Plane Wellness, Inc.
A Pennsylvania Nonprofit Corporation

BY-LAWS

ARTICLE I – NAME, PURPOSES, AND OFFICES

Section 1.1. *Name*. The name of the corporation is Plane Wellness (the "Corporation").

Section 1.2. *Purposes*. The Corporation is organized and shall be operated exclusively for charitable, educational, and community-benefit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including improving mental wellness through woodworking, fostering creativity and skill development, encouraging social connection, and supporting an inclusive community. The Corporation may engage in any lawful activity consistent with its exempt purposes and with the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act"), as amended.

Section 1.3. *Tax-Exempt Limitations*. In pursuing its purposes, the Corporation shall not act in any manner that would impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, private individual, or other private person, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law. The Corporation shall not participate or intervene in, including by publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 1.4. *Offices*. The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office, which may, but need not, be the same as its principal office. The principal office of the Corporation shall be at such place as the Board of Directors may determine from time to time. The Corporation may have such other offices and places of business as the Board may determine.

ARTICLE II – NONPROFIT STATUS AND MEMBERS

Section 2.1. *Nonprofit Status*. The Corporation is a nonprofit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, private individual, or other person, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes.

Section 2.2. *No Voting Members*. The Corporation shall have no voting members. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities and affairs of the Corporation shall be managed under the direction of the Board. Any references in prior bylaws or governance documents to "members" shall be deemed to refer only to supporters, contributors, participants, or other non-governance constituencies unless the Articles of Incorporation and these Bylaws are properly amended to provide otherwise.

Section 2.3. *Honorary or Supporting Classes*. The Board may establish classes or categories of supporters, contributors, advisory participants, or honorary members. Such persons or classes shall not be members within the meaning of the Act and shall not have voting or governance rights.

Article III – BOARD OF DIRECTORS

Section 3.1. *Powers and Responsibilities*. All powers vested by law in the Corporation shall be exercised by or under the authority of, and the activities, affairs, property, and business of the Corporation shall be managed under the direction of, the Board of Directors. The Board is responsible for governance, strategic direction, financial oversight, policy adoption, and ensuring that the Corporation operates in compliance with applicable law, its Articles of Incorporation, these Bylaws, and its charitable mission.

Section 3.2. *Number of Directors*. The Board of Directors shall consist of no fewer than three (3) and no more than twelve (12) Directors. The exact number of Directors within this range may be fixed or adjusted by resolution of the Board.

Section 3.3. *Qualifications*. Directors shall be natural persons of full age. Directors need not be residents of the Commonwealth of Pennsylvania. Directors shall be persons committed to the purposes of the Corporation and willing to fulfill the fiduciary duties of care, loyalty, and obedience.

Section 3.4. *Election and Term of Office*. Directors shall be elected by the Board of Directors at the annual meeting or at such other meeting as may be properly called for that purpose. Each Director shall serve for a term of three (3) years and until the Director's successor has been duly elected and qualified, or until the Director's earlier death, resignation, removal, or incapacity.

There shall be three (3) classes of Directors – Class A, Class B, and Class C – so that no more than four (4) Director terms expire in any given year. Each class shall serve staggered three-year terms.

Directors may serve an unlimited number of consecutive terms.

Section 3.5. *Staggered Classes*. To ensure continuity of governance, the Board shall maintain a staggered class structure as follows:

- Class A Directors: Terms expire in Year 1
- Class B Directors: Terms expire in Year 2
- Class C Directors: Terms expire in Year 3

Thereafter, each class shall continue on a repeating three-year cycle.

Section 3.6. *Resignation*. Any Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective upon receipt by the Corporation or at such later time as may be specified in the notice. Acceptance of the resignation shall not be necessary to make it effective.

Section 3.7. *Vacancies*. Any vacancy on the Board, including a vacancy resulting from death, resignation, removal, disqualification, incapacity, or any other cause, may be filled by majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of the Director's predecessor and until a successor has been elected and qualified.

Section 3.8. *Removal*. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) vote of the Board of Directors then in office at any annual, regular, or special meeting, provided that written notice of the intention to consider removal has been included in the notice of the meeting. The Director whose removal is under consideration shall have an opportunity to be heard at the meeting, but no formal hearing procedure shall be required.

