

BYLAWS

FELDENKRAIS® Educational Foundation of North America (FEFNA) a 501(c)(3) organization.

ARTICLE I: PURPOSE

This corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or corresponding future provisions) and 501(c)(3) of the Internal Revenue Code of 1954 for its corresponding future provisions). This corporation's primary purpose shall be charitable, educational and research.

The FELDENKRAIS METHOD®, of Somatic Education, is an educational system that develops functional awareness of the self in the environment. The FELDENKRAIS METHOD is an approach to working with people, which expands their repertoire of movements, enhances awareness, improves function and enables people to express themselves more fully. Regardless of age or physical condition the Method directly helps one to learn to move with minimum effort and maximum efficiency. The primary objectives of FEFNA, as a public benefit organization, will be to provide educational materials, to support research, and to encourage publications to enhance knowledge of the FELDENRIAS METHOD of somatic education.

ARTICLE II: NON MEMBERSHIP

This corporation shall have no members as that term is defined by Oregon Revised Statutes, but shall have friends, sustainers or supporters.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties:

The Board of Directors shall have full authority to act on all decisions except where otherwise indicated in the Bylaws.

Section 2. Number:

The number of Directors may vary between a minimum of three (3) and a maximum of eight (8).

Section 3. Terms and Appointment:

The Directors shall be appointed by the Board of Directors of the FELDENKRAIS GUILD® of North America (FGNA). A majority of the Directors shall consist of individuals who are FGNA Professional Members, at least one of whom is on the Board of Directors of FGNA. The term of office for Directors is three years. A Director shall hold office until the expiration of his/her term of office for which the Director is appointed or upon effective date of resignation. Any Director may succeed him/herself in office or in any other office or directorship for which he qualifies and is appointed.

Section 4. Removal:

Any Director may be removed with or without cause, by a vote of the Directors of FGNA.

Section 5. Resignation:

A FEFNA Director may remove him/herself prior to the terms specified in ARTICLE III, Section 3, by a letter of resignation directed to the Chairs of the FGNA and FEFNA Boards.

Section 6. Vacancies:

Vacancies on the BOD and newly created board positions will be filled by a decision of the Directors of FGNA.

Section 7. Quorum and Action:

A quorum at a board meeting shall be a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Regular Meetings:

Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required.

Section 9. Special Meetings:

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time and place of the meeting, shall be delivered to each Director personally or by telephone, fax, mail or e-mail not less than two days prior to the special meeting.

Section 10. Meeting by Telecommunication:

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications in which all Directors participating may hear each other.

Section 11. No Compensation:

Directors shall not receive compensation for their Board services, but may be reimbursed for expenses related to Board service.

Section 12. Action by Consent:

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE IV: Committees

Section 1. Executive Committee:

The Board of Directors may elect an Executive Committee in accordance with the FEFNA policy requiring specification of the power, including financial and budgetary decisions, and the duration of the Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings providing they comply with the Ends and Limitations set forth in the Policy Manual in effect at that time.

Section 2. Other Committees:

The Board of Directors may establish such other Board committees as is deemed necessary and desirable. Such committees may be advisory committees.

Section 3. Limitations of the Power of Committees:

All committees will act in accordance with the policy set forth in the Governance Process section of the FEFNA's Policy Manual in effect at that time. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger or the sale, pledge, or transfer of all or substantially all the corporation's assets; may elect appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles:

The officers of this corporation shall be the President, Treasurer and Secretary.

Section 2. Appointments:

The FGNA Board of Directors shall elect the President.

Section 3. Vacancy:

A vacancy of the office of President shall be filled by the FGNA Board. The FEFNA Board shall fill a vacancy of the office of Treasurer and Secretary.

Section 4. Other Officers:

The FGNA Board of Directors may appoint other officers and agents as it shall deem necessary and desirable. They shall hold their offices for such term and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. President:

The President, a member of the Board, shall be the chief officer of the corporation and shall act as the Chair of the Board unless

the FEFNA Board appoints another Board member as Chair.

The President shall have any other powers and duties as may be prescribed by the Board.

Section 6. Secretary:

The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform or cause to be performed, the following duties (a) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (b) provision of notice of all meetings of the Board of Directors.

Section 7. Treasurer:

The Treasurer shall oversee the keeping of full and accurate accounts of all financial records of the corporation; and other duties as may be prescribed by the FEFNA Board of Directors.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon Law, provide that indemnification shall not extend to instances of gross negligence or willful misconduct.

ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds (2/3) vote of the Board of Directors. Prior to the adoption of the amendment, each Director shall be given at least two weeks notice of the date and time of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. FEFNA bylaws may be amended by a majority vote of the FEFNA directors; provided, that no amendment shall be effective unless approved in advance by FGNA.”

ORIGINAL APPROVAL JULY 1, 1998

REVISED/ADOPTED:

June 17, 2000 (by FEFNA Board), July 10, 2000 (by FGNA Board)

July 16, 2001 (by FEFNA Board), July 23, 2001 (by FGNA Board)

February 15, 2005 (by FGNA Board)