

8-2-06 Amendments to

**BYLAWS
of
EMBODYDANCE, INC.**

a New Mexico Non-Profit Corporation

Change Article VII, Section 2: (approved at 7-9-06 Community Meeting)

From: Section 2. Regular Meetings: The Board of Directors will conduct regular monthly meetings on the first Tuesday after the first Sunday of each month. At any regular meeting, the Board of Directors may consider and transact any business presented to it.

To: Section 2. Regular Meetings: The Board of Directors will conduct regular meetings quarterly in the months of January, April, July and October, on the first Tuesday after the first Sunday of these months. At any quarterly meeting, the Board of Directors may consider and transact any business presented to it.

Change Article IX, Section 2, C: (approved at 3-12-06 Community Meeting)

From: C. All upcoming meetings will be announced during announcements every Thursday and Sunday Embodydance.

To: C. All upcoming meetings will be posted at every Thursday and Sunday Embodydance.

**BYLAWS
of
EMBODYDANCE, INC.**

a New Mexico Non-Profit Corporation

**ARTICLE I
NAME, SEAL AND OFFICES**

Section 1. Name: The name of this corporation is Embodysdance, Inc.

Section 2. Seal: The Community may adopt a seal for the corporation in such form as it deems proper, but the corporation shall not be required to have a seal.

Section 3. Offices: The principal offices of the corporation shall be at 369 Montezuma Ave. PMB # 197, Santa Fe, New Mexico, 87501.

**ARTICLE II
OBJECT AND PURPOSES**

Section 1. The corporation is formed exclusively for purposes for which a corporation may be formed under the Nonprofit Corporation Act of the State of New Mexico, and shall be operated exclusively for nonprofit purposes within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time.

Section 2. The purposes for which the corporation is formed are those set forth in the Articles of Incorporation of this corporation, as from time to time amended: The purpose of Embodysdance, Inc. is to hold gatherings every week for sacred practice where members may, through movement, have inner experiences that encourage awareness of self and community, connection with Spirit, and inspiration in daily life.

**ARTICLE III
POWERS**

Section 1. The corporation shall have all powers expressly or impliedly authorized and granted under the laws of the State of New Mexico and the United States.

Section 2. The corporation shall have the power and authority to do everything necessary, proper, advisable or convenient for the accomplishment of the objects and purposes of the corporation, and to do all other things incidental thereto, or connected therewith, which are not forbidden by law or the Articles of Incorporation of this corporation.

Section 3. The corporation shall have the power and authority to carry out its purposes in any state, territory, district or possession of the United States, or in any

foreign country to the extent that such purposes are not forbidden by law of such state, territory, district or possession of the United States, or by any such foreign country; and to hold, purchase, mortgage and convey real and personal property within or outside of the state of New Mexico.

ARTICLE IV MEMBERSHIP

The corporation need not have members. The Community may, however, provide for such classes of membership as it deems advisable. Membership in the corporation shall vest no voting right or other rights in the members except those which may be conferred upon them by the Community. For purposes of decision making, the Community shall consist of all those present at a monthly, special, or annual meeting.

ARTICLE V DECISION-MAKING PROCESS

All decisions are made by Consensus. The following three-paragraph Embodysdance Consensus statement is to be read at the beginning of any meeting.

We are here today to nurture a spirit of community and love, and in that spirit to discover the highest and best direction Embodysdance can take. This involves listening deeply to each other, to our own hearts, and to the silence, because only then can Spirit make known this highest path. When we have discovered the path that is truly best for our Community, there is usually a stillness and a feeling of great clarity, satisfaction, and inner peace that pervades the room. It is that union of hearts, and that stillness, that is our goal here today.

Consensus does not necessarily mean agreement; it involves full participation by all present. In cases where an individual feels they have participated fully and have been heard, but they still differ with a consensus that is developing within the Community, it may be appropriate for that individual to stand aside in order to allow consensus.

