

**BYLAWS
OF
PALOUSE MINDFULNESS INC.**

ARTICLE 1
NAME AND PURPOSES

Name. The name of this corporation is Palouse Mindfulness Inc. (herein called the "Corporation").

Purposes. The Corporation is organized exclusively for charitable, religious, 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. Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated to make mindfulness meditation available to all.

ARTICLE 2
NO MEMBERS

The Corporation shall not have members.

ARTICLE 3
MEETINGS

3.1 Annual Meeting. The Corporation shall hold an annual meeting once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

3.2 Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office or as otherwise permitted by applicable law.

3.3 Quorum. A majority of the Directors then in office shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.

3.4 Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

3.5 Informal Action. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken

without a meeting if a consent in writing setting forth the action so taken, is signed by a majority of the Directors or all of the members of the committee of Directors, as the case may be.

3.6 Telephone Meetings. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

3.7 **Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Notice shall be provided at least ten (10) days prior to the meeting. If mailed, notice shall be mailed to all Directors of record at the address shown on the corporate books. Notice provided by mail shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. Additionally, notice may be provided by electronic communication to the extent that the provision of notice in such a manner is consistent with applicable law.

3.8 Waiver of Notice. Whenever any notice is required to be given to any Director or committee member of the Corporation under the provisions of any statute, **by the Corporation's Articles of Incorporation as it may be amended and/or restated from time to time (the "Charter")** or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance by a Director or a member of a committee of the Board of Directors at a meeting of the Board or of such committee, respectively, shall constitute a waiver of notice of such meeting, except when such Director or committee member attends such meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 4 DIRECTORS

4.1 General Powers/Number of Directors. The activities, property and affairs of the Corporation shall be managed by its Board of Directors (herein sometimes called the "Board"), which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, **by the Corporation's Charter or by these Bylaws.** The initial Board of Directors of the Corporation shall consist of those Directors named in its Charter or in the Incorporator's Appointment of Directors as the case may be. Provided that the number of Directors is never less than three (3), the number of Directors may be fixed or changed from time to time by the vote of a majority of the Directors.

4.2 **Election and Term of Office.** The Board of Directors shall be elected each year at the Corporation's annual meeting. The Board shall be elected by a majority of the votes of the

then current Board. Each Director shall hold office until the next annual meeting, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

4.3 Removal. A Director may be removed for cause by vote of the Board of Directors provided that there is a quorum of not less than a majority present at the meeting called for that purpose.

4.4 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

4.5 Vacancies. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

4.6 Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

4.7 Directors' Compensation. No Director shall receive compensation for services as a Director or as a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses incurred on behalf of the Corporation or in attending meetings of the Board of Directors or any such committee or from serving the Corporation in any other capacity, such as, for example and not as a limitation, an Officer or employee of the Corporation, and receiving compensation therefore.

4.8 Founder. Notwithstanding anything to the contrary stated herein, to the extent permitted by applicable law, Dave Potter, shall hold the position of a member of the Board of Directors until such person shall resign from that position. Such Director's term shall not be limited, and such Director may not be removed as a Director, except by the unanimous finding by all of the other members of the Board of Directors that: (i) such Director has materially breached such Director's duty of loyalty owed to the Corporation, (ii) such Director has materially breached any other fiduciary duty owed by such Director to the Corporation, or (iii) such Director has committed any other act or omission not in good faith that constitutes intentional misconduct or a knowing violation of the law that materially and adversely impacts such Director's ability or effectiveness to serve as a member of the Board of Directors or the reputation of the Corporation.

ARTICLE 5 OFFICERS

5.1 Officers. The Officers of the Corporation shall be a President, a Vice-President, a

Treasurer, and a Secretary. Two or more offices may be held by one person, except that neither the Secretary, the Treasurer nor any Vice President may serve concurrently as the President.

- 5.1.1 **President/Chairman.** The President shall be the Chief Executive Officer of the Corporation and shall have the general supervision, direction and control of the day to day business and affairs of the Corporation subject to the direction and control of the Board of Directors. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.
- 5.1.2 **Vice President.** The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.
- 5.1.3 **Secretary/Clerk.** The Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Secretary shall keep a record of all minutes of each meeting of the Board of Directors and shall perform such other duties as pertain ordinarily to the office of the Secretary of a corporation or as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.
- 5.1.4 **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the Corporation as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.
- 5.1.5 **Other Officers.** The Board may, but is not required to, elect such other officers as it determines who shall exercise such powers and perform such duties as determined from time to time by the Board.

