

**BYLAWS
OF MID-ATLANTIC PATHWORK, INC. (MAP)**

ARTICLE I. OFFICES

MAP is the organization authorized by the International Pathwork Foundation to operate programs within the Mid-Atlantic region of the United States under the Pathwork® trademark. The purpose of MAP is:

1. To teach Pathwork and other compatible spiritual and emotional disciplines;
2. To provide a safe and beautiful physical sanctuary where healing, purification, and transformation can take place;
3. To maintain and develop the Sevenoaks land and structures to help people deepen their relationships with themselves, others, and the earth;
4. To reach out and cooperate with other people and groups to further the social and spiritual transformation of the planet;
5. To do all things lawful, necessary or incident to the accomplishment of the purposes set forth above; to exercise all lawful purposes now possessed by Virginia corporations of similar character, and to engage in any business in which a corporation organized under the laws of Virginia may engage.

The principal offices of the corporation in the State of Virginia shall be located at Sevenoaks Retreat Center, 403 Pathwork Way, Madison, Virginia 22727. The corporation may have such other offices, either within or without the State of Virginia, as the Board of Trustees may determine or as the affairs of the corporation may require.

The corporation shall continuously maintain in the State of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Non-Stock Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Virginia, and the address of the registered office may be changed by the Board of Trustees.

ARTICLE II. MEMBERS

Membership in the organization shall be open to all individuals who have demonstrated a substantial interest in and commitment to Mid-Atlantic Pathwork and its mission. The Board of Trustees may impose additional conditions of membership, including the assessment of annual dues. There shall be three categories of membership: Regular Members, Helpers and Associate Helpers. Helpers and Associate Helpers shall also be members of the Pathwork Helpers Guild, as described in Article VI. The views of the members will be solicited at an annual in-person meeting of the members of the organization. Members shall be entitled to vote on certain matters concerning the organization, including:

- Election of the Board of Trustees.
- Removal of members of the Board of Trustees.
- Change in the mission statement of the Mid-Atlantic Pathwork.

ARTICLE III. THE BOARD OF TRUSTEES

Section 1. Statement of Purpose

The Board of Trustees is legally and financially responsible for the Mid-Atlantic Pathwork, Inc. and the Sevenoaks Retreat Center. As such, the Board is entrusted with the authority to make decisions and establish policies whose consequences bear directly on the legal and financial health and overall

wellbeing of the organization. The Board also serves as a source of guidance and support for the organization, and is the ultimate authority when issues arise concerning the overall spiritual and structural direction of the organization. The Board may request reports necessary for carrying out its responsibilities from appropriate Board Members and from staff of the Sevenoaks Retreat Center, from the Pathwork Council, the Pathwork Helpers Guild, or other bodies within the organization.

Section 2. Composition, Term and Method of Selection of the Board

A. Number. The Board of Trustees shall consist of no fewer than five (5) and no more than nine (9) members. A majority of the members of the Board shall be members of MAP but the Board may also include Trustees who are not members of the organization. Except for faculty in the Pathwork school, employees of the Mid-Atlantic Pathwork shall not be eligible to serve on the Board while they serve in that capacity.

B. Qualification and Method of Selection. Prospective Trustees who are members of MAP must have completed at least four years of formal Pathwork training in either a Pathwork Transformation Program or the equivalent. Trustees are to be chosen for their ability and willingness to adopt a perspective that takes into account the long-term well being of the organization and its evolving goals. Trustees are expected to draw upon spiritual and practical resources of experience, positive intent and the skills of mature deliberation and decision-making.

C. Election Process.

1. Each year an Election Committee shall be selected by the Board of Trustees to oversee the nominations and elections process.

2. The Election Committee may make adjustments to the process from year to year within the following framework:

- a) Each year, the membership shall be notified of the upcoming elections, including the details of the process. Notification may occur by electronic or printed mailing to MAP members. MAP members who wish to be candidates will notify the Election Committee of their interest.
- b) All candidates for election will be screened by the Election Committee for their appropriateness for serving on the Board. The Committee will select a slate of candidates and present them to the membership for election.
- c) A mechanism shall be established through which nominees can make their candidacy known to the membership, either by electronic or printed mailing to MAP members, in the MAP newsletter, or a convocation or conference call of the nominees with the membership either at a meeting of the members, or at other such time set by the Election Committee. The Election Committee shall provide a means, either in person or electronically, for nominees to interact with members to discuss any matter related to the wellbeing of MAP.
- d) The election shall be conducted either by mail or electronic ballots. At least 30 days shall be allowed for balloting. Ballots will offer voting members the option to vote for or against each candidate.
- e) The Election Committee shall count the ballots and announce the results to the membership no later than 30 days after tabulation of the ballots.
- f) Nominees receiving the most votes in favor of their candidacy shall be elected to the vacant positions being filled in the election.
- g) In the event there are not sufficient candidates to fill the vacant positions by election, the process for appointing vacated positions by reason of resignation shall be observed (see Section 2, E.)
- h) In the event that an election is not held, the then existing Board of Trustees may appoint new Trustees for terms of up to one year, or until an election is held.

