission**, ensuring accountability and continuity across the organization.

Article XIII – Financial Operations

Purpose

This article establishes the governance, oversight, and operational procedures for all financial matters within Manifest Dreams. Each tier is responsible for its own finances, while maintaining alignment with higher-tier oversight and nonprofit compliance.

Financial Structure

- **Local funds:** Tier 3 and local boards use local funds to drive their mission-specific initiatives.
- **Regional coordination:** Tier 2 boards coordinate with local boards to create budgets, cover expenditures, and allocate resources.
- **Treasurer authority:** The treasurer is the **primary authority** for budgeting and releasing funds, but must work collaboratively with other board members.
- **Escalation:** If a board cannot fund operations, requests can be escalated to higher tiers, up to the Executive Board.
- **Documentation and voting:** All financial decisions, expenditures, and capital allocation must be **documented and approved** through appropriate board mechanisms.
- **Incoming capital:** All incoming funds must be deposited in **Executive Board-approved accounts and systems** to ensure IRS compliance.

Treasurer Powers and Oversight

- Each tier's treasurer may **audit accounts** and **call for an immediate spending freeze** if fiduciary risk is suspected.
- Spending freezes remain in effect until **either lifted by the treasurer** or reviewed by the **Executive Board**.
- Daily operational expenses must be reasonable and **cannot be for self-benefit**.

Payroll and Compensation

Employees and Directors

- Compensation must comply with **local and federal law**.
- Determined by **Tier 3 or higher boards**, as appropriate for their department or jurisdiction.

Board Members

- Compensation must be **reasonable, IRS-compliant**, and may not exceed **national averages** for the role.
- **Payroll for Tier 1 through Tier 3 board members** must be **approved by Tier 1 following a documented vote**.
- **Violations** will result in **immediate suspension of duties**, followed by an internal investigation.
- Any **new board position or member requesting compensation** must be **escalated to the Executive Board for review and approval**.

Volunteers

- Compensation is **discretionary** and must comply with **IRS regulations**.
- Decisions are made by **Tier 3 or higher boards**.

Contractors and Other Staff

- Compensation is determined **on a case-by-case basis** by the appropriate board.

Principles of Financial Governance

- All boards must maintain **collaborative oversight** of finances.
- Expenditures and capital allocation must **prioritize mission fulfillment**.
- Transparency and documentation are required at every step.

Article XIV – Meetings

Frequency and Types

- **Minimum frequency:** Meetings shall be held **at least twice per month**.
- **Emergency sessions** may be initiated by **any two executives or the President**.
- **Operational coordination meetings** may occur **as needed** to ensure smooth operations.
- **Documentation:** All meetings must be **documented and logged**.

Attendance

- All board members are **expected to attend** meetings, with **reasonable notice** provided.
- Attendance is **not mandatory**, but all participation must be **in accordance with Article X – Failure to Duties**.

Voting in Absence

- If a board member **cannot attend a meeting** in which a vote occurs, their vote may be **submitted through an official channel**.
- Official channels must be **designated and documented by the standing boards**.

Article XV – Indemnification

Protection of Officers, Directors, and Members

- Manifest Dreams shall **indemnify its officers, directors, and members to the fullest extent permitted by law**, except in cases of:
 - **Criminal misconduct**
 - **Gross negligence**
 - **Intentional mission sabotage or personal enrichment**

Indemnity Toward the Organization

- All officers, directors, and members **agree to hold Manifest Dreams harmless** from any **losses, damages, or legal claims**, to the extent permitted by applicable law.

Additional Notes

- Indemnification includes **legal costs, judgments, and settlements** incurred in the course of performing duties for the organization, except as limited above.
- Any disputes regarding indemnification shall be **reviewed and decided by the Executive Board**, with documentation maintained.

Article XVI – Acts of God, Force Majeure, and Extraordinary Events

Manifest Dreams Foundation shall not be held liable or responsible for any failure, delay, or interruption in the performance of its duties, obligations, programs, or operations when such failure or delay results from events beyond its reasonable control. Such events include, but are not limited to: acts of God; natural disasters; fires; floods; earthquakes; pandemics or epidemics; war; terrorism; civil unrest; governmental actions; labor disputes; infrastructure or utility failures; supply chain disruptions; or any other unforeseen circumstances rendering performance impracticable or impossible.

In the event of such extraordinary circumstances, Manifest Dreams Foundation reserves the right to temporarily suspend, modify, delay, or restructure its operations, governance activities, programs, voting timelines, or strategic initiatives as reasonably necessary to preserve organizational integrity, ensure compliance with applicable law, and protect the mission of the organization.

For the avoidance of doubt, extraordinary events shall also include scenarios of a nature not reasonably anticipated by modern governance structures, including but not limited to extraterrestrial contact, invasion, occupation, or other non-terrestrial interference with planetary operations.

Following the cessation of any such event, the organization shall resume normal operations to the extent reasonably practicable. Nothing in this Article shall be interpreted as permanently absolving the organization of its obligations, but rather as providing reasonable flexibility during circumstances beyond its control.

Additional Protections Under Extraordinary Circumstances

This Article shall extend to all officers, directors, board members, and authorized agents of Manifest Dreams Foundation. No such individual shall be subject to corrective, disciplinary, or removal action solely due to absence, delay, or inability to perform assigned duties when such circumstances arise directly from an event covered under this Article.

All such events must be reasonably documented in the organizational record, including the nature of the extraordinary circumstance and the period of incapacity or interruption.

For the avoidance of doubt, extraordinary circumstances include, but are not limited to, those events described above, and shall expressly **include scenarios involving non-terrestrial interference, including but not limited to extraterrestrial contact, detention, or abduction.**

Article XVII - Fiscal Year

- Fiscal year: July 1st - June 30th, aligned with most U.S. corporate and grant cycles.
- Voting for officer positions and approval of annual budgets must occur prior to the fiscal year start
- All treasury board members of Manifest Dreams must create a budget for their specific tier during the time stated in this article.

Article XVIII - Dissolution

- Upon dissolution, all assets shall transfer to one or more 501(c)(3) organizations with similar objectives.
- No Assets may revert to any private individual.

Approval & Adoption of Bylaws

We, the undersigned founding members of **Manifest Dreams**, hereby affirm that we have reviewed, approved, and adopted the foregoing **Bylaws & Executive Operational Framework**. These Bylaws are effective immediately upon signing and shall serve as the governing document of **Manifest Dreams** until amended in accordance with Article XII.

By our signatures below, we attest that:

1. We understand and agree to uphold the mission, values, and operational intent of **Manifest Dreams**.
2. We confirm that the authority granted in these Bylaws is in accordance with applicable nonprofit regulations and 501(c)(3) requirements.
3. We acknowledge that these Bylaws supersede any prior versions and shall guide the governance, management, and operational structure of the organization

Founding Members Signatures:

Name	Title	Signature	Date
Hamat Calderon	Founding Member	_____	_____
Mark Anthony Seltzer	Founding Member	_____	_____