

HEALTH AND WELLNESS INSTITUTE WORLDWIDE

ORGANIZATION BYLAWS

Article I. Organization Name

The name of the organization shall be **HEALTH AND WELLNESS INSTITUTE WORLDWIDE**.

Article II. Duration

The period of the corporation shall be perpetual.

Article III. Vision, Mission Statements & Purpose

1. Vision: The vision is to provide cutting edge education – a roadmap to preparedness for physical, mental and emotional wellbeing.
2. Mission: The mission is to promote and encourage physical, mental, and emotional health and wellness and sustainability through education, advocacy and providing health management skills for all.
3. Purpose: **HEALTH AND WELLNESS INSTITUTE WORLDWIDE** is organized exclusively for charitable, educational and literary purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code.

Article IV. Board of Directors

1. General Power: All the general powers will be and are hereby vested in and shall be exercised by the Board of Directors (hereinafter "Board.") The Board maintains ultimate authority in the management and governance of the organization. The Board may, by general resolution, delegate to committees such powers as appropriate.
2. Internal Controls: The Board shall be charged with governance committed to ethical values and competence in every level of the organization's functioning. The Board shall ensure that financial reporting is accurate, reliable and consistent. All Board operations shall be exercised in an effective and efficient manner in compliance with applicable laws and regulations.
3. Board Makeup: The Board shall include one (1) Board position reserved for the Founder of the organization for life.
4. Size: The Board shall consist of a minimum of 3 members and a maximum of 7 members.
5. Compensation: Board members shall not receive compensation for their service. A Board member may receive reasonable reimbursement or allowance for expenses incurred that have been previously approved by a majority of the Board. No loans shall be made to Board members.

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6. Elections: The Board shall be elected at the annual meeting by a majority vote of the voting members. Elections will occur every two (2) years.
7. Term: Board members shall serve a term of two years and may serve a maximum of two consecutive terms. Board members will be appointed in a staggered manner to ensure continuity of the Board of Directors.
8. Selection/Vacancies: Nominees to fill Board vacancies shall be recommended by the Chairperson, Vice-Chairperson, Secretary and Treasurer. Potential Board members will complete an application, participate in an interview and be invited to attend one (1) Board meeting as part of the selection process. Nominated Board members will be voted into office by a majority vote of the current Board of Directors. Board vacancies shall be filled for unexpired term(s) by a majority vote of the Board at a regular meeting.
9. Removal: Removal of Directors shall be by majority vote of the Board of Directors. Any Board member proposed to be removed shall be entitled to at least two weeks written notice of any meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Unexcused absences by a Board member from three consecutive Board meetings constitute eligibility for dismissal from the Board.
10. Resignation: A Director may resign at any time by giving written notice of such resignation to the Board Chairperson.
11. Executive Director: The Executive Director serves as a voting ex-officio member of the Board of Directors throughout the term of his/her employment. S/he is precluded from voting when there is a disclosed conflict of interest. (See Article IX)

Article V. Officers

1. The Officers of the Board shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer as nominated by standing Board members.
2. Elected officers will serve a term of two (2) years and may serve a maximum of two (2) consecutive terms.
3. Officer Responsibilities:
 - a. The Chairperson shall:
 - 1) Attend all Board meetings
 - 2) Oversee Board and Executive Committee meetings
 - 3) Work in partnership with the Executive Director to ensure Board resolutions are carried out
 - 4) Call special meetings, if necessary
 - 5) Appoint all committee Chairpersons and recommends who will serve on committees
 - 6) Assist Executive Director in preparing agenda for Board meetings
 - 7) Assist Executive Director in conducting new Board member orientation activities
 - 8) Oversee search for a new Executive Director

