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**Mindfulness-Based Ecotherapy Organization**

Mailing address TBD

www.mbeo.org

**(864) 384-2388**

**Vision Statement**

*The Mindfulness-Based Ecotherapy Organization shall be a force for positive change by helping individuals and families reconnect with nature, their loved ones, and themselves.*

**Mission Statement**

*The Mindfulness-Based Ecotherapy Organization shall be a charitable nonprofit offering educational workshops, seminars, retreats, and counseling services to therapists, counselors, and the general public, using nature and the outdoors to facilitate mindful states of being. Our goal is to be a force for positive change. The Mindfulness-Based Ecotherapy Organization shall strive to be good stewards of the Earth, our home; of our community, and of the world at large by fostering a deeper understanding and appreciation of our natural environment and our place in it, through the use of mindful awareness and ecotherapy.*

**ARTICLE I – NAME OF CORPORATION**

The name of the group shall be the Mindfulness-Based Ecotherapy Organization in all instances both public and private.

**ARTICLE II - PURPOSE OF CORPORATION**

Notwithstanding any other provision of these articles, the Mindfulness-Based Ecotherapy Organization is a charitable educational entity organized exclusively for the following purposes: continuing education, counseling, research and/or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

*Section 1: Objectives*

The objectives of the Mindfulness-Based Ecotherapy Organization shall be as follows:

A) To present workshops, seminars, events, research, and continuing education services for the purposes of education, wellbeing, mental health, and inspiration of the communities it serves.

B) To foster the growth and development of educational programs, research programs, and services for mental health professionals and the general public; The Mindfulness-Based Ecotherapy Organization shall be an educational nonprofit offering workshops, seminars, retreats, and counseling services to therapists, counselors, and the general public, using nature and the outdoors to facilitate mindful states of being. Our goal is to be a force for positive change in the community at large. The Mindfulness-Based Ecotherapy Organization shall strive to be good stewards of the Earth, our home; of our community, and of the world at large by fostering a deeper understanding and appreciation of our natural environment and our place in it, through the use of mindful awareness and ecotherapy.

C) To engage in and subsidize social activities designed to foster the foregoing purposes of the organization as limited by the laws.

In the furtherance of these objectives, and in accordance with the powers conferred by its Certificate of Incorporation, The Mindfulness-Based Ecotherapy Organization may collect donations, admission fees, gratuities, and bequests; may buy or otherwise acquire, sell, or otherwise dispose of, and mortgage or otherwise hypothecate real, personal, and mixed property of all kinds; and may, in general, exercise all of the powers granted by corporate law in the State of Washington.

*Section 2: Non-political Organization*

The Mindfulness-Based Ecotherapy Organization is nonpolitical in character and shall not engage in political activities of any nature.

**ARTICLE III - PRINCIPAL OFFICE OF CORPORATION**

PRIMARY OFFICE PHYSICAL ADDRESS:

TBD

PRIMARY OFFICE MAILING ADDRESS:

Mindfulness-Based Ecotherapy Organization

TBD

The Board of Directors of the Mindfulness-Based Ecotherapy Organization shall have the authority to elect to change these addresses as needed.

**ARTICLE IV - REGISTERED AGENT OF CORPORATION**

The Registered Agent for the Mindfulness-Based Ecotherapy Organization shall be Charlton Bruce Hall of 9524 East E Street, Tacoma, Washington 98445.

**ARTICLE V – MEMBERSHIP**

The Mindfulness-Based Ecotherapy Organization is not a membership-based organization. No membership is required to participate in the organization’s activities, or to serve on the Board of Directors.

**ARTICLE VI - BOARD OF DIRECTORS**

The Board is responsible for overall policy and direction of the organization and will delegate responsibility for day-to-day operations to the organization’s Executive Director and committees.