If all Community members present, except the person(s) immediately concerned, determine that an individual (or individuals) has/have a unique and specific interest in the outcome of a discussion, that individual (or those individuals) shall not block consensus.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Management by Board of Directors: The Board of Directors shall have the general management and control of the activities and the affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the laws of the State of New Mexico and the United States, the Articles of Incorporation, and these bylaws. Notwithstanding the above, to the extent allowed by law, the decision making power of this corporation shall rest in the monthly Community meetings. Decisions shall be made by the consensus of all those present at

the monthly, special, or annual Community meetings. The Board of Directors shall serve as leaders, officers and workers without actual decision making power except where designated by the Community or pursuant to, and in accordance with, the laws of the State of New Mexico. BOD members are entitled to participate fully in all Community Meetings as Community members.

Section 2. Number and Term of Directors: The Board of Directors shall consist of no fewer than three (3) nor more than seven (7) persons, as may be determined from time to time by the Community. No reduction in the number of directors shall have the effect of removing any Director from office, but the reduction shall be achieved by voluntary resignation or other attrition. Directors shall serve for a term of two years, alternating in order to stagger terms, and until their successors shall have been selected and qualified. Directors shall take office immediately following their selection.

Section 3. Selection of Directors: All selection processes for expiring terms of Board members shall be held at the annual Community Meeting. Directors may serve any number of consecutive terms.

Section 4. Removal of Directors: Any Director may be removed, with or without cause, by consensus of the Community at any special, regular or annual meeting.

Section 5. Replacement of Board Members: Should it be necessary to replace a member of the Board of Directors during that member's term due to death, disability, removal or resignation, a new member may be selected by the Community at any meeting. The newly-selected director shall serve out the remaining term of the new director's predecessor.

Section 6. Compensation: The Directors shall not receive compensation for their services as such, but the Community may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties. A Director may also serve the corporation in other capacities and may receive compensation for any such services.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Board of Directors Meeting: There shall be an annual meeting of the Board of Directors of the corporation, to be held at the principal office of the corporation or at such other place as may be designated by the President or Community. The Annual Meeting shall be held on the first Tuesday after the first Sunday in January of each year. The annual meeting shall be held for the purpose of selecting officers, and for the transaction of such other business as may properly come before the meeting.

Section 2. Regular Meetings: The Board of Directors will conduct regular monthly meetings on the first Tuesday after the first Sunday of each month. At any

regular meeting, the Board of Directors may consider and transact any business presented to it.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called at any time by any member of the Board of Directors. A notice of a special meeting shall state the purposes for which the meeting is called.

Section 4. Notice of Meetings: Sections 1 and 2 above of this Article constitute notice of the monthly and annual BOD meetings. Notice of any special meeting of the Board of Directors shall be given via telephone call or email to each member of the BOD. If notice is given by email, a telephone message will be left also, notifying BOD members of email notice.

Section 5. Quorum: At any meeting of the Board of Directors, the presence of more than half of the Directors shall constitute a quorum for all purposes, and the act of a consensus of the Directors present at any meeting at which there is a quorum shall be the act of the full Board of Directors. Once a quorum is established it shall be deemed to remain until the meeting is adjourned. With or without a quorum present, a meeting may be adjourned by consensus of the Directors present without giving notice of the adjourned meeting other than by the notice received by attendance at the meeting consenting the adjournment, and without further notice to any absent Director. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted for which notice was originally given.

Section 6. Telephone meetings. Any Director -- or all Directors--may attend any meeting by telephone, as long as those attending by telephone may hear and be heard by all other Directors in attendance at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at the meeting may be taken without a meeting if a consent in writing, including email, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VIII OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board may select. All officers shall be Directors and shall take office immediately following their selection.

Section 2. Selection of Officers: The President, Vice President(s), Secretary, Treasurer, and any other officers shall be selected by the Directors at the annual meeting of the Board of Directors and each shall serve a term of two years, or until his or her successor shall be selected and qualified.

Section 3. Vacancies: Any vacancy which may occur in an office shall be filled by selection by the Board of Directors and the newly-selected officer shall serve until

the next annual meeting or until his or her successor shall have been duly selected and qualified.

Section 4. Seniority of the Vice Presidents: The seniority of the Vice Presidents shall be determined by the order in which their names are submitted for selection.

