



**BYLAWS  
OF  
PLANE WELLNESS**

The name of the organization is Plane Wellness. The organization is organized in accordance with the Pennsylvania Code, Chapter 41, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

To improve mental wellness through woodworking while encouraging an inclusive community.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I  
MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year in January 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.

**Section 2. Regular Meetings.** Regular meetings shall occur monthly and for an average duration of 1 hour. Duration may be adjusted as needed if requested by the President or the Board of Directors. These meetings will be held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 3. Special Meetings.** Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 4. 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. Such notice shall be emailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when the email dictating the date and time has been sent.

**Section 5. Place of Meeting.** Meetings shall be held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 6. Quorum.** A majority of the directors (3) shall constitute a quorum at a meeting. A quorum must be maintained to conduct Annual and Regular meetings. In the absence of a quorum, these meetings will be rescheduled to another date and time.

**Section 7. Informal Action.** Any action required to be taken, or which may be taken, at a 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 directors with respect to the subject matter of the vote.

## **ARTICLE II DIRECTORS**

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 4 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of 3 year(s), with no limit on consecutive terms, or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors (3) shall 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 shall not disqualify the director or invalidate his or her vote.

**Section 5. 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 by-laws for a particular resolution. The Board shall keep written minutes of its proceedings in its permanent records.

**Section 6. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose and after a majority vote. 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.

**Section 7. 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.

## **ARTICLE III OFFICERS**

**Section 1. Number of Officers.** The officers of the organization shall be a President, Vice President, Secretary, Treasurer, and Legal Advisor. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President or Treasurer.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**Vice President.** The Vice President shall be the second in command with the ability to speak for and make decisions on behalf of the President in their absence.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or

copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer.** The Treasurer shall be the spoken authority on financial guidance. As needed, the treasurer will present an explanation of reports and financial data at meetings.

**Legal Advisor.** The Legal Advisor shall be the spoken authority on legal guidance. As needed, the legal advisor will present an explanation of legal documentation at meetings.

**Section 2. Election.** When needed, additional officers shall be elected by the Board of Directors by majority vote. This election will occur at the annual meeting or by special request meetings as needed due to the age of the company and its expected growth. Elections to replace current Board of Director officers shall be held at the end of their term at the annual meeting or by special request meetings as needed.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any further written instrument may be executed by any officer(s) or agent(s) that are specifically designated by a majority vote of the Board of Directors.

#### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

#### **ARTICLE VI DISSOLUTION**

The organization 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. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

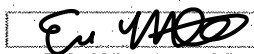
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

#### **Certification**

Jamie Harpster, President of Plane Wellness, and Jamie Harpster, Secretary of Plane Wellness certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on October 9th, 2023.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on October 9th, 2023.

 **Date:** 10/09/2023  
Jamie Harpster, President

 **Date:** 10/11/2023  
Eric Whestone, Vice President and Secretary