Section 3.9. *Adverse Interest*. Subject to the conflict-of-interest procedures in these Bylaws and applicable law, the disclosed adverse interest of a Director shall not, by itself, disqualify the Director for purposes of determining a quorum or invalidate an otherwise proper Board action. An interested Director may be required to abstain from discussion or voting as provided in Article VIII.

Section 3.10. *Compensation*. Directors shall not receive compensation for service as Directors. The Board may authorize reimbursement of reasonable expenses incurred in the performance of Board duties and may authorize reasonable compensation for services rendered to the Corporation in a capacity other than as a Director, subject to the conflict-of-interest procedures in these Bylaws and applicable law.

ARTICLE IV – MEETINGS OF THE BOARD

Section 4.1. *Annual Meeting*. An annual meeting of the Board shall be held once each calendar year in January, or at such other time as the Board may determine, for the purpose of electing Directors and officers as needed 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.

Section 4.2. Regular Meetings. The Board shall hold regular meetings at times and place it determines to be appropriate for the effective governance of the Corporation. There shall be no fewer than four (4) meetings in a calendar year. Notice of regular meetings shall be provided to all Directors at least seven (7) days in advance unless waived by unanimous consent.

Section 4.3. *Special Meetings*. Special meetings of the Board may be called by the President or by any two (2) Directors. The notice of a special meeting shall be provided at least forty-eight (48) hours in advance unless waived by unanimous consent. The notice shall state the purpose of the meeting, and no business other than that stated in the notice shall be conducted unless otherwise permitted by law and agreed by the Directors present.

Section 4.4. *Notice of Meetings*. Written notice of all annual and regular meetings shall be provided to each Director at least seven (7) days before the meeting, unless a different period is permitted by law and waived by the Directors entitled to notice. Notice shall state the place, date, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Notice may be given by email, electronic communication, personal delivery, mail, courier, or any other reliable method to the address or contact information shown in the Corporation's records.

Section 4.5. *Quorum.* A majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the start of a meeting, the Directors may continue to transact business notwithstanding the withdrawal of one or more Directors, provided that any action taken is approved by at least a majority of the Directors required to constitute a quorum.

Section 4.6. *Voting*. Each Director shall have one vote. Unless otherwise required by law or these bylaws, actions of the Board shall be approved by a majority vote of the Directors present at a meeting at which a quorum is established. Proxy voting is not permitted.

Section 4.7. *Place and Electronic Meetings*. Meetings may be held at such place, within or without the Commonwealth of Pennsylvania, as the Board may designate. Meetings may also be held by internet, conference telephone, video conference, or other electronic communications technology in a manner that allows all Directors to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Directors, pose questions, and make comments. Participation in such manner constitutes presence in person at the meeting.

Section 4.8. *Action Without a Meeting*. Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if all Directors then in office, or all committee members then appointed, consent to the action in writing or by electronic transmission. The consent or consents shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.9. *Waiver of Notice*. A Director may waive notice of any meeting in writing or by electronic transmission before or after the meeting. Attendance at a meeting constitutes waiver of notice unless the Director attends solely to object, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully called or convened.

Section 4.10. *Minutes*. The Board shall keep written minutes of its proceedings in the permanent records of the Corporation.

Section 4.11. *Open or Closed Meetings*. Meetings of the Board are not required to be open to the public or to non-Directors. The Board may invite staff, advisors, or guests to attend as needed.

ARTICLE V – OFFICERS

Section 5.1. *Officers*. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may create, elect, or appoint such additional officers or assistant officers as it deems appropriate. The Board may also retain a Legal Advisor or legal counsel as a professional advisor; such role shall not be treated as a required officer position unless expressly designated by Board resolution.

Section 5.2. *Multiple Offices.* Two or more offices may be held by the same person, except that the President shall not serve concurrently as Vice President or Treasurer, and the same person should not serve concurrently as President and Secretary unless permitted by law and approved by the Board as necessary.

