

BYLAWS
OF
MERLIN MEDIATION, COUNSELING & CONSULT, INC.
[DOING BUSINESS AS MERLIN COUNSELING, CONSULT(ING) & COMMUNITY]

A Montana Nonprofit Corporation

ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of the corporation is Merlin Mediation, Counseling & Consult, Inc. The principal office of the corporation is located in Lewis and Clark County, State of Montana.

ARTICLE II: PURPOSES

- 2.1. *Generally.*** The corporation is a public benefit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is organized exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- 2.2 *Specifically.*** Without limiting the purposes of the corporation as expressed in Section 2.1, the corporation specifically aims:
- (A) To educate the public on the benefits, relevancy and application of philosophy and related educational/scholarly endeavors in the fields of philosophy and psychology;
 - (B) To promote the advancement of various aspects of philosophy and psychology as branches of knowledge and forms of practice;
 - (C) To enhance the global and community health and well-being through application of these disciplines, by providing access to low-cost or free-services in the fields of philosophical counseling (life and happiness, loss, change and grief, and death, dying and end-of-life issues), philosophical consulting (educational/scholarly contributions and services, including access to information and/or opportunities relevant to philosophy and psychology), and philosophy-based community events (including but not limited to philosophy walks, philosophy forums/roundtables & socials, and philosophy workshops and retreats).

ARTICLE III: LIMITATIONS

- 3.1 *Private Benefit and Private Inurement.*** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in Article II.

- 3.2 Political Activity.** 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.
- 3.3 Charitable Purpose.** Notwithstanding any other provision of this document, the corporation shall not carry on any activities not permitted to be carried on by: (a) any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; or (b) any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 3.4 Distribution of Assets on Dissolution.** Upon the dissolution of the corporation, assets will be distributed by the board of directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court determines, which are organized and operated exclusively for such purposes.

ARTICLE IV: MEMBERS

The corporation will have no members.

ARTICLE V: DIRECTORS

- 5.1 General Powers.** All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be managed under the direction of the board of directors.
- 5.2. Number, Tenure, and Qualifications of Directors.** The number of directors of the corporation shall be no less than 3 and no more than 9. Each director shall have one vote on any matter that comes before the board of directors. Each director of the corporation elected after the effective date of these bylaws shall have a term of three (3) years. Directors of the corporation may serve for more than one term. Each director shall hold office until the expiration of his or her term or until removed in accordance with Section 5.11. If a director's term expires, the director shall continue to serve until the board has elected and qualified a successor or until there is a decrease in the number of directors.
- 5.3. Regular Meetings of the Board of Directors.** The board of directors shall hold a regular annual meeting at 12 p.m. on December 31st, or at such time as the board of

directors otherwise agree. No notice of the regular annual meeting other than this bylaw is required. The board of directors may provide, by resolution, the date, time and place of additional regular meetings. Regular board of director meetings may be held by conference telephone, if convened in accordance with Section 5.5.



- 5.4. ***Special Meetings of the Board of Directors.*** The Executive Director or 20% of the directors then in office may call special meetings of the board of directors. Those authorized to call special board meetings may fix any place within the county where the corporation has its principal office as the special meeting place. Special board of director meetings may be held by conference telephone, if convened in accordance with Section 5.5.

- 5.5. ***Board of Director Meetings by Conference Telephone or Similar Communications Equipment.*** The board of directors or any designated committee may participate in a board or committee meeting by means of a conference telephone, video chat, or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the meeting in accordance with Section 5.6, and provided all persons participating in the meeting can hear each other at the same time. A director participating in a meeting described in this Section 5.5 is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting.