D. Term of Office: Terms of office for Trustees shall be three years, with a member being eligible to

stand for reelection for subsequent terms. Terms of members shall be staggered in a manner determined by the Board of Trustees and shall begin on the date of their election as determined by the Election Committee.

E. Resignation from the Board of Trustees: In the event a member of the Board of Trustees resigns from the Board, the Board may appoint a Trustee until the next election or until the next meeting of the membership, whichever occurs earlier.

Section 3. Conduct of Business

A. Meetings: The Board of Trustees shall meet at least six times a year at times and places to be determined by the President. A quorum for the transaction of business at any regular or special meeting shall consist of a majority of the members of the Board at the time of the meeting. Trustees may participate electronically, e.g., by telephone or video conference. Attendance at Board meetings is mandatory. A board member who does not attend 3 consecutive board meetings may be removed from office.

B. Removal from Office: Any Trustee may be removed from office at any time prior to the expiration of his or her term by either of the following procedures:

1. Upon presentation to the Board of a written petition signed by at least either two thirds of the total MAP membership or ten members, whichever is greater, demanding the removal of one or more Trustees, the Board shall call a special meeting of the membership in order to discuss the reasons for removal. The membership shall be provided written notice by email or mail of the time and the place of the meeting and shall be invited to attend. Immediately following such a meeting an electronic or written ballot shall be sent to all members. A Trustee shall be removed from office upon the vote of at least two-thirds of all members whose votes are returned within twenty-one days of the date of ballots being issued.

2. A trustee may be removed at any time by vote of at least four members of the Board.

C. Notice: Notice of the time and place of all regular and special meetings of the Board of Trustees shall be made known to each Trustee and posted on the organization's web site at least one week before the time fixed for the meeting. However, notice may be waived by a unanimous vote of the Board.

D. Manner of Acting: Decisions of the Board shall be made by consensus whenever possible; abstentions will not block action. If consensus on an issue cannot be obtained, decision will be made by a majority vote of a quorum of the Board.

Section 4. Specific Duties of the Board of Trustees

A. Approval of Budget: The Board of Trustees shall establish and approve an annual budget as submitted by the Treasurer. The Board must also approve substantial unbudgeted expenditures or reallocations (that is, those greater than \$10,000), other than in emergency situations.

B. Management of the Sevenoaks Retreat Center:

1. Appointment/reappointment: The Board shall appoint such executive and management staff as may be required to fulfill the mission of the corporation. The Board may also choose to delegate one or more of its members to serve in a management capacity, as a non-paid position. Such appointee may continue to serve on the board, so long as they are not compensated for their work.

2. Removal: The Board of Trustees may remove any staff member by majority vote of the Trustees.

C. General Review of the Program and Activities of MAP: The Board shall establish strategic direction

and assess the effectiveness of the organization by gathering such information as needed and communicating its deliberations with the membership of the organization. The Board will respond to concerns of the membership, staff and faculty outside of normal reporting relationships by convening such meetings as are deemed necessary.

D. The Board oversees the organization's adherence to these Bylaws.

E. Conflict Resolution: If there is a dispute between any of the governing bodies established by these Bylaws (the Board, the Pathwork Council, or the Pathwork Helpers Guild), the board will establish a suitable process whereby the disputing body may be heard which includes a forum for discussion between the bodies and available to its members, mediation offered as appropriate, and a reasonable amount of time allowed for the parties to reach consensus, if possible. If the matter cannot be resolved, the Board will consider the matter, and any decision made by at least two-thirds of the Board Members will be adopted.

ARTICLE IV. OFFICERS

Section 1. Officers

The officers of the Board of Trustees shall be a President, a Vice-president, a Secretary and a Treasurer.

Section 2. Election and Term of Office

The officers shall be elected annually by the Board of Trustees at its first meeting after the election of new Board Members. Each officer shall hold office until a successor shall have been duly selected.