*Section 1: Board Role, Size, Composition*

The Board shall have up to twelve, and no fewer than three, members. The Board will consist of the Executive Committee: The President, Vice-President, Secretary, and Treasurer along with the immediate past President and up to five Members-at-Large. The Board receives no compensation other than reasonable expenses. Board members may serve no more than two roles and hold no more than two offices at the same time. No Board member may hold office for more than five consecutive years.

*Section 2: Meetings*

The Executive Committee shall meet at least quarterly, and the Board shall meet at least monthly, at an agreed upon time and place. Meetings will be held in accordance with Robert's Rules of Order. For purposes of convenience the Board may meet online or by telephone.

*Section 3: Board Elections and Procedures*

Nominations for members of the Board of Directors will be accepted until November 1st of the year when there will be a vacancy. The Vice-President will prepare a slate of nominees and the Board of Directors will be notified no less than 15 days prior to the election in December. The procedure on how to cast an absentee ballot will be included in this notification. Newly elected Board members shall assume their duties January 1st and shall serve for two (2) years, or until their successor is elected. Elections shall be held every year, with half the Board members elected in even-numbered years, and the other half elected in odd-numbered years.

*Section 4: At-Large Board Members*

The Board members elected at the annual meeting shall recruit and elect up to five additional people from the community to serve as at-large members of the Board. At-large members should represent the diverse interests of the community. At-large Board members will serve two-year terms, for a maximum of five years.

*Section 5: Terms*

All Board members shall serve two-year terms. The first Board will include members with one and two-year terms to begin staggered terms. For the inaugural Board, the Board members shall determine which members shall serve one-year terms and which members shall serve two-year terms.

*Section 6: Quorum*

A quorum is the minimal number of officers and members who must be present for valid transactions of business or motions made or passed. This number is set at a simple majority of all current active Board members.

*Section 7: Notice*

An official Board meeting requires that each Board member have written notice at least two weeks in advance. Written notice may be given by email or other form of electronic communication.

*Section 8: Powers of Board Members*

The Board of Directors shall have all the power and authority granted by South Carolina law to the Board, including all powers necessary or appropriate to the management of the business and affairs of the Corporation.

Among specific powers that may be delineated are the following:

A) To confer upon any officer or officers of the Corporation the power to choose, remove or suspend assistant officers, agents or servants.

B) To appoint any person, firm or Corporation to accept and hold in trust for the Corporation any property belonging to the Corporation or in which it is interested, and to authorize any such person, firm or Corporation to execute any documents and perform any duties that may be requisite in relation to any such trust.

C) To approve and authorize the borrowing of money and the granting of security interests in personal property and mortgages on the real estate of the Corporation as security for the repayment of loans and interest thereon.

D) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of the Corporation.

E) To appoint a person or persons to vote shares of another Corporation held and owned by the Corporation.

F) To establish policies and procedures for filling Board vacancies

**ARTICLE VII - CONFLICT OF INTEREST**

No substantial part of the activities of The Mindfulness-Based Ecotherapy Organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h). The Mindfulness-Based Ecotherapy Organization does not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

No member of the Board of Directors, volunteer, employee or otherwise authorized agent or consignee of the Mindfulness-Based Ecotherapy Organization shall operate in any way that could be construed as a Conflict of Interest. This includes but is not limited to matters pertaining to private advantages that might be gained by persons influential in the affairs of the Corporation in accordance with Section 501(c)(3) of the Internal Revenue Code.

No member of the Board of Directors, volunteer, employee or otherwise authorized agent or consignee of the Mindfulness-Based Ecotherapy Organization shall operate in any way that could be construed as a Conflict of Interest as defined in accordance with requirements in state law of South Carolina, especially with regard to the specific duties of the governing Board.

*Section 1: Conflict of Interest*

Any real or apparent Conflict of Interest or dual relationship should be immediately reported to the Executive Director and/or the President of the Board of Directors. If any organizational transactions are of a questionable or doubtful nature, the transactions should be passed on to the Board of Directors for a decision before acting. The Mindfulness-Based Ecotherapy Organization is a not-for-profit Corporation. No member of the organization shall profit in any tangible way from its activities.