- 5.6. ***Notice of and Waiver of Notice for Special Director Meetings.***

- (A) ***Notice.*** The corporation's secretary or executive director shall give written notice of any special director meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone or similar communications equipment, (regardless of whether it is regular or special), the secretary or executive director must provide instructions for participating in the telephone meeting.
- (B) ***Waiver of Notice.*** Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting, unless the director, upon arriving at the meeting or prior to the vote on a matter not properly noticed, objects to lack of notice and does not vote for or assent to that action. The notice or waiver of notice need not specify the business to be transacted at, or the purpose of, any special board meeting.

- 5.7. ***Conduct of Board of Director Meetings.*** Any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, unless the

chairperson appoints another person to act as the secretary of the meeting.

- 5.8. **Director Quorum.** One-third of the number of directors in office immediately before the meeting begins shall constitute a quorum of the board of directors for the transaction of business at any board of director meeting, with the exception that a minimum of two directors are necessary to constitute a quorum.

5.9. **Directors and Manner of Acting.**

- (A) **Required Number to Constitute Act.** The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take any action other than to adjourn the meeting to a later date.
- (B) **Director Approval.** The corporation shall deem a director to have approved of an action taken if the director is present at a meeting of the board unless:
- (i) the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
 - (ii) the director=s dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - (iii) the director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

- 5.10. **Director Action Without a Meeting.** The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if:

- (A) all the directors take the action,
- (B) each director signs a written consent describing the action taken, and
- (C) the signed written consents are included in the minutes filed with the corporate records reflecting the action taken.

Action taken by written consent is effective when the last director signs the written consent, unless the written consent specifies a different effective date. A signed written consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.

- 5.11. **Removal of Directors.** A director may be removed, with or without cause, if a two-thirds majority of the directors then in office votes for the removal.
- 5.12. **Board of Director Vacancies.** If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the directors may fill the vacancy. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs. The term of a director filling a vacancy resulting from the resignation or removal of a director shall expire when the resigning or removed director=s term would have expired. A director filling a vacancy resulting from an increase in the number of directors shall serve for the term provided for in Section 5.2.
- 5.13. **Compensation, Loans to, or Guaranties for Directors.**
- (A) **Director Compensation.** The board of directors may, upon approval of the majority of the board, pay each director=s expenses incurred in attending each board meeting or committee meeting of the board. The directors shall not be paid a salary or fee for attending the meeting or for service on the board. A director may, however, serve the corporation as an employee or independent contractor and receive reasonable compensation.
 - (B) **Loans to or Guaranties for Directors.** The corporation may not lend money to or guarantee the obligation of a director of the corporation.
- 5.14. **Board Committees.**
- (A) **Creation of Board Committees.** The board of directors may create one or more committees and appoint members of the board to serve on them. Each committee must have 2 or more directors, who serve at the pleasure of the board of directors.
 - (B) **Selection of Members.** To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken.
 - (C) **Required Procedures.** Sections 5.4, 5.5, 5.6, 5.7, 5.8, 5.9 and 5.10 of this Article V, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the board of directors, and action without meetings, apply equally to committees and their members. In addition, committees shall keep regular minutes of their proceedings and report the same to the board of directors. Committees are subject to all the procedural rules governing the operation of the board itself.

- (D) *Authority.* Each committee may exercise the specific board authority which the board of directors confers upon the committee in the resolution creating the committee; provided, however, a committee may not:
- (i) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation=s assets;
 - (ii) elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
 - (iii) adopt, amend, or repeal the articles or bylaws.

5.15. *Non-Board Committees.*

- (A) *Creation of Non-Board Committees.* The board of directors may create committees that are composed of both members of the board and non-board members. At least one member of the board must serve on any non-board committee.
- (B) *Selection of Members.* To create a non-board committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken. The non-board committee, once created by the board of directors, may select its own membership.
- (C) *Required Procedures.* The board shall specify any required procedures that a non-board committee must observe upon creation of the non-board committee, which may differ from procedures governing the conduct of the board of directors. Committees shall keep regular minutes of their proceedings and report the same to the board of directors.
- (D) *Authority.* Non-board committees differ from board committees in that the board may not delegate full board authority to a non-board committee. Non-board committees may, however, exercise authority over any functions which the board may responsibly and legally delegate to non-board members, subject to the overarching control and oversight of the board of directors. By way of example, any management or other function which may be delegated to the corporation=s officers or employees may be delegated to a non-board committee.

