NATURAL BIOENERGETICS GLOBAL (NBG)

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 and shall be operated as a nonprofit corporation under applicable law. The Corporation shall be organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, as amended, or any corresponding provision of future federal tax law.
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, member, trustee, employee, or other private individual, 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, 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 Corporation is organized and operated for the following purposes:

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.

ARTICLE II — MEMBERSHIP

All corporate powers shall be exercised by or under the authority of the Board of Directors, except as otherwise required by applicable law, the articles of incorporation, or these bylaws.

ARTICLE III — 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 strive to ensure that its programs, communications, and information technology are reasonably accessible to persons with disabilities and shall provide reasonable accommodations where required by applicable law and feasible within the Corporation’s resources.

ARTICLE IV — GOVERNANCE STRUCTURE

Section 1. Levels of Authority

The Corporation shall operate under clearly defined and distinct levels of authority: Board of Directors; Chair of the Board; President/Chief Executive Officer; officers appointed or designated by the Board; Councils; committees; and the Institute Director.
Each level shall respect the scope and limits of its authority as defined herein.

ARTICLE V — 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 and Qualifications

The Board of Directors shall consist of not fewer than three (3) and not more than fifteen (15) Directors, as determined from time to time by resolution of the Board of Directors.
Directors shall be selected in accordance with procedures adopted by the Board of Directors and shall meet any qualifications established by Board policy and applicable law.
Current students of NBG shall not serve as voting members of the Board of Directors while enrolled as students, unless otherwise permitted by applicable law and expressly approved by the Board to address a specific governance need.
The President/CEO shall not have unilateral authority to appoint Directors.

Section 4. Terms of Directors

Directors shall serve terms of three (3) years, unless a shorter term is established at the time of election or appointment in order to create or maintain staggered terms. Directors may serve successive terms unless otherwise limited by Board policy or applicable law.

Section 5. Resignation, Removal, and Vacancies

Any Director may resign by providing written notice to the Chair of the Board or the Secretary. A Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Directors then in office, unless a different vote is required by applicable law. Vacancies may be filled by the affirmative vote of a majority of the Directors then in office.

Section 6. Meetings

The Board of Directors shall hold at least one annual meeting each year and may hold regular or special meetings as necessary. Meetings may be held in person, by telephone, by videoconference, or by any other means permitted by applicable law, provided that all participating Directors may hear one another or otherwise participate in real time.

Section 7. Notice

Notice of regular or special meetings shall be given to each Director within the time and manner required by applicable law or Board policy. Notice shall state the date, time, place or method of participation, and, for special meetings, the general purpose of the meeting.

Section 8. Quorum and Voting

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by applicable law, the articles of incorporation, these bylaws, or Board policy, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Powers

The Board of Directors has exclusive authority to:

- Hire, evaluate, compensate, and remove the President/CEO;
- Approve annual budgets and significant financial commitments;
- Adopt, amend, or repeal these bylaws;
- Establish, modify, or dissolve Councils and committees;
- Approve major strategic initiatives and organizational commitments; and
- Exercise all powers reserved to the Board by law, the articles of incorporation, and these bylaws.

ARTICLE VI — CHAIR OF THE BOARD

Section 1. Role

The **Chair of the Board** shall serve as the presiding officer of the Board of Directors and shall be responsible for supporting effective governance, facilitating Board deliberation, and serving as the principal liaison between the Board and the President/CEO.

- Preside at meetings of the Board of Directors;
- Promote efficient, ethical, and effective Board governance;
- Facilitate Board discussion, deliberation, and decision-making;
- Coordinate Board agendas in consultation with the President/CEO, as appropriate; and
- Perform such other duties as may be assigned by the Board of Directors.

Section 2. Limitations

The Chair of the Board shall exercise only those powers expressly granted by these bylaws, Board policy, or action of the Board of Directors.

- The Chair shall not possess executive or operational authority by virtue of holding the office of Chair;
- The Chair shall not supervise, direct, or manage employees, contractors, instructors, practitioners, or other operational personnel, except as specifically authorized by the Board; and
- The Chair shall act on behalf of the Board only when authorized by the Board as a whole.

ARTICLE VII — PRESIDENT/CHIEF EXECUTIVE OFFICER

Section 1. Authority

The President/Chief Executive Officer shall be the chief executive officer of the Corporation and shall be responsible for the day-to-day management and administration of the Corporation, subject to the supervision, direction, and policies of the Board of Directors.

- Implement policies, directives, and strategic decisions adopted by the Board of Directors;
- Manage the Corporation's day-to-day operations and administrative functions;
- Oversee employees, contractors, instructors, and operational personnel;
- Prepare proposed budgets and administer approved budgets in accordance with Board policy;
- Coordinate the work of Councils, the Institute Director, and other authorized operational functions; and
- Perform such other duties as may be assigned by the Board of Directors.

ARTICLE VIII — OFFICERS

Section 1. Officers

The officers of the Corporation shall include a President/Chief Executive Officer, Secretary, Treasurer, and such other officers as the Board of Directors may designate. Officers shall be elected or appointed by the Board and shall serve at the pleasure of the Board, unless otherwise provided by applicable law, Board policy, or written agreement.

Section 2. President/Chief Executive Officer Accountability

The President/Chief Executive Officer shall report directly to the Board of Directors, shall be subject to regular evaluation by the Board, and shall operate within the authority delegated by the Board, these bylaws, Board-approved policies, and applicable law.

