

Bylaws of Breathe Easy Speakteasy 501(c)(3)

Article I. Name; Purpose

Section 1. Name

The name of the Corporation is Breathe Easy Speakteasy, as stated in its Articles of Incorporation.

Section 2. Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions 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, as stated in its Articles of Incorporation.

Specifically....

Breathe Easy Speakteasy is a 501 (c) 3 non-profit organization in McMinnville, Oregon. Our mission is to provide holistic health and wellness care, which is safe, natural and clean for members only; for all ages, ethnicity, cultural and religious backgrounds with the intent of learning and growing in both a solitary and community practice through alternative health care practices. We are passionate about holding space and helping others lead healthier lives through self-care. We offer one on one work to our members and their guests; Massage Therapy, Herbalism, and Ayurveda Detox Therapy. With opportunities for members to mingle during Tea house ceremonies and Yoga Classes. With an outreach to the community in our mobile unit to support the cause.

At Breathe, we understand that everyone has busy lives and sometimes it's hard to remember to take the time for yourself and relax a little bit. We have created a welcoming warm and relaxing environment that can truly be your getaway from the busy hustle and bustle of normal every day life. We believe it's important to take a proactive approach to your health, rather than waiting for something bad to occur. We are a members and an appointment only wellness center that focuses primarily on Holistic Health techniques to increase Educational Self-Healing practices for our clients. We offer many weekly classes for our members as part of the membership for mental, emotional, and physical Wellbeing.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this clause. 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 provision 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II. Members

Section 1. Annual Meeting

An annual meeting will be held 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 will be held at the time and place designated by the Board of Directors.

Section 2. Quarterly Growth Meetings

Members have an opportunity to join our quarterly growth meetings via Zoom Portal. Our Members will have an opportunity to sit in the Zoom growth meetings to listen, discuss, and give input into future growth of our non-profit. This is to ensure the togetherness with all future growths.

Section 3. Special Meetings

Special meetings of the members may be requested by the President, a majority of the Board of Directors, or no less than <ten percent (10%)> of the members.

Section 4. Notice

Written notice of all meetings, whether annual, quarterly, or special meetings, will be provided under this section or as otherwise required by law. The Notice will state the place, date, and hour of the meeting, and if for a special meeting, the purpose of the meeting. Such notice will be emailed to all members of record at the address shown on the corporate books, at least 18 days prior to the meeting. Such notice will be deemed effective when sent via email. Email received by electronic transmission by the person entitled to that Email, whether before or after the time stated in the notice, will be deemed equivalent to the person receiving the notice. Further, attendance of a person at a meeting will constitute a Email of notice of that meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Place of Meeting

Member meetings will be held at the Corporation's principal place of business unless otherwise stated in the notice. Members may participate in any meeting by means of remote communication (Zoom) to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication will be subject to guidelines and procedures as the Board of Directors adopts. Members participating in a meeting by means of remote communication will be deemed present and may vote/engage/participate at such a meeting if the Corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a member, and (2) to provide such members a reasonable opportunity to participate in the meeting to vote or give input on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 6. Informal Action

Any action required to be taken, or which may be taken, at a member meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the members entitled to vote with respect to the subject matter of the vote.

Section 7. List of Members Entitled to Vote

The Secretary will prepare and make, not more than 18 days before every annual Member meeting, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, showing the address of each member. The list must be available for inspection by any member beginning two days after the meeting is announced and continuing throughout the meeting. The list must be provided for any purpose related to the meeting, (a) on a reasonably accessible electronic network, so long as the information required to access the list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal office of the Corporation, or at a place identified in the meeting notice in the city where the meeting will be held. If the Corporation decides to make the list available on an electronic network, the Corporation will ensure that this information is available only to members of the Corporation. If the meeting is to be held at a physical location, then the list will be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any member who is present.

Section 8. Quorum

A majority of Directors will constitute a quorum

Section 9. Voting Rights and Other Voting Agreements

Subsection A. Voting Rights. Subject to the Articles of Incorporation, each member will be entitled to one vote.

Subsections B. Proxies. Each member entitled to vote at a meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for that member by proxy, but no proxy will be valid after 1 month from the date of its execution, unless the proxy provides for a longer period. Execution of a proxy may be accomplished by the member or by the authorized Officer, Director, employee or agent of the member, by any reasonable means including but not limited to signing and facsimile signature. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

Subsection C. Voting Trusts and Other Voting Agreements. Two or more members may, by agreement in writing, create a voting trust by depositing their votes with a voting trustee, who will have the authority to vote in accordance with the terms and conditions of the voting trust agreement. To be valid, the voting trustee must deliver copies of the list of members and the voting trust agreement to the Principal Office of the Corporation. The right of inspection of any voting trust agreement or related amendment by a member of record or a holder of a voting trust certificate, in person or by agent, will be the same right of inspection that applies to the securities register of the Corporation.

Subsection D. Cumulative Voting. Members may use cumulative voting elections when electing Directors.

Article III. Directors

Section 1. Number of Directors

The Corporation will be managed by a Board of Directors consisting of no fewer than 2 Directors and no more than 5 Directors. Directors must be members.

Section 2. Election and Terms of Office

The Directors will be elected at the annual member meeting when necessary. Each Director will hold office until that Director's successor is elected and qualified, or until that Director's earlier resignation or removal.