Section 3. Removal of Officers

Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the organization would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President

The President shall preside at all meetings of the Board of Trustees. He/she may sign, with the Secretary or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the corporation. The President shall, with the approval of the Board, appoint the members of all standing and special committees of the MAP and shall be an ex-officio member of all committees. The President shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Section 7. Treasurer

The Treasurer shall in general perform all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned to him by the President or by the Board of Trustees. The Treasurer shall maintain or cause to be maintained adequate books and accounts for MAP and that an annual report is submitted to the membership in the form determined by the Board of Trustees. The Treasurer shall submit an annual budget for review and approval by the Board of Trustees.

Section 8. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

ARTICLE V. COMMITTEES

Section 1. Committees of the Board of Trustees

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of one or more Trustees, which committees, to the extent provided in said resolution, shall have such duties and responsibilities as spelled out by the Board, and shall report and make recommendations to the Board of Trustees on matters in its purview. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustees, of any responsibility imposed upon it or him or her by law. Committees established by resolution by the Board of Trustees under this section must be reaffirmed annually by a continuing resolution of the Board.

A. Standing Committees

1. Finance Committee: The Finance Committee shall be chaired by the Treasurer, have at least one other Board member, and such staff members as are appropriate. The Committee shall have the following duties and responsibilities:

- a) Conduct an annual review of MAP assets and liabilities of the MAP.
- b) Prepare an annual financial report for approval by the Board of Trustees and presentation to the membership.
- c) Establish an annual budget for approval by the Board of Trustees.
- d) Review quarterly income and expenses in relationship to the annual budget.
- e) Review and approve Pathwork tuition, fees and teacher pay scales as recommended by the Pathwork Council.
- f) Review periodic financial reports from the Pathwork Helpers Guild.
- g) Identify future financial needs within the MAP and communicate these to the Board of Trustees.

2. Personnel Committee: The Personnel Committee shall be chaired by a member of the Board of Trustees and be staffed by such staff members as are appropriate. The Personnel Committee shall have the following duties and responsibilities, which may be delegated to an executive manager:

- a) Conduct an annual performance appraisal of all management staff.
- b) Review and update, as necessary, personnel policies and procedures regarding salaried Center staff.

- c) Address conflicts and appeals from managerial staff members.
- d) Remove any staff member who has been given written warning and has failed to comply with a plan of corrective action within a reasonable time.

3. Elections Committee: The Elections Committee shall conduct elections of members of the Board of Trustees as described in Article III, Section 2, and other functions requested from time to time by the Board.

4. Land and Building Committee (LAB): will provide Board oversight of land and building issues at Sevenoaks Retreat Center. The purpose of LAB is:

- a) To develop and maintain detailed information, knowledge and expertise about the land, land use, retreat center operation (as they affect buildings), support infrastructure and maintenance.
- b) To advise the Board on emerging land use, building maintenance and related issues that arise from time to time.
- c) To prepare and maintain, through periodic revisions, a long-term plan for land use, buildings, infrastructure, maintenance and related issues.

The Board will appoint one of its members as LAB Committee Chair, and will appoint at least two additional members, who may or may not be MAP Trustee members. The Committee will solicit input from Sevenoaks staff, and from a representative of the Founders (Susan and Donovan Thesenga), so long as either Founder resides at Sevenoaks.

Section 2. Other Committees

Other committees may be appointed by the Board of Trustees as the Board requires.

Section 3. Term of Office

Each member of a committee shall serve for a year, with reappointment to the committee being reaffirmed on an annual basis by the appointing body, unless the committee shall be terminated, or unless such member shall cease to qualify as a member of the committee.

Section 4. Committee Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies

Vacancies in the membership of a committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 6. Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own governance, so long as they are consistent with these bylaws and with rules adopted by the Board of Trustees.

ARTICLE VI. THE PATHWORK COUNCIL AND THE PATHWORK HELPERS GUILD

Section 1. Statement of Purpose

The advancement, teaching and promulgation of Pathwork within the Mid-Atlantic region is entrusted to the Pathwork Council and the Pathwork Helpers Guild, both of which are governing sub-groups of the Mid-Atlantic Pathwork, Inc., and which operate under the authority of its Board of Trustees

Section 2. The Pathwork Council.

The Pathwork Council is responsible for programs for teaching and practicing of Pathwork. The Pathwork Council shall have the following specific responsibilities.

