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# SIMPLE GUIDE TO OUR CORPORATE BYLAWS

## ARTICLE I — NAME, PURPOSE, AND LEGAL STATUS

### Section 1. Name

The name of the organization shall be **Natural Bioenergetics Global (NBG)** (hereinafter referred to as “the Corporation”).

### Section 2. Legal Status

The Corporation is organized as a nonprofit corporation under the laws of the United States and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

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 individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth herein. 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, any political campaign on behalf of or in opposition to any candidate for public office.

### Section 3. Purpose

The purpose of the Corporation is to:

1. Teach **Natural Bioenergetics / Health Kinesiology (NB/HK)**;
2. Educate about human coherence, resilience, and empowerment at individual, group, and community levels;
3. Advance biofield science through ethical education, practice, research, and dialogue with research institutions;
4. Build and sustain a cohesive, values-led global community of practitioners, instructors, and learners for the purposes of education and research.

The Corporation shall conduct scientific research in the public interest, and the results of such research shall be made publicly available on a nondiscriminatory basis.

#### **Section 4. Accounting Period**

The Corporation shall operate on an annual accounting period of twelve (12) months ending December 31 of each year.

#### **Section 5. Dissolution**

Upon the 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 to federal, state, or local government entities for a public purpose. Any assets not so disposed shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organizations as said court shall determine that are organized and operated exclusively for exempt purposes.

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## **ARTICLE II — CORE VALUES AND GOVERNING PRINCIPLES**

### **Section 1. Core Values**

The Corporation shall be guided by the following values:

- Integrity, legality, and ethical responsibility
- Separation of powers and accountability
- Community participation and shared leadership
- Scientific responsibility, openness, and adaptability
- Kindness, cooperation, respect for diversity, and cultural humility

### **Section 2. Governing Philosophy**

Authority within the Corporation shall be **distributed, transparent, and purpose-bound**, ensuring that no single individual or role exercises unchecked power. Decisions shall be made with consideration for both institutional sustainability and community trust.

The Corporation shall ensure that all federal electronic and information technology is accessible to people with disabilities, including employees and members of the public. Individuals with disabilities must have access to information and data that is comparable to that provided to others, and the procurement, development, and maintenance of technology shall meet established accessibility standards. Exceptions are permitted only if compliance would impose an undue burden; however, alternative means of access must still be provided in such cases.

## ARTICLE III — GOVERNANCE STRUCTURE

### Section 1. Levels of Authority

The Corporation shall operate under clearly defined and distinct levels of authority:

1. Board of Directors
2. Chair of the Board
3. President / Chief Executive Officer (CEO)
4. Advisory and Decision-Making Councils
5. School Director
6. Committees and appointed officers as authorized

Each level shall respect the scope and limits of its authority as defined herein.

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## ARTICLE IV — BOARD OF DIRECTORS

### Section 1. Authority

The **Board of Directors** is the highest governing body of the Corporation and bears ultimate fiduciary and legal responsibility for:

- Mission, vision, and strategic direction
- Financial health and sustainability
- Legal and ethical compliance
- Oversight of the President and organizational leadership
- Protection of the Corporation's assets, reputation, and integrity

### Section 2. Fiduciary Duties

Each Director shall uphold the duties of:

- **Care** — acting with informed judgment and diligence
- **Loyalty** — acting in the best interest of the Corporation
- **Obedience** — ensuring fidelity to the mission and compliance with law

### **Section 3. Composition**

- Directors shall be selected by existing Board members and/or designated alumni in accordance with Board policy.
- Students of NBG may not serve on the Board of Directors.
- The President/CEO does not have the authority to appoint Board members.

### **Section 4. Powers**

The Board of Directors has exclusive authority to:

- Hire, evaluate, and remove the President/CEO
  - Approve annual budgets and significant financial commitments
  - Amend these bylaws
  - Establish, modify, or dissolve Councils
  - Approve major strategic initiatives
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## **ARTICLE V — CHAIR OF THE BOARD**

### **Section 1. Role**

The **Chair of the Board** shall:

- Preside over meetings of the Board
- Ensure efficient, ethical, and effective governance
- Facilitate Board discussion and decision-making
- Serve as primary liaison between the Board and the President

### **Section 2. Limitations**

The Chair of the Board:

- Holds no executive or operational authority
  - Shall not direct staff, instructors, or practitioners
  - Shall act only within authority granted by the Board as a whole
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## ARTICLE VI — PRESIDENT / CHIEF EXECUTIVE OFFICER

### Section 1. Authority

The **President / CEO** is the chief executive officer of the Corporation and is responsible for:

- Implementing policies and strategic decisions of the Board
- Managing day-to-day operations
- Overseeing personnel and contractors
- Preparing and administering budgets
- Coordinating the work of Councils, the School Director, and operational functions

### Section 2. Accountability

The President reports directly to the Board of Directors and is subject to regular evaluation by the Board.

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## ARTICLE VII — COUNCILS (SHARED POWER AND PARTICIPATION)

### Section 1. Purpose of Councils

Councils are established to ensure **participation, shared authority, trust-building, and informed decision-making** by those directly involved in the life of the community.

### Section 2. Academic Council

The **Academic Council** is responsible for:

- Academic standards and policies
- Curriculum structure and evolution
- Evaluation and quality review of training manuals
- Structuring educational pathways, including:
  1. Accessible tools for the general public
  2. Self-development and family courses (e.g., NB/HK 1–3 or equivalent)
  3. Professional training pathways (e.g., NB/HK 1–9 or equivalent)

### **Section 3. Practitioners Council**

The **Practitioners Council** is responsible for:

- Practitioner policies and professional standards
- Practitioner engagement, unity, and cohesion
- Referral pathways and community support mechanisms

### **Section 4. International Council**

The **International Council**, when fully constituted, shall:

- Represent regional and national communities
- Serve as a conduit for international perspectives
- Participate in Board governance as voting members when formally authorized

### **Section 5. Council Chairs**

- Each Council shall elect a Chair from among its members.
  - Council Chairs report to the President and submit Council decisions to the Board.
  - Council Chairs may attend Board meetings as non-voting participants unless otherwise authorized by the Board.
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## **ARTICLE VIII — SCHOOL DIRECTOR**

### **Section 1. Role**

The **School Director** is responsible for:

- Leading the academic unit of the Corporation
- Assigning students to advisors in an equitable manner
- Overseeing academic and non-academic misconduct processes
- Implementing academic policies approved through governance channels

### **Section 2. Reporting Lines**

The School Director:

- Reports to the President for overall administration
- Reports to the Chair of the Academic Council on academic matters

### **Section 3. Restrictions**

The School Director may not simultaneously serve as:

- President / CEO
  - Chair of the Board
  - Chair of any Council
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## **ARTICLE IX — CONFLICTS OF INTEREST**

All Directors, Officers, and Council Chairs shall disclose any actual or potential conflicts of interest and act in accordance with Board-approved conflict-of-interest policies.

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## **ARTICLE X — AMENDMENTS**

This simple guide to the Corporation's bylaws may be amended by a majority vote of the Board of Directors, provided that such amendments remain consistent with the mission, values, and legal obligations of the Corporation.

Adopted on May 7<sup>th</sup> 2026.



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Thibaud d'Oultremont, Ph.D.  
President NBG



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Brian Mathews  
Chair of the board