**ARTICLE VIII - OFFICERS**

Required officers of the Mindfulness-Based Ecotherapy Organization shall be President, Vice-President, Secretary and Treasurer. One Board Member may hold two of these offices simultaneously. The Board of Directors may specify other officers at its discretion. The term of the officer shall be for two years. No officer may serve more than two consecutive terms.

*Section 1: (Executive Director)*

This position will be assumed by the Founder and maintained until:

A) He/she is ready to step down.

B) If after 4 years in the position, and every 4 years thereafter, The Board of Directors reviews the Executive Director’s position and finds by three-fifths majority vote that the Executive Director is no longer a proper match for The Mindfulness-Based Ecotherapy Organization, the Board of Directors may offer a probationary period or other methods of remediation including termination.

The role of the Executive Director is to design, develop and implement strategic plans for The Mindfulness-Based Ecotherapy Organization in a cost-effective and time-efficient manner. The Executive Director is also responsible for the day-to-day operation of the Mindfulness-Based Ecotherapy Organization, including managing committees and staff and developing business plans in collaboration with the Board for the future of the organization. In essence, the Board grants the Executive Director the authority to run the organization. The Executive Director is accountable to the president of the Board and reports to the Board quarterly. The Board may offer suggestions and ideas about how to improve the organization, but the Executive Director decides whether or not, and how, to implement these ideas.

The Executive Director is a leadership role for the organization and often fulfills a motivational role in addition to office-based work. The Executive Director motivates and mentors members, volunteers, and staff, and may chair meetings. The Executive Director leads the organization and develops its organizational culture. As the title suggests, the Executive Director needs to be informed of everything that goes on in the organization. This includes staff, membership, budget, company assets, and all other company resources, to help make the best use of them and raise the organization's profitability and profile. The Board can designate other duties as necessary.

The Office of the Executive Director’s salary is set at 20% (twenty percent) of the Mindfulness-Based Ecotherapy Organization’s annual budget. This budget will cover the day-to-day operations and administration costs of the organization to include Executive Director and other staff remuneration.

*Section 2: Powers and Duties of the President*

Unless otherwise determined by the Board of Directors, the President shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the Corporation. In the exercise of these duties and subject to the limitations of the laws of South Carolina, these By-Laws, and the actions of the Board of Directors, he/she may appoint, suspend, and discharge employees and agents, shall preside at all meetings of the Board of Directors and shall be a member of all committees.

He/she shall also do and perform such other duties as from time to time may be assigned by the Board of Directors. Unless otherwise determined by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meeting of the shareholders of any Corporation in which the Corporation may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, the Corporation might have possessed and exercised.

*Section 3: Powers and Duties of the Secretary*

Unless otherwise determined by the Board of Directors, the Secretary shall keep the minutes of all meetings of the Board of Directors, and all committees in books provided for that purpose, and shall attend to the giving and serving of all notices for the Corporation. He or she shall have charge of the corporate seal, and other such books and papers as the Board of Directors may direct and shall perform all other duties ordinarily incident to the office of Secretary. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

*Section 4: Powers and Duties of Treasurer*

Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the Corporation. When necessary or proper, unless otherwise ordered by the Board of Directors, he/she shall endorse for collection on behalf of the Corporation checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such books or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the Corporation. He/she shall sign all checks made by the Corporation, except when the Board of Directors shall otherwise direct. He shall enter regularly, in books of the Corporation to be kept by him for the purpose, a full and accurate account of all moneys received and paid by him on account of the Corporation. Whenever required by the Board of Directors, he/she shall render a statement of the financial condition of the Corporation. He/she shall at all reasonable times exhibit his books and accounts to any Director of the Corporation, upon application at the office of the Corporation during business hours.

He/she shall have such other powers and shall perform such other duties as may be assigned to him from time to time by the Board of Directors. He/she shall give such bond, if any, for the faithful performance of his duties as shall be required by the Board of Directors and any such bond shall remain in the custody of the President.