Section 5.3. *Election and Term*. Officers shall be elected by majority vote of the Board at the Corporation's annual meeting or at such other meeting as may be properly called for that purpose. Each officer shall serve for a term of one (1) year and until the officer's successor has been elected and qualified, or until the officer's earlier death, resignation, removal, or incapacity. Officers may serve an unlimited number of consecutive terms.

Section 5.4. *Removal and Vacancies*. Any officer may be removed, with or without cause, by majority vote of the Board whenever, in the judgment of the Board, the best interests of the Corporation would be served. A vacancy in any office may be filled by the Board for the remainder of the unexpired term.

Section 5.5. *President; Chair*. The President shall be the chief volunteer leader of the Corporation and shall preside at all meetings of the Board. If the Board establishes an Executive Committee, the President shall preside at its meetings. The President shall see that orders and resolutions of the Board are carried into effect and shall perform all duties incident to the office and such other duties as may be assigned by the Board. The President may also be referred to as Chair or Chairman/Chairwoman of the Board when acting in that capacity.

Section 5.6. *Vice President*. The Vice President shall perform the duties of the President in the President's absence, incapacity, or vacancy and shall have authority to speak and make decisions on behalf of the President in such circumstances, subject to the direction and limitations established by the Board. The Vice President shall perform such additional duties as may be assigned by the Board or President.

Section 5.7. *Secretary*. The Secretary shall give or cause to be given notice of meetings of the Board and any Executive Committee, keep accurate minutes of all meetings, maintain an accurate list of the Directors and officers, maintain the Corporation's records, certify records and proceedings when required, and perform such additional duties as may be assigned by the Board or President.

Section 5.8. *Treasurer*. The Treasurer shall oversee the financial affairs of the Corporation; keep or cause to be kept full and accurate accounts of receipts and disbursements; collect or oversee collection of funds due the Corporation; disburse funds as authorized to meet the obligations of the Corporation; render to the President and Directors financial reports as requested and at least annually; lead or oversee budgeting; and perform such additional duties as may be assigned by the Board or President.

Section 5.9. *Chief Executive Officer and Staff*. The Board may appoint a Chief Executive Officer (CEO) or similar staff leader to manage day-to-day operations. The CEO shall report to the Board and shall have such authority as the Board delegates. The Board may authorize the Corporation to employ or retain employees, independent contractors, agents, professionals, and advisors as necessary or appropriate. The CEO shall not serve as a voting member of the Board, but may serve as Secretary.

ARTICLE VI – COMMITTEES

Section 6.1. *Committees of the Board*. The Board of Directors may establish standing or ad hoc committees as it deems necessary or helpful to carry out the mission and operations of the Corporation. All committees established under this section shall be committees of the Board and shall report directly to the Board.

Section 6.2. *Authority of Committees*. Committees may exercise only the authority expressly delegated to them by the Board. No committee shall have authority to:

- Amend, alter, or repeal the bylaws
- Elect, appoint, or remove any Director or officer
- Approve the dissolution, merger, or major asset sale of the Corporation
- Adopt or amend the budget
- Take any action prohibited by law from being delegated

Section 6.3. *Committee Membership*. Committee members shall be appointed by the Board or by the President with Board approval. Committee chairs shall be appointed by the Board. Committees may include non-Directors, except that any committee exercising Board authority must consist solely of Directors.

Section 6.4. *Standing Committees*. The Board may establish standing committees to support ongoing governance needs, including but not limited to:

- Finance Committee
- Governance and Nominating Committee
- Operations Committee
- Operations Strategy Committee

- Development or Fundraising Committee
- Communications and Marketing Committee

The Board may modify, dissolve, or create standing committees at any time.

Section 6.5. *Ad Hoc Committees and Task Forces*. The Board or President may establish temporary committees or task forces to address specific issues or projects. These committees shall dissolve automatically upon completion of their assigned task unless renewed by the Board.

Section 6.6. *Meetings and Procedures*. Committees shall meet as needed to fulfill their responsibilities. Unless otherwise directed by the Board, committees may establish their own procedures consistent with these bylaws and applicable law.

Section 6.7. *Reporting*. All committees shall keep minutes or written summaries of their meetings and shall report their activities and recommendations to the Board at regular intervals.

