

DREAMSHADOW GROUP, INC.

BYLAWS

AMENDED AND ADOPTED FEBRUARY 22, 2020

Article I

Mission

The corporation is organized for the charitable purposes of support, research, and development of the theory and practice of Dreamshadow Transpersonal Breathwork and complementary activities that facilitate exceptional human experience.

Article II

Offices of the Company

The main office and place of business of Dreamshadow Group, Inc. (the Company) shall be at 128 Solar Park, Pawlet, VT 05761. By majority vote, the Board of Directors may establish other offices elsewhere.

Article III

Board of Directors

1. The Board of Directors shall have and exercise full power in the management and control of the business and affairs of the Company.
2. The Board shall determine the number of Directors. In no event shall there be fewer than 3 nor more than 15 Directors.
3. The Directors shall elect new Directors to fill vacancies on the Board at the Annual Meeting. The Board may, but shall not be required to, establish a nominating committee to aid in the selection of potential Directors.
4. Each Director shall serve an unlimited term until his/her successor is duly elected and qualified.
5. Any vacancy in the office of Director shall be filled by the Board of Directors for the unexpired portion of that term.
6. Directors shall serve without compensation, provided that nothing in this section shall prohibit (i) reimbursement of a Director for his/her actual expenses incurred in carrying out activities that have been approved by the Board or (ii) reasonable payment for services rendered to the Company for work other than serving as a Director.
7. A Director may be removed from office, at a special meeting of Directors called expressly for that purpose, with or without cause, by a two-thirds vote of the Directors then in office.

Article IV

Meeting of Board of Directors

1. The Annual Meeting of the Company shall be held at such time during the month of January or as soon thereafter as the Board of Directors designates. The Annual Meeting shall be held in Pawlet, Vermont unless otherwise designated by the Board of Directors. In the event that such Annual Meeting is omitted, the Board of Directors shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the Annual Meeting.
2. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board of Directors may determine. If a regular meeting schedule is approved, no separate notice of meetings called on such schedule need be given.
3. Special meetings of the Board of Directors shall be held at any time whenever called by the president, the secretary or by a majority of the Directors. Special meetings shall be held in Pawlet, Vermont or at such other location within or without the State of Vermont as previously approved by the Board for special meetings.
4. Notice of a special meeting of the Board of Directors shall be given to each Director, stating the purposes, date, place and time thereof. Notice shall be sufficient if mailed to the Director's usual or last known place of business or residence at least five business days before the time when the meeting is to be held. Alternatively, if a Director in writing requests notice by e-mail at a specific e-mail address, then notice by e-mail to that address within such time shall be sufficient for such Director. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Notice may also be waived by a writing including message transmitted by fax or e-mail filed with the records of the meeting.
5. A majority of the members of the Board of Directors as constituted for the time being shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting.
6. Members of the Board of Directors and members of any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting.
7. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing or by e-mail, and if

the written or e-mailed consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Article V

Officers

1. The officers of the Company shall be a president, treasurer and secretary, each of whom shall be elected by the Board of Directors. The Board of Directors may also appoint such other officers or agents as it may deem advisable and prescribe the duties thereof.
2. The Board of Directors shall annually elect the officers of the Company at the Annual Meeting.
3. The president shall have all of the powers and duties usually vested in the office of president, together with such other duties as the Board of Directors shall designate. The president shall preside at all meetings of the Board of Directors.
4. The treasurer shall have the custody of all property of the Company, including funds, securities and evidence of indebtedness. He/She shall keep the books of the Company in accordance with good accounting practices.
5. Any two or more offices may be held by the same person except for the offices of president and secretary. Each officer shall be a member of the Board of Directors.
6. An officer may be removed from office, at a special meeting of Directors called expressly for that purpose, with or without cause, by a two-thirds vote of the Directors then in office.

Article VI

Committees

1. There may be an Executive Committee, consisting of not less than three members of the Board of Directors. The president shall, *ex officio*, be a member and the chairman of the Executive Committee. Other members of the Executive Committee shall be elected at the annual meeting of the Board of Directors to hold office for two years. In case of a vacancy, the same may be filled by the Board of Directors at any meeting.
2. Subject to the direction of the Board of Directors, the Executive Committee shall have the immediate charge, management and control of the activities and affairs of the Company. The Executive Committee shall have authority, in the intervals between the meetings of the Board of Directors, to exercise any powers of the Board of Directors, provided nonetheless that the authority of the Executive Committee shall be subject to such limitations as may be voted by the full Board of Directors.

3. There may be a Training/Certification Committee, consisting of not less than three members of the Board of Directors and not more than one non-voting staff member, to be elected by the Board of Directors.

4. Subject to the direction of the Board of Directors, the Training/Certification Committee will review and recommend trainees to the full Board for certification as Facilitators of Dreamshadow Transpersonal Breathwork. The Committee will also review and modify the Dreamshadow Training Program and Curriculum as necessary.

5. The Board of Directors may authorize the creation and define the purpose, powers and duties of such other committees as the Board may from time to time deem necessary or useful in the conduct of the Company's business. The president shall appoint the members and chair of each committee (other than the Executive Committee). Individual members of the community may be appointed as non-voting members in an advisory capacity to all committees, except the executive committee.

6. A majority of the members of each committee shall constitute a quorum, and a majority of those present at a meeting at which a quorum is present shall be sufficient for action.

Article VII *Conflict of Interest*

1. No Director shall vote on a matter that would involve a conflict of interest.

2. A "conflict of interest" shall mean a transaction or action that might benefit the private interest of an individual, a member of his/her immediate family, or a business with which he/she is affiliated.

3. When a Director has cause to believe that a matter to be acted upon would involve him/her or another Director in a conflict of interest or a question of potential conflict of interest, he/she shall announce the nature of the conflict and/or the questions of whether an actual conflict of interest exists. This announcement shall be recorded in the minutes of the meeting. If the Director announces a question about a possible conflict of interest but does not voluntarily recuse himself/herself from participation, the issue of whether a conflict exists shall be determined by vote of a majority present not counting the Director who has raised the issue.

4. When a Director has a conflict of interest with respect to a transaction or action before the Board or a Committee, the person shall leave the table and shall not speak or otherwise participate in deciding such matter.

Article VIII

Amendment

The Bylaws may be amended, added to, or repealed by a majority of the Board of Directors, provided notice of the proposed changes, including the full text thereof is given in the notice of the meeting. Such meeting must be scheduled at least ten business days after the giving of such notice unless notice is waived in writing by all members of the Board.

Article IX

Non-Discrimination

The Company's business shall be conducted in a manner that is compliant with all State and Federal civil rights and applicable non-discrimination statutes.

The Directors of Dreamshadow Group, Inc., approved the foregoing Bylaws at a duly warned and constituted meeting held on February 22, 2020.

/s/ Elizabeth Gibson, Secretary