- A. Plan, organize and direct the Pathwork Transformation Program, Pathwork lecture study classes, all Pathwork-related workshops, professional Pathwork training and certification programs, and for all other forms of teaching the Pathwork. However, the qualifications for credentialed professional practice, and the authorization of those credentials, are the responsibility of the MAP Helpers Guild.
- B. Provide general oversight of all workshops and programs offered under MAP auspices at Sevenoaks or elsewhere in the mid-Atlantic region to ensure that they are compatible with the general philosophy of the Pathwork.
- C. Determine the need for Pathwork teachers and conduct the teacher selection process for all Pathwork programs.
- D. Recommend to the Finance Committee and Board of Trustees appropriate tuition, fees, and pay scales for the teachers.
- E. Conduct long-term planning for Pathwork programs.

Section 3. Organization of the Pathwork Council

- A. The Pathwork Council shall consist of at least three and no more than seven Pathwork Helpers or Associate Helpers who are so recognized by the Pathwork Helpers Guild. Members of the Council are elected by the members of the Pathwork Helpers Guild. All Guild members are eligible to serve on the Pathwork Council, except that members serving as Stewards of the Guild are not eligible while they are serving in that capacity. Pathwork Council members will be elected by secret ballot of all members. Email notification and online balloting shall be permitted. The first election will be conducted by Council members serving at the date of adoption of these Bylaws. Subsequent elections will be conducted by the Council as often as is required to fill vacant seats.
- B. Pathwork Council members shall serve three-year terms of office from the time of their election and shall be eligible for reelection.
- C. Decisions of the Pathwork Council will be made by consensus whenever possible; abstentions will not block action. If consensus on an issue cannot be obtained, decision will be made by a majority vote of the Council with a quorum being present.

Section 4. The Pathwork Helpers Guild

The Pathwork Helpers Guild is responsible for establishing ethical guidelines for professional conduct of Helpers, and ensuring responsible, quality Pathwork practice within the Mid-Atlantic Region.

The Pathwork Helpers Guild shall have the following specific responsibilities:

- A. Establish ethical guidelines for practicing Pathwork professionals in the mid-Atlantic region.
- B. Provide education and training on those ethical guidelines as necessary for Guild members.
- C. Establish guidelines for appropriate monitoring and supervision for all members, including trainees, teachers, Associate Helpers and practicing or non-practicing Helpers.
- D. Bestow and suspend credentials for those Pathwork Helpers and Associate Helpers practicing in the Mid-Atlantic region.
- E. Support and encourage leadership in all facets of the Pathwork in the mid-Atlantic region.
- F. Submit an annual report on the state of Pathwork practice to the Board of Trustees and the membership.

Section 5. Organization and Function of the Pathwork Helpers Guild

The Pathwork Helpers Guild shall operate in accordance with the Pathwork Helpers Guild Charter, approved by the MAP Board June 2007, and the Guidelines for Pathwork Helpers, as approved by the MAP Board August 10, 2008, or as subsequently modified and approved by the Board.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution by the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer, the President or Vice-President of the organization.

Section 3. Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts

On behalf of the organization the Board of Trustees may accept any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.

ARTICLE VIII. MINUTES, BOOKS AND RECORDS

Section 1. Minutes

The minutes of the Board of Trustees and the Pathwork Council shall be made available to the members of both bodies and others as appropriate in a timely fashion. Each body shall circulate approved minutes of meetings within thirty (30) days of their meetings.

Section 2. Books and Records

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and the addresses of the members entitled to vote. All books and records of the organization may be inspected by any jurisdiction's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

The fiscal year of the organization shall begin on the first day of July and end on the last year of June in each year.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Virginia Non-Stock Corporation Act or under provisions of the articles of incorporation or the bylaws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. INDEMNIFICATION

The organization shall indemnify any and all persons who may have served at any time as Trustees or officers, and their respective heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after any suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Trustees or officers or a Trustee or officer of the organization, except in relation to matters as to which any such Trustee or officer or former Trustee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his gross negligence or willful misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or otherwise.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the total of all sitting members of the Pathwork Council, the Stewards of the Pathwork Helpers Guild, and the Board of Trustees who vote on the matter. Abstentions will not count as negative votes and will not block action. Notice of intent to modify these bylaws, and invitation to comment on changes, will be sent to members of the corporation prior to their adoption, with sufficient time allowed for comment and discussion of changes before they are adopted.

Revised and Approved By Board of Trustees and The Pathwork Council August 1997
Revised and Approved By Board of Trustees and The Pathwork Council May 2000
Revised and Approved By Board of Trustees and The Pathwork Council May-June 2002
Revised and Approved By Board of Trustees and The Pathwork Council in November 2003 and January 2004
Revised and Approved By Board of Trustees and The Pathwork Council, September 29, 2014