Section 5. Duties of Officers:

A. President: The President shall be the chief executive officer of the corporation and shall have general supervision over its affairs and property, in compliance with Article V, Decision-Making Process, above, and shall generally do and perform all acts usually incident to the office of President. The President shall have such additional powers and duties as may from time to time be assigned to him or her by the Community. The President shall preside at all meetings of the Board of Directors. The President shall be an *ex officio* member of all committees.

B. Vice-President: At the request of the President, or in his or her absence or disability, the Vice Presidents(s), in order of seniority, shall perform all the duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. The Vice President(s) shall perform such other duties as from time to time may be assigned by the Board or the President.

C. Treasurer: The Treasurer shall perform all of the duties usually incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board or the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties, in such sum, and with such surety or sureties, as the Board shall determine. The expense of any such bond shall be paid by the corporation.

D. Secretary: The Secretary shall act as Secretary of the Board and shall keep, or cause to be kept, minutes of all meetings of the Board in one or more books provided for that purpose. In the absence of the Secretary, the President may designate any person to act as Secretary for Board meetings. The Secretary shall ensure that all notices are duly given in accordance with these bylaws and as required by law. The Secretary shall have charge of the books, records, and other papers of the corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer or some other designee of the Board. In general, the Secretary shall perform all duties usually incident to the office of Secretary and other such duties as may from time to time be assigned to him or her by the Board or by the President.

ARTICLE IX COMMUNITY MEETINGS

Section 1. Meetings: Embodysdance, Inc. includes three kinds of Community Meetings: Annual; Monthly; and Special meetings.

A. The Annual meeting will be held on the second Sunday in January of each year, 30 minutes to one hour before the regular monthly meeting. This annual meeting will be held in order to select members of the Board of Directors.

B. Monthly meetings will be held on the second Sunday of every month. The format of the monthly meetings is as follows:

- Selection of moderator and minutes-taker
- Embodyspace Consensus statement to be read aloud
- 1 to 3 minutes of silence
- Minutes from last meeting to be read and approved
- Agenda to be developed
- Treasurer's report
- BOD report
- Discussion of items on the agenda

NOTE: Should the moderator decide at any time that the free and balanced flow of communication has been disrupted, he or she may call for a moment of silence and then re-read the Embodyspace Consensus statement before the meeting proceeds.

NOTE: Any time that Consensus is reached, the minutes-taker will read aloud the exact language of the Consensus, in order to ensure that the intention of the Consensus is recorded accurately in the minutes.

C. Special meetings may be called by a consensus of either the Board of Directors or the Core Facilitators, and will follow the format for monthly meetings.

Section 2. Notice of Meetings:

- A. Items A and B above constitute notice of Annual and Monthly meetings.
- B. Special Meetings shall be announced via email, using the most current email list, a minimum of 3 days in advance AND during announcements at a minimum of one Embodyspace. The topic or topics to be discussed at a Special Meeting shall be contained in the announcement(s).
- C. All upcoming meetings will be announced during announcements every Thursday and Sunday Embodyspace.

ARTICLE X COMMITTEES

Section 1. By consensus, the Community may, but shall not be required to, establish Committees which shall be governed by the following provisions:

A. Committee members, along with the purpose and term of the Committee, shall be authorized by consensus of the Community.

C. Minutes of Meetings: Minutes of all Committee meetings shall be taken. These minutes shall be available for inspection by any member of the Community at any reasonable time, and all actions of Committees shall be reported at the next succeeding Community Meeting.

D. Notice of Meetings: All Committee meetings will be announced at Thursday and Sunday Embodyspace.

ARTICLE XI PROHIBITIONS AND DISSOLUTION

Section 1. Prohibition of Personal Benefit: No part of the capital or net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and contributions in furtherance of the purposes of the corporation. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). The corporation shall not engage in any activity or transact its business in any way that would cause it to be ruled a private foundation as defined in Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Prohibited Activities: No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The corporation shall not discriminate on the basis of race, color, national or ethnic origin or religion in administration of its programs.

Section 3. Dissolution: In the event of the dissolution of the corporation, all of its assets, property, resources and funds shall be distributed to and paid over to such educational or charitable institution or institutions as the Community may determine are most capable of carrying out the objectives and purposes of this corporation as set forth in its Articles of Incorporation. Any organization to which distribution is made shall be an organization or institution which is exempt from federal income tax under Section 501(c), and is a organization, contributions to which are deductible under

Section 170(c)(2), of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law). The organization may not be a private foundation as defined in Section 509 of the Internal Revenue Code.