*Sections 5: Powers and Duties of Vice Presidents and Assistant Officers*

Unless otherwise determined by the Board of Directors, each Vice President and each assistant office shall have the powers and perform the duties of his respective superior officer. Vice Presidents and assistant officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officer in his absence or upon his disability or when so directed by such superior officer or by the Board of Directors. The President shall be the superior officer of the Vice Presidents.

The Treasurer and the Secretary shall be the superior officers of the assistant treasurer and assistant secretaries, respectively.

*Section 6: Delegation of Office*

The Board of Directors may delegate the powers or duties of any officer of the Corporation to any other officer or to any Director from time to time.

*Section 7: Members at Larger*

The Members-At-Large shall be available to chair Committees.

*Section 8: Immediate Past President*

The Immediate Past President shall be available to chair Committees for a term of at least one year.

**ARTICLE IX – COMMITTEES**

Only Board members and the Executive Director can chair Committees. Any volunteer over the age of 18 may participate in and be a member of a committee.

At the first full Board meeting, the Board of Directors will establish a list of Committees that will help the Mindfulness-Based Ecotherapy Organization meet the objectives as outlined in Article 2 of these bylaws. The list will recommend criteria, scope, and procedures for each Committee.

The Executive Committee will choose the necessary Committees and appoint the Committee Chairs using the standards set forth in Article 6.

The only Committee set by these bylaws is the Mindfulness-Based Ecotherapy Organization’s Executive Committee which will be chaired by the Executive Director.

Any committees established by the Board may exercise the authority of the Board in prescribed areas except they may not:

A) authorize distributions

B) approve or recommend to members the dissolution, merger, or sale, pledge, or transfer of all or substantially all of the Corporation's assets

C) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees (with exception of the Executive Committee);

D) adopt, amend, or repeal the articles or bylaws (with the exception of the Executive Committee)

The Chair of each committee will collect the minutes of each committee meeting. These minutes will be presented to the Executive Committee and to the Executive Director no later than two weeks after each meeting.

**ARTICLE X – CONTRACTS & FINANCES**

The Board of Directors of the Corporation is the sole authority over legally binding agreements or contracts between the Corporation and any individual, organization, or government entity.

*Section 1: (Policy)*

The Mindfulness-Based Ecotherapy Organization states that our basic financial policy shall be to acquire funds and property and erect buildings suitable for the following purposes in keeping with the objectives of the organization:

A) Presentation of workshops, seminars, educational events, continuing education events, and research-based events, social activities, counseling and therapy offices, group rooms, grounds, and meeting facilities.

B) The conduct and support of worthy activities, such as instruction in Mindfulness-Based Ecotherapy and related activities, and provision of scholarships for deserving low-income or at-risk populations.

*Section 2: (Funds)*

The organization shall divide its properties and assets into the following funds:

A) *Working Funds*. These funds represent the allocation of assets in an amount necessary for the performance of the routine administrative and operational tasks of the organization including, but not necessarily limited to, the budgeting of Mindfulness-Based Family Therapy workshops, seminars, training, education, research, and counseling and therapy activities, the administrative expenses of the Board of Directors and the Executive Director, staff salaries, advertising, and correspondence. The Working Funds are in the custody of the Treasurer and are disbursed in accordance with direction of the Executive Director.

B) *Permanent Funds*. These funds represent the balance of the organization's assets after the allocation of Working Funds and are available for growth investments and the acquisition of real property designed to enable the organization to accomplish its objectives as defined in Article 2 hereof. The Executive Director shall administer the Permanent Funds on behalf of the organization.

*Section 3: (Gifts, Gratuities, and Bequests)*

These funds shall be handled in the following manner:

A) The solicitation mechanism for acquiring these funds shall be designated by the Executive Board in accordance with all local, state, and federal laws.

B) Donations for gifts, gratuities, and bequests shall be separated into two categories.

1) Those for operating expenses shall be administered by the Executive Board.