5.2 Election and Term of Office. The Officers shall be elected annually by the Board of Directors. Each Officer shall serve a one-year term or until a successor has been elected and qualified.

5.3 Removal. The Board of Directors shall have the power to remove an Officer or agent of the Corporation, with or without cause, by a vote of the majority of the Directors then in

office at any meeting of the Board at which a quorum is present.

5.4 Resignation. An Officer may resign his or her office at any time, such resignation shall be made in writing and will take effect immediately without acceptance by the Corporation.

5.5 Vacancy. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE 6 INDEMNIFICATION AND LIMITATION OF LIABILITY

6.1 Indemnification. Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights).

6.2 Limitation of Liability. A Director shall not be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by applicable law.

ARTICLE 7 MISCELLANEOUS PROVISIONS

7.1 Corporate Seal. The Board of Directors may (and shall if required by applicable law) adopt, and from time to time modify, a corporate seal.

7.2 Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its Officers or Directors, and any Directors voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

7.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

7.4 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, 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.

ARTICLE 8 AMENDMENTS

These Bylaws may be altered, amended or repealed, or new bylaws may be adopted at any meeting of the Directors by the affirmative vote of eighty percent (80%) of the number of Directors fixed by these Bylaws, at a meeting called for that purpose.

**ARTICLE 9
CONSTRUCTION**

In the event of a conflict between the Charter and these Bylaws, the Charter shall control.

THE UNDERSIGNED, being the President of the Corporation, does hereby certify that the foregoing are the Bylaws of said Corporation, as originally adopted on this 4th day of May, 2021, by the unanimous written consent of the Directors of the Corporation.

APPROVED:

A handwritten signature in black ink that reads "Dave Potter". The signature is written in a cursive, slightly stylized font.

Dave Potter, President

EXHIBIT B
CONFLICT OF INTEREST POLICY

**CONFLICT OF INTEREST POLICY
FOR
PALOUSE MINDFULNESS INC.**

**ARTICLE 1
PURPOSE**

The purpose of this conflict of interest policy is to protect the interests of Palouse Mindfulness Inc. (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE 2
DEFINITIONS**

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an “Interested Person”.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

2.2.1 An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

2.2.2 A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

The furnishing of goods, services or facilities to the Corporation without charge shall not be deemed to create a financial interest on the part of the person or entity furnishing the goods, services or facilities.

2.3 Potential Conflict of Interest. A potential conflict of interest arises when an Interested Person has a financial interest in a transaction or arrangement with the Corporation that

is, or could be perceived as being, incompatible with the impartial, objective and effective performance of such person's duties to the Corporation.

ARTICLE 3 PROCEDURES

3.1 Duty to Disclose. In the event of a potential conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of appropriate committees with governing board delegated powers considering the proposed transaction or arrangement. In addition the foregoing, any director, principal officer, or member of a committee with governing board delegated powers must disclose any potential conflict of interest prior to assuming office.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

3.3.1 An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

3.3.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3.3.3 After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy

3.4.1 If the governing board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform such Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

3.4.2 If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4 RECORDS OF PROCEEDINGS

4.1 Minutes of Governing Board and Committee Meetings. The minutes of the governing board and all committees with board delegated powers shall contain:

4.1.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

4.1.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5 COMPENSATION

5.1 Voting Restriction on Compensated Governing Board Members. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 Voting Restriction on Certain Compensated Committee Members. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.3. Provision of Information Regarding Compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6 ANNUAL STATEMENTS

6.1 Obligation of Directors, Officers, and Certain Committee Members. Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

6.1.1 Has received a copy of the conflicts of interest policy,

6.1.2 Has read and understands the policy,

6.1.3 Has agreed to comply with the policy, and

6.1.4 Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7 PERIODIC REVIEWS

7.1 Subject Matter of Reviews. To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

7.1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

7.1.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 8 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

THE UNDERSIGNED, being the President of the Corporation, does hereby certify that the foregoing is the Conflict of Interest Policy of said Corporation, as originally adopted on this 4th day of May, 2021, by the unanimous written consent of the Directors of the Corporation.

APPROVED:



Dave Potter, President