ARTICLE XII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: The fiscal year of the corporation shall commence on January 1 and terminate on December 31.

Section 2. Contract Personnel: The Board of Directors may be authorized by the Community to contract for the services of such personnel as may be necessary or convenient and who shall be vested with such powers and authority as may be specified by the Board and who shall be responsible to the Board of Directors.

Section 3. Execution of Contracts: The Community may authorize the Board of Directors to authorize any officer, employee or agent, in the name of and on behalf of the corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless authorized by these bylaws or by the Board, no officer, director, employee or agent shall have any power to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Loans: No loan shall be contracted on behalf of the corporation unless authorized by the Board of Directors, as authorized by the Community.

Section 5. Commercial Paper: All checks, drafts and other orders for the payment of money out of the funds of the corporation, and all notes or evidences of indebtedness of the corporation shall be executed on behalf of the corporation by such officer or officers, or employee or employees, as the Board of Directors, acting on behalf of the Community, may, by resolution, from time to time determine.

Section 6. Deposits and Temporary Investments: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors, as authorized by the Community, may from time to time select; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated by the Board of Directors, as authorized by the Community, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the corporation. Funds not needed for current use may be invested in short term obligations of the United States and bank certificates of deposit, and not to exceed \$50,000.00 in money market funds, by such persons as may be authorized by the Board of Directors and the Community.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Third Party and Derivative Actions: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any

threatened, pending or completed suit, proceeding or claim, whether civil, criminal, administrative, or investigative (including an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred in settlement or otherwise by the person in connection with the suit, proceeding or claim. This right does not extend to matters as to which the person is adjudged in the suit, proceeding or claim to be liable for willful, wanton or malicious misconduct, or reckless disregard of the rights or feelings of the complainant, except that the court or other body in which such suit, proceeding or claim was brought may determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to full or partial indemnification for such expenses which such court or other body shall deem proper.

Section 2. Determination: Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. The determination shall be made (a) by the Board of Directors by consensus of a quorum consisting of directors who were not parties to the suit, proceeding or claim; or (b) if such a quorum is not obtainable, or even if obtainable if a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; nevertheless, if a director, officer, employee or agent is ultimately successful on the merits or otherwise in defense of the suit, proceeding or claim, or in defense of any separable matter involved in the suit, proceeding or claim, he or she shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred by him or her in connection with the matter on which he or she prevailed, without the necessity of any determination that he or she has met the standard set forth in Section 1 of this Article.

Section 3. Payment in Advance: Expenses incurred in defending a suit, proceeding or claim may be paid in advance of the final disposition of the suit, proceeding or claim if authorized by the Board of Directors (in the same manner as provided in Section 2 of this Article) if the corporation receives a written agreement by or on behalf of the director, officer, employee or agent, obligating him or her to repay such amount if and when it should ultimately be determined that he or she is not entitled to be indemnified.

Section 4. Insurance: The Board of Directors may purchase and maintain insurance, on behalf of any person who is or was serving as a director, officer, employee or agent, against any liability asserted against him or her and incurred by him or her and arising out of his or her status as director, officer, employee or agent, whether or not the corporation would have the power to indemnify him or her under Section 1.

Section 5. Other Coverage: The indemnification provided by this Article is in addition to any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, under the bylaws of the corporation, by agreement with the corporation, by vote of disinterested directors, by law, or otherwise. The right of indemnification shall inure to the benefit of the successors of an indemnitee.

**ARTICLE XIV
AMENDMENTS**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, to the extent allowed by law, by the Community at a meeting called for that purpose. Amendments shall be signed by the President and the Secretary.

**ARTICLE XV
INSPECTION**

Pursuant to the New Mexico Non-Profit Corporation Act, the current bylaws of the corporation shall be maintained at the corporation's principal place of business and shall be available for inspection and copying by the public on reasonable request. The corporation may charge a reasonable fee for copies of the bylaws.

Adopted by the Board of Directors on the 8 day of January, 2006.



President



Secretary