2) Those to the building fund shall be administered by the Board of Directors. Unless otherwise designated by the donor, these funds will be put into the building fund.

*Section 4: (Banking Practices)*

All monetary assets of The Mindfulness-Based Ecotherapy Organization shall be maintained in a banking institution designated by the Executive Committee. Withdrawals may be made only to meet the financial obligations of the Mindfulness-Based Ecotherapy Organization. All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Mindfulness-Based Ecotherapy Organization shall be signed by the Executive Director AND the Treasurer.

*Section 5: (Interest in Assets)*

No member of the organization shall have any right, title, or interest in any property of The Mindfulness-Based Ecotherapy Organization. No person whose membership in the Mindfulness-Based Ecotherapy Organization is terminated, whether by death, resignation, or any other means, shall have any right, title, or interest in any asset or property of the Mindfulness-Based Ecotherapy Organization.

**ARTICLE XI - POLICIES & PROCEDURES**

The Board of Directors shall from time to time establish policies and operating procedures relative to the conduct of business related to these Bylaws, to amendments to these Bylaws, and to resolutions and other actions that the Board may take that will require sustained activity by the organization. Correspondingly the Board shall direct the Chief Executive Officer to develop administrative procedures to ensure that all laws, regulations, rules, and policies and other edicts issued by the Board are supported within the day to day operations of the organization.

**ARTICLE XII - LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

 Directors of the Corporation shall be indemnified to the extent allowable under South Carolina non-profit Corporation law.

**ARTICLE XII – DIRECTOR’S LIABILITY**

No Director of the Corporation shall be personally liable for debts, liabilities, and

other obligations of the Corporation.

**ARTICLE XIII - FISCAL YEAR**

The fiscal year of The Mindfulness-Based Ecotherapy Organization Corporation is January 1 to December 31.

**ARTICLE XIV – RECORDS MAINTAINED**

Records maintained. The organization shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The organization shall also maintain accounting records, and an accurate and current record of its Board members.

*Section 1: Availability*

All records of the Corporation including books, accounts, records, minutes, letters, memoranda, documents, checks, vouchers, telegrams, articles, Bylaws and any and all other records that may be deemed necessary in the operation of the organization shall be available for review or copying to the Attorney General of South Carolina or to a duly designated representative of the federal government upon written request from the investigating entity to the President or to the Board Chairman.

*Section 2: Permanent Records*

The Articles of Incorporation, restated Articles of Incorporation, and all amendments to them currently in effect, resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights limitations, and obligations of Board Members, the minutes of all meetings of the Board and a record of all actions approved by the Board for the past three years, all written communications to the Board within the past three years, including the financial statements for the past three years and the most recent report of each type required to be filed by the organization with the Secretary of State, shall be maintained as permanent records of the Corporation at its principal office.

*Section 3: Public Inspection*

Records of the Corporation that must be available to the public either under federal or state law during normal office hours shall be held at the Corporation's principal office.

**ARTICLE XV – AMENDMENTS**

These Bylaws may be amended, when necessary, by a three-fifths majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

*Section 1: Power to Amend*

The Directors of the Corporation shall have the power to alter, amend, or repeal these By-Laws by a three-fifths (3/5) majority of those voting, at any regular or special meeting, duly convened after notice to the Directors of such purpose. No set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by these Bylaws, the issue will be decided upon on the basis of fairness, the good of The Mindfulness-Based Ecotherapy Organization and the population it serves, and common sense.

*Section 2: Notice*

Thirty (30) days’ notice to Directors of the meeting in which an amendment is to be approved must be given and the notice is required to state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and contains or is accompanied by a copy or summary of the amendment or states the general nature of the amendment.

**ARTICLE XVI - DISSOLUTION**

All funds are to be disbursed in furtherance of the objectives set forth in Article 2, Section 1 of these Bylaws. In the event of dissolution, assets of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be then allocated, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which were organized and operated exclusively for such purposes.