ARTICLE VII – EXECUTION OF INSTRUMENTS AND BANKING

Section 7.1. *Corporate Seal*. The Corporation shall not be required to have a corporate seal. The absence of a corporate seal shall not affect the validity of any instrument or act of the Corporation.

Section 7.2. *Execution of Instruments*. All instruments that are executed on behalf of the Corporation, acknowledged, and that affect an interest in real estate shall be executed by the President or Vice President and by the Secretary or Treasurer, unless otherwise authorized by the Board. All other instruments executed by the Corporation, including a release of mortgage or lien, may be executed by the President or any Vice President. Any written instrument may also be executed by such officer, officers, agent, or agents as are specifically designated by majority vote or resolution of the Board.

Section 7.3. *Checks, Notes, and Deposits*. All checks, notes, drafts, bills of exchange, electronic payments, or other orders for payment shall be signed, authorized, or approved by such person or persons as the Board may designate. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board may approve or designate.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

Section 8.1. *Purpose*. The purpose of this Conflict of Interest Policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, officer, or other person in a position of substantial influence over the Corporation, or that might result in a possible excess benefit transaction under applicable federal tax law.

For purposes of this Article, an “excess benefit transaction” means a transaction in which an economic benefit is provided by the Corporation, directly or indirectly, to or for the use of a disqualified person, and the value of the economic benefit provided exceeds the value of the consideration, including the performance of services, received by the Corporation.

This Policy supplements, but does not replace, any applicable federal or Pennsylvania law governing conflicts of interest, fiduciary duties, private inurement, private benefit, or transactions involving nonprofit or charitable organizations.

Section 8.2. *Definitions*.

(a) Interested Person. Any Director, principal officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(b) Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

(i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(iii) 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.

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

(d) Conflict Not Automatic. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board of Directors or appropriate committee determines, in accordance with this Article, that a conflict of interest exists.

Section 8.3. *Duty to Disclose*. In connection with any actual or possible conflict of interest, an Interested Person shall disclose the existence of the Financial Interest and all material facts to the Board of Directors or to any committee with Board-delegated powers considering the proposed transaction or arrangement.

Section 8.4. *Determining Whether a Conflict of Interest Exists*. After disclosure of the Financial Interest and all material facts, the Interested Person shall leave the meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Directors or committee members shall determine whether a conflict of interest exists.

Section 8.5. *Procedures for Addressing a Conflict of Interest*.

(a) Presentation by Interested Person. An Interested Person may make a presentation to the Board of Directors or committee concerning the proposed transaction or arrangement, but shall leave the meeting before discussion of, and voting on, the transaction or arrangement.

(b) Investigation of Alternatives. The chairperson of the Board or committee may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) Due Diligence and Alternatives. After exercising due diligence, the 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.

(d) Decision. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine, by majority vote of the disinterested Directors or committee members, whether the transaction or arrangement is in the Corporation's best interest, for the Corporation's own benefit, and fair and reasonable to the Corporation. If so determined, the Board or committee may approve the transaction or arrangement.

Section 8.6. *Violations of the Conflict of Interest Policy.*

(a) Alleged Failure to Disclose. If the Board of Directors or committee has reasonable cause to believe that a Director, officer, or committee member has failed to disclose an actual or possible conflict of interest, it shall inform that person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(b) Corrective Action. If, after hearing the person's response and making such further investigation as may be warranted, the Board or committee determines that the person failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.7. *Records of Proceedings*. The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

(a) 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;

(b) the nature of the Financial Interest;

(c) any action taken to determine whether a conflict of interest was present;

(d) the decision of the Board or committee as to whether a conflict of interest existed;

(e) the names of the persons present for discussions and votes relating to the transaction or arrangement;

(f) the content of the discussion, including any alternatives considered; and

(g) a record of any votes taken in connection with the transaction or arrangement.

Section 8.8. *Compensation*.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) 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.

(c) No Director or committee member who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any committee regarding compensation.

Section 8.9. *Annual Statements*. Each Director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement affirming that such person:

(a) has received a copy of this Conflict of Interest Policy;

(b) has read and understands the Policy;

(c) has agreed to comply with the Policy; and

(d) understands that the Corporation is organized and operated for charitable and educational purposes and must engage primarily in activities that accomplish one or more tax-exempt purposes in order to maintain its federal tax exemption.