Section 3. Secretary

The Secretary shall maintain or oversee the maintenance of corporate records, minutes of Board meetings, notices, resolutions, and official governance documents; shall certify Board actions when required; and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer

The Treasurer shall oversee the financial affairs of the Corporation, including financial reporting, budgeting support, internal financial controls, and presentation of financial information to the Board of Directors. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE IX — COUNCILS

Section 1. Purpose of Councils

Councils may be established by the Board of Directors to support **participation, shared authority, trust-building, informed decision-making**, and subject-matter expertise within the Corporation. Councils shall exercise only such authority as is expressly granted by these bylaws, Board policy, or specific action of the Board.

Section 2. Academic Council

The **Academic Council** shall advise on and, where authorized by the Board, support the development and maintenance of:

- Academic standards, policies, and procedures;
- Curriculum structure, content, and evolution;

- Evaluation and quality review of training materials and manuals; and
- Educational pathways, including accessible public education, self-development and family courses, and professional training pathways.

Section 3. Practitioners Council

The **Practitioners Council** shall advise on and, where authorized by the Board, support the development and maintenance of:

- Practitioner policies, expectations, and professional standards;
- Practitioner engagement, unity, cohesion, and community participation; and
- Referral pathways, peer support structures, and community support mechanisms.

Section 4. International Council

The **International Council**, when constituted by the Board of Directors, shall advise on and support international participation, regional representation, and the inclusion of national and regional perspectives in the governance and activities of the Corporation.

- Represent regional and national communities through processes approved by the Board;
- Serve as a conduit for international perspectives, needs, and recommendations; and
- Participate in Board governance only to the extent formally authorized by the Board and permitted by applicable law.

Section 5. Council Chairs

- Each Council shall elect or select a Chair in accordance with procedures approved by the Board of Directors.
- Council Chairs shall report to the President/CEO for administrative coordination and shall submit Council recommendations, decisions, or requests requiring approval to the Board of Directors.
- Council Chairs may attend meetings of the Board of Directors as non-voting participants unless voting status is expressly authorized by the Board and permitted by applicable law.

ARTICLE X — COMMITTEES

Section 1. Committees

The Board of Directors may establish standing or special committees to support governance, finance, audit, nominations, programs, or other functions. Committees shall have only the authority expressly delegated by the Board and shall report to the Board as directed. No committee may amend the bylaws, elect or remove Directors, hire or remove the President/CEO, approve dissolution, or take any action reserved to the Board by law, the articles of incorporation, or these bylaws.

ARTICLE XI — INSTITUTE DIRECTOR

Section 1. Role

The **Institute Director** shall be responsible for leading the Institute's academic programs and related educational functions in accordance with these bylaws, Board-approved policies, and applicable academic standards.

- Lead the Institute's academic programs and related educational functions;
- Assign students to advisors in an equitable and transparent manner;
- Oversee academic and non-academic misconduct processes in accordance with approved policies;
- Implement academic policies approved through the Corporation's governance channels; and
- Perform such other academic duties as may be assigned by the President/CEO or authorized governance body.

Section 2. Reporting Lines

The Institute Director shall report to the President/CEO for general administration and operational coordination and shall coordinate with the Academic Council on academic matters within the Council's authorized scope.

Section 3. Restrictions

To preserve separation of powers and avoid conflicts of interest, the Institute Director shall not simultaneously serve in any of the following roles unless expressly permitted by applicable law and approved by the Board of Directors for a defined interim period:

- President/Chief Executive Officer;
- Chair of the Board; or
- Chair of any Council.

ARTICLE XII — CONFLICTS OF INTEREST

Section 1. Disclosure and Recusal

Each Director, officer, Council Chair, employee, contractor, and any other person acting on behalf of the Corporation shall disclose any actual, potential, or perceived conflict of interest and shall comply with the Corporation's conflict-of-interest policy, as adopted and amended by the Board of Directors. No person with a conflict of interest shall participate in deliberation or voting on the matter except as permitted by the Board's conflict-of-interest policy and applicable law.

ARTICLE XIII — RECORDS, FINANCES, AND FISCAL OVERSIGHT

Section 1. Records and Fiscal Oversight

The Corporation shall maintain complete and accurate books, records, minutes, financial statements, tax filings, policies, and other records required by applicable law and sound nonprofit governance. The Board of Directors shall oversee the Corporation's finances, approve annual budgets, review financial reports, and ensure that funds are used in furtherance of the Corporation's exempt purposes.

ARTICLE XIV — INDEMNIFICATION

Section 1. Indemnification

To the fullest extent permitted by applicable law, the Corporation may indemnify any Director, officer, employee, committee member, Council Chair, or authorized agent who is made a party to a proceeding by reason of service to the Corporation, provided that such person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation. No indemnification shall be provided where prohibited by law or where the person is finally adjudicated not to have acted in good faith or in the best interests of the Corporation.

ARTICLE XV — NONDISCRIMINATION

Section 1. Nondiscrimination

The Corporation shall not discriminate in its governance, programs, services, employment, volunteer opportunities, or operations on the basis of any characteristic protected by applicable law. The Corporation shall conduct its activities in a manner consistent with dignity, fairness, accessibility, and respect for all persons.

ARTICLE XVI **— AMENDMENTS** AND PERIODIC REVIEW

These bylaws may be amended, restated, or repealed by the affirmative vote of a majority of the Directors then in office, unless a greater vote is required by applicable law, the articles of incorporation, or Board policy; provided, however, that no amendment shall be inconsistent with the Corporation's nonprofit, tax-exempt purposes, mission, values, or legal obligations. The Board of Directors shall review these bylaws periodically, at least every three (3) to five (5) years, or sooner if required by changes in law, governance needs, or organizational circumstances.

Adoption. These bylaws were adopted by the Board of Directors on May 7, 2026.

Thibaud d'Oultremont, Ph.D.
President/Chief Executive Officer

Brian Mathews
Chair of the Board