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- 9) Coordinate Executive Director's annual performance evaluation
 - 10) Work with the Board Selection committee to recruit new Board members
 - 11) Act as an alternate spokesperson for the organization
 - 12) Periodically consult with Board members on their roles and helps them assess their performance
- b. The Vice-Chairperson shall:
- 1) Attend all Board meetings
 - 2) Serve on the Executive Committee if one exists
 - 3) Carry out special assignments as requested by the Board Chairperson
 - 4) Understand the responsibilities of the Board Chairperson and can perform these duties in the Chairperson's absence
 - 5) Participate as a vital part of the Board leadership
- c. The Secretary shall:
- 1) Attend all Board meetings
 - 2) Serve on the Executive Committee if one exists
 - 3) Ensure the safety and accuracy of all Board records
 - 4) Review Board minutes
 - 5) Ensure Board minutes are distributed to Board members in a timely fashion
 - 6) Assume responsibilities of the Chairperson in the absence of the Board Chairperson, Board Chairperson-elect, Board Vice-Chairperson
 - 7) Provide notice of meetings of the Board and/or of a committee when such notice is required
- d. The Treasurer shall:
- 1) Attend all Board meetings
 - 2) Maintain knowledge of the organization and personal commitment to its goals and objectives
 - 3) Understand financial accounting for nonprofit organizations
 - 4) Serve as the Chairperson of the Finance Committee
 - 5) Manage, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities
 - 6) Work with the Executive Director and the Chief Financial Officer to ensure that appropriate financial reports are made available to the Board in a timely manner
 - 7) Present the annual budget to the Board for approval
 - 8) Review the annual audit and answer Board members' questions about the audit

Article VI. Committees

1. The Board shall appoint standing and ad hoc committees, as appropriate.
2. The Chairperson shall appoint standing and ad hoc committee Chairpersons.

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3. Each committee will be responsible for meeting and reporting written findings to the Board of Directors. The final responsibility for implementing committee findings rests with the Board of Directors.
4. Other ad hoc committees may be formed for a specific purpose, as necessary. These committees will be dissolved when their work is completed.

Article VII. Regular & Special Board Meetings

1. Regular Meetings: Regular meetings shall be quarterly. The dates for the upcoming year will be determined at the Board Retreat. Regular and special meetings of the Board of Directors will be held at a location convenient to the Board members.
2. Annual Meeting: An annual meeting will be held in October of each year. At the annual meeting, the Board shall elect directors and officers, receive reports on the organization's activities and finances, and develop strategic plans for the upcoming year. The annual meeting will be held at a location convenient to the current Board members. Written notice of the meeting will be provided thirty (30) days in advance by mail, email, text or fax.
3. Notices/Agenda: Regular and annual meeting notices and agendas shall be provided at least five (5) days in advance by mail, email, text, or fax.
4. Special Meetings: Special meetings may be called to discuss business that requires Board approval before the next regular meeting. The meeting may be called by the Chairperson with a majority of Board members available to ensure a quorum is present. A written notice of time, place and purpose must be delivered to each Board member within three (3) days of the special meeting. Board members are limited to making decisions only regarding the purposes indicated in the written notice.

Article VIII. Quorum & Voting

1. Quorum: A majority of Board members present at a regular or special meeting constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date when a quorum can be present.
2. Participation: Directors may participate in a regular or special meeting using communication by which all Directors participating may simultaneously hear each other during the meetings, including in person, internet video meeting, or telephonic conference call.
3. Simple majority: A motion shall be passed by a simple majority of Board members who are eligible to vote and in attendance. (i.e. – one more than half the members present)
4. Breaking a Tie: When the Board is unable to decide based on a tied number of votes, the Chairperson shall have the power to break the tie based on his/her discretion.
5. Abstention/Proxy: An abstention does not count as an affirmative vote. Proxy votes are not allowed requiring all voting Board members to be present at the meeting.

Article IX. Conflict of Interest

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Whenever a director or officer has a financial or personal interest in any matter coming before the Board of directors, the affected person shall: a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article X. Contracts, Loans, Checks, Credit/Debit Cards and Deposits

1. Fiscal year: The fiscal year shall end on December 31.
2. Contracts: The Board may authorize any officer or officers, or agent or agents, to enter any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.
3. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
4. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by both the Chairperson and Treasurer or their appointed agents.
6. Credit/Debit Cards: Credit/Debit cards shall be made available to individuals duly authorized by the Board of Directors to make purchases on behalf of the organization.
7. Deposits: All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select and approve.
8. Gifts and Contributions: The Treasurer may accept, on behalf of the Corporation, any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

Article XI. Amendments

The Board, by majority vote, shall have the power to make, alter, amend or repeal these By-laws at a regular or special meeting where a quorum is present. The entire Board of directors must receive a copy of the proposed changes at least (30) thirty days before the meeting to vote on the proposed change(s) shall be held.

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Article XII. Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, 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 purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XIII. Distributions Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

These By-laws were approved at the organizational meeting of the Board of Directors of **HEALTH AND WELLNESS INSTITUTE WORLDWIDE** on _____.