Section 8.10. *Periodic Reviews*. To ensure that 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. Such reviews shall include, at a minimum, the following subjects:

(a) Compensation. Whether compensation arrangements and benefits are reasonable, based on competent survey information or other appropriate comparability data, and the result of arm's-length bargaining.

(b) Transactions and Arrangements. Whether partnerships, joint ventures, management arrangements, and other transactions or arrangements conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payment terms, further the Corporation's charitable and educational purposes, and do not result in private inurement, impermissible private benefit, or an excess benefit transaction.

Section 8.11. *Use of Outside Experts*. The Corporation may use outside advisors or experts in conducting periodic reviews or in evaluating conflicts of interest, compensation arrangements, transactions, or other matters under this Article. Use of outside advisors or experts shall not relieve the Board of Directors of its ultimate responsibility for ensuring that appropriate reviews are conducted and that the Corporation complies with this Policy and applicable law.

ARTICLE IX – LIMITATION OF LIABILITY & INDEMNIFICATION

Section 9.1. *Limitation of Personal Liability*. To the fullest extent permitted by Pennsylvania law, a Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless the Director has breached or failed to perform the duties of the office in accordance with the applicable statutory standard of conduct and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This limitation shall not apply to liability under any criminal statute or liability for the payment of taxes pursuant to local, state, or federal law.

Section 9.2. *Indemnification*. To the fullest extent permitted by Pennsylvania law, the Corporation shall indemnify and hold harmless each Director, officer, employee, agent, and other representative of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of service to the Corporation or service at the request of the Corporation in another capacity. No indemnification shall be made where the act or failure to act giving rise to the claim is determined by a court to have constituted willful misconduct or recklessness.

Section 9.3. *Advancement of Expenses*. Expenses incurred in defending any proceeding by a person entitled to indemnification may be paid by the Corporation in advance of the final disposition of the proceeding to the fullest extent permitted by Pennsylvania law, upon receipt of an undertaking by or on behalf of the person to repay such amount if it is ultimately determined that the person is not entitled to indemnification.

Section 9.4. *Insurance and Other Rights*. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent, or representative of the Corporation. The indemnification and advancement of expenses provided by this Article shall continue as to a person who has ceased to serve and shall inure to the benefit of that person's heirs, executors, and administrators. The rights provided in this Article shall not be exclusive of any other rights to which any person may be entitled.

ARTICLE X - RECORDS, FINANCES, AND TRANSPARENCY

Section 10.1. *Corporate Records*. The Corporation shall keep complete and accurate books and records of account; minutes of the proceedings of the Board and committees; a list of Directors and officers; and such other records as may be required by law. Records may be kept in written form or in any other form capable of being converted into written form within a reasonable time.

Section 10.2. *Inspection by Directors*. Each Director shall have the right to inspect the books and records of the Corporation at any reasonable time for purposes reasonably related to the Director's fiduciary duties, subject to reasonable procedures adopted by the Board and any limitations permitted by law.

Section 10.3. *Public Disclosure*. The Corporation shall make available for public inspection its application for federal tax exemption, annual information returns, and such other documents as are required to be made available by applicable law.

Section 10.4. *Financial Reports*. The Treasurer or other person responsible for the Corporation's financial records shall provide financial reports to the Board at regular intervals and at least annually. Annual financial statements, if prepared, shall include at least a statement of financial position and a statement of activities for the fiscal year and shall be prepared on a basis determined by the Board consistent with applicable law and prudent nonprofit practice.

ARTICLE XI - NOTICES

Section 11.1. *General*. Whenever written notice is required to be given to any person, it may be given personally, by first class or express mail, by courier service, by electronic mail, or by other reliable electronic communication to the person's address or contact information appearing on the records of the Corporation or supplied by the person to the Corporation for the purpose of notice. Notice shall be deemed given when delivered personally, when deposited in the United States mail or with a courier service, or when transmitted electronically, unless otherwise required by law or these Bylaws.

Section 11.2. *Waiver*. A written waiver of notice, signed or transmitted electronically by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice. Attendance at a meeting constitutes waiver of notice except where the person attends solely to object to improper notice or improper convening of the meeting.

