BYLAWS
of
GRAY MATTER RESILIENCY

Approved April 15th, 2024

ARTICLE I: NAME AND ADDRESS

The name of this corporation shall be the Gray Matter Resiliency, Incorporated. The official mailing address is:
2910 N POWERS BLVD PMB 186
COLORADO SPGS, CO 80922

ARTICLE II: PURPOSE

Mission: Gray Matter Resiliency: To help people work through trauma on their terms and change how they perceive their world.

Vision: To create a domino effect of self growth and healing.

This corporation is organized exclusively as a nonprofit, tax-exempt organization.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Number, Tenure and Election

The Board of Directors shall consist of not more than five (5) or less than three (3) Directors. The Board of Directors shall include three officers (President, Secretary and Treasurer), but may include a Vice President.

Directors and officers shall be elected or retained at the member voting meetings which are to be held on the first Monday following the month following the end of each fiscal quarter. All Board members are eligible to vote. Individual Board members shall present a list of potential candidates to the Board prior to a Board Member voting meeting. Additional nominations shall also be accepted from the floor, with the consent of the nominee prior to the election. Officers and directors will be elected by ballot when there is more than one nominee for any office or director position. Any Officer may be removed from office by a majority vote of Directors at any time.

Section 2: General Responsibilities

Robert Gray, CEO and Artistic Director shall have general charge, control and responsibility for the affairs, funds and property of Gray Matter Resiliency, Inc. The Board may accept financial or in-kind gifts to assist in carrying out the purposes of Gray Matter Resiliency, Inc.

Section 3: Vacancies

Vacancies due to resignation, unexcused absence or other explicit reasons shall be filled by a nomination from the Board via quorum at any regular Board of Directors meeting. Vacancies can also be filled by existing board members should no conflict of interest be present. Should an existing Board member volunteer to fill the vacancy, that individual will be required to remain in such position until such time as the earlier of a) either a replacement being found by election of a new board member, or b) until the unexpired portion of the departing Director's term.

Section 4: Meetings

The Board of Directors shall hold no less than six regular meetings each year (once every two months). Special meetings of the Board of Directors may be called by the Board or CEO / Artistic Director upon the written or verbal request of a Board member should a quorum agree to the special meeting unless the requesting party is the president or CEO / Artistic Director by which no quorum is required. Notice shall be sent to all Directors containing the purpose and time and place of the special meeting at least three days in advance.

Section 5: Quorum and Attendance

A majority of the total membership of the Board shall constitute a quorum. To transact business a quorum must be present and a majority vote of the Directors present shall be required. Attendance at meetings of the Board of Director is a responsibility of each member. A member of the board who fails to attend two meetings in any one membership year (unexcused) shall be given notice by the President that if the member concerned shall miss one more meeting, he/she may be asked to resign from the board.

Section 6: Conflict of Interest

Each member of the Board of Directors shall disclose to the Board Directors any conflict of interest that may exist or arise at any regular or special meeting of the Board of Directors, and recorded in the meeting minutes. The Board shall make reasonable efforts to remove conflicts of interest.

Section 7: Director Indemnification

The Corporation shall hold harmless each director of any liability such director may incur while performing the duties of the Board of Directors in a reasonable and prudent manner. Further,the Corporation shall indemnify any director of any actual expenses or costs reasonably incurred in the defense of any action, suit or proceeding - civil or criminal - to which he/she may be a party by reason of being or having been a director of the Corporation, except if such director is finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of any duty to the Corporation.

ARTICLE V: OFFICERS

Section 1: Terms

The officers of Gray Matter Resiliency shall consist of President, Vice President, Recording Secretary and Treasurer. The officers shall be elected for a two (2) year term upon first election, and eligible for a second two (2) year term with board approval. The number of terms a Board member can serve will be subject to no limitations.

Section 2: Duties

President: The President shall preside at all meetings of the Board of Directors, and Executive Committee; shall be an ex-officio member of all Committees except the nominating committee.

Vice-President: The Vice-President shall carry out such duties as the Board of Directors or the Executive Committee may from time to time direct. In the absence of the President the Vice-President may act in place and stead of the President.

Recording Secretary: The Recording Secretary shall be responsible for the taking and keeping of minutes of all Membership, Board of Directors, and Executive Committee meetings.

Treasurer: The Treasurer shall be responsible for the oversight of all funds of the Corporation. The Treasurer shall chair the Finance Committee, if established, and prepare the annual budget. The Treasurer shall be responsible for verification of accounts and shall present financial statements at the Board Meetings as requested.

CEO / Artistic Director: Will to carry out the programs and policies as authorized by the Board of Directors and or executive Committee. The CEO / Artistic Director shall be responsible for the direction of the company, as well as be involved in the hiring process of all employees.

ARTICLE VI: FISCAL POLICY

Section 1: Fiscal Year

The fiscal year shall be from Jan 1 to Dec 31.

Section 2: Accounts and Audit

The books and accounts of Gray Matter Resiliency, Inc shall be kept in accordance with generally accepted accounting principles (GAAP) and shall be audited annually by the Audit Committee at the close of the fiscal year.

Section 3: Debts

No Board member shall have the power to contract any debt or incur any obligation on behalf of or binding upon the Board without prior consent of the Board.

Section 4: Authorized Signatures

No Board member shall have sole control over any financial accounts. Any transactions requiring signatures will be approved by vote of the board only, then signed by the Board member(s) with authorizing abilities from which account is involved. The President, Treasurer, and Executive Director are authorized to be on the bank account.

ARTICLE VII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority for matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by the Board of Directors.

ARTICLE VIII: AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed in whole or in part by the affirmative vote of 2/3 of the Board of Directors and CEO/Artist Director; provided notice of such proposed action with respect to the bylaws is provided to the membership in advance.

ARTICLE IX: DISSOLUTION

Gray Matter Resiliency, Inc shall be dissolved by a 100% vote of the Board of Directors and CEO/Artistic Director.

In the event of dissolution, the assets of Gray Matter Resiliency will be distributed to such arts, charitable and educational organizations in the community that are tax exempt for federal income tax purposes as CEO / Artistic Director shall determine.

GRAY MATTER RESILIENCY NON-DISCRIMINATION POLICY

This policy defines Gray Matter Resiliency, Inc's policy on discrimination and applies to all employees, contractors and members. Gray Matter Resiliency does not discriminate against anyone for any reason.

Gray Matter Resiliency, Inc believes in equal opportunity and will accept members and employ personnel without regard to race, creed, color, religion, national origin, gender, sexual orientation, age, physical or mental handicap, veteran status, and/or marital status.
This policy also applies to internal promotions, training, opportunities for advancement, terminations, relationships with outside vendors and customers, use of contractors and consultants, and in dealing with the general public.

Gray Matter Resiliency SOFTWARE PIRACY POLICY

It is the policy of Gray Matter Resiliency, Inc to use all commercially purchased software in accordance with its individual licensing agreement. Unless otherwise provided in the license,any duplication of copyrighted software, except for backup and archival purposes, is a violation contrary to the organization's standard of conduct.

The purpose of this policy is to comply with Title 17 of the U. S. Code in the protection of "original works of authorship" that are fixed in a tangible form of expression. These categories should be viewed quite broadly and include literary, dramatic, musical, artistic, audiovisual, and computer programs as well as other intellectual works. Adopted by a unanimous vote of the Board of Directors, April 10th, 2024.

President

Print ____
Signature____

Treasurer

Print____
Signature____