ARTICLE VI: OFFICERS

- 6.1. *Number of Officers.* The officers of the corporation shall be an executive director, secretary, and treasurer. The board of directors shall appoint each of these officers and may assign officers the duties set out in these bylaws or any other duties the board may determine. The board may appoint other officers in its discretion. The same individual may simultaneously hold more than one office in the corporation, except that the Executive Director and the Secretary shall not be the same individual.

- 6.2. ***Appointment and Term of Office.*** The board of directors shall appoint officers of the corporation for a term that the board determines. If the board does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die or are removed in a manner provided in Section 6.3. A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.
- 6.3. ***Removal of Officers.*** The board of directors may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board=s appointment of an officer or agent shall not of itself create contract rights.
- 6.4. ***The Executive Director.*** The executive director shall be the principal executive officer of the corporation. The executive director shall be subject to the control of the board of directors, and shall in general supervise and control, in good faith, all of the business and affairs of the corporation.
- 6.5. ***The Secretary.*** The secretary shall perform the following tasks, or cause the following tasks to be performed: (a) create and maintain one or more books for the minutes of the board of directors; (b) provide that all notices are served in accordance with these bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of secretary and any other duties that the executive director or the board may assign to the secretary. When requested or required, the secretary shall authenticate any records of the corporation.
- 6.6. ***The Treasurer.*** The treasurer shall perform the following tasks, or cause the following tasks to be performed: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation=s name in banks, trust companies, or other depositories that the board shall select; (c) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review, if any; and (d) in general perform all of the duties incident to the office of treasurer and any other duties that the executive director or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer=s duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.
- 6.7. ***Salaries, Loans to, or Guaranties for Officers.*** The board of directors may fix and or adjust salaries of the officers from time to time. The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

ARTICLE VII: INDEMNIFICATION

7.1 Provisions for Indemnification of Directors, Officer, Employees and Agents.

The corporation will indemnify its directors, officers, employees and agents made a party to any proceeding by reason of the fact that any such person is or was a director, officer, employee, or agent of the corporation, and may advance expenses incurred in defense, if the individual:

- (a) engaged in good faith conduct;
- (b) reasonably believed:
 - (i) in the case of conduct in the individual's official capacity with the corporation, that the conduct was in its best interests; and
 - (ii) in all other cases, that the conduct was at least not opposed to its best interests; and
- (c) in the case of any criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

In addition to the foregoing, the corporation will indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the individual is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding.

7.2 When Indemnification Prohibited. The corporation will not indemnify a director, officer, employee or agent:

- (a) in connection with a proceeding by or in the right of the corporation in which the individual was adjudged liable to the corporation; or
- (b) in connection with any other proceeding that charges improper personal benefit to the individual, whether or not involving action in the individual's official capacity, in which the individual was adjudged liable on the basis that personal benefit was improperly received by the individual.

7.3 Determination. No indemnification shall be made under this Article until a determination has been made that indemnification of the individual is permissible under Sections 7.1 and 7.2. Such determination shall be made:

- (A) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
- (B) if such a quorum cannot be obtained, then by a majority vote of a committee designated by the board of directors consisting solely of two or more directors

not at the time parties to the proceeding; or

- (C) by special legal counsel selected by the board of directors or a committee thereof by vote as set forth in subparagraph (a) or (b) of this Section 7.3, or if the requisite quorum of the full board cannot be obtained and such committee cannot be established, then by a majority vote of the full board, in which selection directors who are parties may participate.

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the manner specified in subparagraph (c) of this Section 7.3 for the selection of such counsel. A director may not be indemnified until 20 days after the requisite notice has been given by the secretary to the Attorney General pursuant to Article VIII.