Section 3. Quorum

A majority of Directors will constitute a quorum

Section 4. Adverse Interest

In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director will not disqualify the Director or invalidate that Director's vote.

Section 5. Regular Meeting

An annual meeting will be held, without notice, immediately following and at the same place as the annual meeting of the members. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meetings

Special meetings may be requested by any Officer or by any two Directors by providing 18 days' written notice by Email, effective when received. Minutes of the meeting will be sent to the Board of Directors within 30 days after the meeting.

Section 7. Quarterly Growth Meetings

Board of Directors mainly President and Vice President, discuss future growth of Breathe Easy Speakteasy; including payroll budget, major purchases, new/old bills, membership dues, director dues, and fundraising/fundraising events. We will open a Zoom link that all active members have access to. They will have opportunities to give input on all future growth of this non-profit. Ultimately the final say rests on the vote of President, Vice President and Board Members.

Section 8. 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 all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 9. Removal/Vacancies

A director will be subject to removal, with or without cause, at a meeting of the members called for that purpose. 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 will serve the remaining term of that Director's predecessor, or until a successor has been elected and qualified.

Section 10. Resignation

Any Director may resign effective upon giving written notice to an Officer of the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Article IV. Officers

Section 1. Number of Directors

The Officers of the Corporation will be a President, <a Vice President>, a Secretary, and a Treasurer.

Subsection A. President/Vice President. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:

- a. To have the general management and supervision, direction, and control of the business and affairs of the Corporation;
- b. To preside at all member meetings and all meetings of the Board of Directors;
- c. To ensure that all orders and resolutions of the Board are effectively carried out;
- d. To put the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates, and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Corporation;
- e. To manage all Officers, agents, and employees of the Corporation; and
- f. To perform all other duties and carry out other responsibilities as determined by the Board.

Subsection B. Secretary. The Secretary will perform the following duties:

- a. To ensure that notices of all member meetings and all meetings of the Board of Directors are given in accordance with the provisions of these Bylaws or as required by law;
- b. To keep an accurate list of the post office address of each member and Director, and to have general charge of the Members List of the Corporation;
- c. To authenticate the records, or copies of records, as the official records of the Corporation as necessary;
- d. To prepare the minutes of the members' meetings and the Board of Directors' meetings, and to maintain these minutes, as well as the minutes of all committee meetings, in one or more books provided for that purpose; and

- e. To perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by President or the Board.
- f. If no Secretary has been found these will be carried by President/Vice President.

Subsection C. Treasurer. Subject to the control and supervisory powers of the Board and its delegates and members, the powers and duties of the Treasurer will be:

- a. To keep accurate financial records for the Corporation;
- b. To deposit all money, drafts, and checks in the name of, and to the credit of, the Corporation, in the banks and depositories designated by the Board;
- c. To endorse for deposit all notes, checks, and drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
- d. To disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;
- e. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;
- f. To prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- g. To perform all duties incidental to the office of Treasurer and any other duties as from time to time may be delegated to the Treasurer by the President or the Board.
- h. If no Treasurer has been found these will be carried by President/Vice President.

Section 2. Election and Term of Office

The Officers will be elected, when necessary, by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual members meeting. Each Officer will serve a term of 1 year or until successor has been elected and qualified.

Section 3. Removal or Vacancy

The Board of Directors will have the power to remove an Officer or agent of the Corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

Article V. Committees

Section 1. Appointment

The Board may designate one or more committees, each committee to consist of at least one Director of the Corporation, and any other number of persons, who may but need not be members of the Corporation. Each committee, to the extent provided in the resolution of the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, except that no such committee will have the power or authority in reference to the following matters:

- a. Approving or adopting, or recommending to the members, any action or matter (other than the election or removal of Directors) expressly required by the Oregon Business Corporation Act to be submitted to members for approval; or
- b. Adopting, amending, or repealing and Bylaws of the Corporation.

Section 2. Method of Committees

Each member of a committee will serve at the pleasure of the Board. The method by which Directors' meetings may be called, the notice requirements for these meetings, the requirements for a quorum, and all other actions, rules, guidelines, and designations for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Article VI. Execution of Instruments

All instruments that are executed on behalf of the Corporation which are acknowledged and which affect an interest in real estate will be executed by the President, or by two other Officers. All other instruments executed by the Corporation, including a release of mortgage of lien, may be executed by any Officer. Notwithstanding the preceding provision of this section, any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Article VII. Amendment to Bylaws

These Bylaws may be amended, altered, or repealed by the Board of Directors or the members by a majority of a quorum vote at any regular or special meeting; provided, however, that the members may from time to time specify particular provisions of the Bylaws which will not be amended or repealed by the Board of Directors.

Article VIII. Indemnification

Any Director or Officer who is involved in litigation by reason of that Director's or Officer's position as a Director or Officer of this Corporation will 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).

Article IX. Dissolution

The Corporation may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Certification

Benjamin F. Cook & De Lisa Van Dyke, secretary of Breath Easy Speakteasy, hereby certifies that the foregoing is a true and correct copy of the Bylaws of the above-named Corporation, duly adopted by the incorporator(s) on 12/2/2020.