ARTICLE XII - FISCAL YEAR

Section 12.1. *Fiscal Year*. The fiscal year of the Corporation shall begin on January 1 and end on December 31, unless otherwise determined by the Board.

ARTICLE XIII – NONDISCRIMINATION

Section 13.1. *Policy*. The Corporation shall not discriminate on the basis of race, color, religion, creed, national origin, ancestry, sex, gender identity or expression, sexual orientation, age, disability, marital status, veteran status, or any other characteristic protected by law in any of its policies, programs, or activities.

ARTICLE XIV - DISSOLUTION

Section 14.1. *Authorization*. The Corporation may be dissolved only upon authorization of the Board at a meeting called for that purpose and by the affirmative vote required by law, the Articles of Incorporation, and these Bylaws. Unless a greater vote is required by law or the Articles of Incorporation, dissolution shall require the affirmative vote of at least two-thirds (2/3) of the Directors then in office.

Section 14.2. *Distribution of Assets*. Upon dissolution, all liabilities and obligations of the Corporation shall be paid, satisfied, discharged, or adequately provided for. Assets not held upon a condition requiring return, transfer, or conveyance to another organization or individual shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to one or more organizations organized and operated exclusively for charitable, educational, scientific, or similar exempt purposes and qualifying as tax-exempt under Section 501(c)(3), as determined by the Board. No Director, officer, member, supporter, contributor, or private individual shall be entitled to share in the distribution of the Corporation's assets.

Section 14.3. *Compliance With Pennsylvania Law*. The dissolution of the Corporation shall be conducted in accordance with the Act and other applicable law, including any required filings or approvals involving the Pennsylvania Department of State, the Pennsylvania Office of Attorney General, or a court of competent jurisdiction.

ARTICLE XV - AMENDMENTS

Section 15.1. *Amendment by Board*. These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the Directors present at any annual, regular, or special meeting at which a quorum is present, provided that written notice of the proposed amendment, alteration, or repeal has been included in or enclosed with the notice of the meeting and the text of the proposed change has been distributed to all Directors at least ten (10) days before the meeting.

Section 15.2. *Articles and Law Contro*l. No amendment to these Bylaws shall be effective to the extent inconsistent with the Articles of Incorporation, the Act, Section 501(c)(3) of the Internal Revenue Code, or other applicable law.

ARTICLE XVI - TRANSITIONAL PROVISIONS

Section 16.1. *Continuity of Corporate Existence*. The Corporation shall continue its legal existence without interruption. All actions taken under prior bylaws remain valid unless inconsistent with applicable law, the Articles of Incorporation, or these Bylaws.

Section 16.2. *Existing Directors and Officers*. All individuals serving as Directors or officers at the time these Bylaws are adopted shall continue in their roles until the expiration of their terms or until their successors are elected and qualified, unless earlier removed, resigned, or otherwise disqualified under these Bylaws.

Section 16.3. *Assignment of Classes*. Existing Board members at the adoption of these Bylaws shall be assigned to the following classes and remain eligible for a new term following the conclusion of the initial term:

Class A – Expiring December 31, 2027
Steven Bare
Matthew Cottrill
Mara Ziegler

Class B – Expiring December 31, 2028
Mark Göttlich
Eric O'Grey
Eric Whetstone

Class C – Expiring December 31, 2029
Jeffrey Juewicz
Christopher Kuehn
Christopher Rollings

Section 16.4. *Existing Policies and Resolutions*. All existing policies, resolutions, and procedures of the Corporation shall remain in effect unless amended or repealed by the Board, provided that any provision inconsistent with these Bylaws shall be deemed superseded to the extent of the inconsistency.

Section 16.5. *Effective Date*. These Bylaws shall take effect immediately upon adoption by the Board.

CERTIFICATION

The undersigned certify that the foregoing Bylaws were duly adopted by the Board of Directors of Plane Wellness effective as of the date set forth below.

_____ Date: 13/11/2026

President Jamie Harpster

Jeff Jurewicz (Nov 13, 2026 07:46:12 CST) Date: 13/11/2026

Secretary Jeff Jurewicz

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Final Audit Report 2026-11-13

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