7.4. *Advances.* Reasonable expenses incurred by an individual who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding upon receipt by the corporation of:

- (A) a written affirmation by the individual of his good faith belief he has met the standard of conduct necessary for indemnification by the corporation as authorized in Section 7.1;
- (B) a written undertaking by or on behalf of the individual to repay such amount if it is ultimately determined that he has not met such standard of conduct; and
- (C) after a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article VII.

7.5 *Insurance.* The board of directors may authorize the purchase and maintenance of insurance on behalf of any Agent, as defined in Section 7.6, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the corporation would have the power to indemnify the Agent against the liability.

7.6 *Definition of Agent.* @ AAgent@ means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as an agent of another entity, who was acting in the authorized course and scope of his or her agency when the incident subject to indemnification arose.

ARTICLE VIII: REQUIRED NOTIFICATION OF ATTORNEY GENERAL

The secretary of the corporation shall notify the Attorney General of the State of Montana when dissolution, indemnification, merger, removal of directors by judicial

proceeding, or the sale of assets (as these events are defined in the Montana Nonprofit Corporation Act) is about to occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

8.1 *Dissolution.*

- (A) In the event of dissolution, the secretary shall give the Attorney General written notice that the corporation intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.
- (B) The corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice required by Section 5.1(a)(i) to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.
- (C) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

8.2 *Indemnification.* The secretary of the corporation must give the Attorney General written notice of its proposed indemnification of a director. The corporation may not indemnify a director until 20 days after the effective date of the written notice.

8.3 *Merger.* The secretary of the corporation must give the Attorney General written notice of a proposed merger of the corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

8.4 *Removal of Directors.* The secretary of the corporation must give written notice to the Attorney General if the corporation commences a judicial proceeding to remove a director.

8.5 *Sale of assets.* The secretary of the corporation must give written notice to the Attorney General 20 days before the corporation sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the corporation a written waiver of this subsection.

ARTICLE IX: POLICIES

The board of directors may adopt such policies and procedures as the board determines

is in the best interests of the corporation. The board shall ensure that any policies and procedures adopted are reviewed on a periodic basis.

ARTICLE X: CONTRACTS

The board of directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general or confined to a specific instance. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable monetarily for any purpose or for any amount.

ARTICLE XI: AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, at any regular or special meeting of the board of directors by the affirmative vote of a majority of all directors then in office.

ARTICLE XII: CORPORATE RECORDS

The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its board of directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose under the Montana Nonprofit Corporation Act, at any reasonable time. The corporation shall keep at its principal office a copy of its federal tax exemption application, if any, along with any supporting materials submitted along with the application, and any IRS documents issued with respect to the application. The corporation shall also keep at its principal office, for at least three years from date of filing, its annual information returns, along with all schedules and supporting documentation filed with the return, which shall be open to public inspection and copying to the extent required by law.

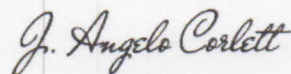
ARTICLE XIII: SEVERABILITY AND CONSTRUCTION

- 13.1 *Severability.*** If any provision of these bylaws is determined to be invalid, illegal or unenforceable, then the validity, legality and enforceability of the remaining provisions of these bylaws will not be affected or impaired in any way.
- 13.2 *Construction.*** Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Montana Nonprofit Corporation Act shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term *Aperson@* includes both the corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

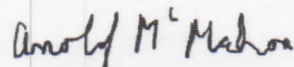
CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, being the directors of Merlin Mediation, Counseling & Consult, Inc., do hereby certify that these bylaws were approved and adopted on the date below.

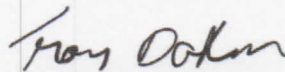
DATED this 18th day of December 2015.



Dr. J. Angelo Corlett



Mr. Arnold McMahon



Mr. Troy DaRonco