

By-Laws of The Focusing Institute

(A corporation organized under the Illinois Nonprofit Corporation Act)

Amended 6th June 2014

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be The Focusing Institute.
2. The organization may change its name at any time by a decision of the board of directors.
3. The Focusing Institute is organized under and shall operate as an Illinois Not For Profit Corporation and shall have such powers as are now granted by the Illinois General Not For Profit Corporation Act of 1986 or as may hereafter be granted by legislation of the State of Illinois.
4. At all times and within such purposes The Focusing Institute will operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and transact such other business as may be permitted for corporations exempt from tax under §501(c)(3) of the Code.
5. No part of the net earnings of The Focusing Institute shall inure to the benefit of any director or officer of The Focusing Institute or to the benefit of any private individual except that reasonable compensation may be paid for services rendered to or for The Focusing Institute in carrying out its purposes.
6. Neither directors nor officers of The Focusing Institute nor private individuals shall be entitled to share in the distribution of any of the corporate assets on dissolution of The Focusing Institute.
7. Notwithstanding any other provisions of these By-Laws The Focusing Institute shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
8. Upon the dissolution of The Focusing Institute or the winding up of its affairs the assets of The Focusing Institute shall be distributed exclusively for the tax-exempt purposes stated in Article Two of these By-Laws either by direct

distribution or by distribution to one or more organizations to which contributions are deductible under the provisions of Section 170(b)(1)(A), 2055 and 2522 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE TWO - PURPOSES

The purposes of The Focusing Institute are educational mental health and the development of new models of thinking and social change and problem solving. Such models will be based on the Philosophy of the Implicit and on the practice of Focusing and on the practice of Thinking at the Edge.

No substantial part of the activities of The Focusing Institute shall be carrying on of propaganda or otherwise attempting to influence legislation. The Focusing Institute shall not participate in or intervene in any political campaign on behalf of any candidate for public office and shall not publish or distribute political statements.

ARTICLE THREE – BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of The Focusing Institute shall be managed by its board of directors except as otherwise provided by applicable statute or by the Articles of Incorporation.

Section 2. Number and Tenure of Directors.

The number of directors of The Focusing Institute shall be not less than three and not more than ten.

Directors of The Focusing Institute need not be residents of New York or Illinois.

Each board member seated in the summer of 2014 shall have either a 1-, 2-, or 3-year term, apportioned among themselves. Any board member appointed thereafter (including any re-appointed beginning in 2015) shall be appointed to a three-year term. Board members shall serve for no more than six years.

The board of directors appointed on 16th December 2013 under the previous By-Laws (“the Temporary Board”) shall hold office for 200 days from 16th December 2013, and thereafter for up to an additional 45 days, until the new Board has convened for its first meeting. Any director has the right to resign at any time.

Section 3. Appointment.

Additional directors of The Focusing Institute may be appointed by the current directors at any meeting of the board of directors.

Section 4. Resignations.

Any director of The Focusing Institute may resign at any time by giving written notice to the president of The Focusing Institute.

In case of serious illness or death the board of The Focusing Institute may function with only one or two directors for a period of not more than twenty-eight days by the end of which period enough new directors shall have been appointed to bring the number of directors up to a minimum of three.

The resignation of a director of The Focusing Institute shall take effect upon receipt of notice by the president of The Focusing Institute and no acknowledgement of a director's resignation shall be necessary to make it effective.

Section 5. Compensation.

Directors of The Focusing Institute shall not receive compensation for serving on the board of The Focusing Institute.

Directors of The Focusing Institute may be reimbursed for expenses incurred as a result of serving on the board of directors of The Focusing Institute.

Reasonable compensation may be paid to directors of The Focusing Institute for services rendered to or for the organization in carrying out its purposes as defined in Article Two.

Section 6. Removal.

A director may be removed of a two-thirds majority of all the other directors.

ARTICLE FOUR - MEETINGS

Section 1: Annual and Regular Meetings.

The presence of at least three of the directors of The Focusing Institute shall constitute a quorum and shall be necessary to conduct the business of The Focusing Institute except that if there are less than three directors as allowed for in Article Three Section 4 above a quorum shall require the presence of all the directors.

The board of directors of The Focusing Institute shall hold regular meetings throughout the year at intervals of not less than three months in order to conduct the business of The Focusing Institute.

At least three days notice of board meetings must be given. Board meetings may be held in person or by teleconference or by other electronic means.

There shall be an Annual Meeting at which an Annual Report and Annual Accounts shall be presented and agreed together with any other books or reports or certificates required by law.

Section 2: Special Meetings.

A special meeting of the board of The Focusing Institute may be called by a minimum of two directors.

Notices of any special meeting shall be sent by mail or e-mail to all directors at their address of record at least three days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all directors of The Focusing Institute.

ARTICLE FIVE - CONSENSUS AND VOTING

Any meeting of the board of The Focusing Institute may be chaired by any director who is present at the meeting. In case of doubt the meeting shall be chaired by the president of The Focusing Institute.

Minutes shall be written and agreed during the course of each meeting of the board of The Focusing Institute.

So far as is reasonable or practicable the directors of The Focusing Institute shall make decisions by consensus.

If in the best judgement of the president of The Focusing Institute consensus cannot be reached the president may call for a vote to be taken.

The board of directors of The Focusing Institute may make such rules and regulations covering its meetings as it may in its discretion determine to be necessary.

ARTICLE SIX - OFFICERS

The board of directors of The Focusing Institute shall select from their number a president, a vice-president, and a secretary-treasurer. These officers shall be chosen from the board of directors.

The president of The Focusing Institute shall be the chief executive and financial officer of the organization.

The president is responsible for ensuring that meetings of the board of directors take place as required by these By-Laws.

The president shall present at each Annual Meeting of the board of The Focusing Institute a written Annual Report of the work of The Focusing Institute.

The president shall see that all books, reports and certificates as required by law are properly kept or filed.

The president shall have such powers as may be reasonably construed as belonging to the chief executive of any organization including hiring and fixing the compensation of any and all employees whom they in their discretion may determine to be necessary in the conduct of the business of the organization.

The vice-president shall in the event of the inability of the president to exercise his or her office become acting president of the organization with all the rights, duties, privileges and powers of the president.

The secretary-treasurer shall maintain records and keep the minutes of all meetings of the board of the Focusing Institute.

The secretary-treasurer shall be responsible for the general correspondence of the corporation and be the custodian of the records.

The secretary-treasurer shall have the care and custody of all monies belonging to the organization and be solely responsible for such monies or securities of the organization.

The secretary-treasurer shall prepare and file the Annual Accounts of The Focusing Institute.

The secretary-treasurer shall file any certificate required by any statute, federal or state.

The secretary-treasurer shall render at stated periods as the board of directors shall determine a written account of the finances of the organization and perform such other duties as may be delegated by the board of directors.

ARTICLE SEVEN - INDEMNIFICATION

The Focusing Institute may indemnify all officers and directors of The Focusing Institute to the fullest extent permitted by the Illinois General Not for Profit Act of 1986 or subsequent legislation. In each specific instance The Focusing Institute

shall indemnify an officer or director if authorized by a resolution of the board of directors to do so.

The Focusing Institute is entitled to purchase insurance for purposes of the indemnifications provided in this Article to the full extent as determined from time to time by the board of directors.

ARTICLE EIGHT – AMENDMENTS

These By-Laws may be altered or amended or repealed or added to at any time by a minute of the board of directors of The Focusing Institute or by a duly minuted affirmative vote of a two-thirds majority of the directors of The Focusing Institute.