

BY-LAWS

OF

thewowist

**A Non Stock Corporation chartered in
The Commonwealth of Virginia
A Non Profit Corporation 501(c)(3) registered as
Religion Related, Spiritual Development N.E.C. with the
Internal Revenue Service
Registered with the
Office of Charitable and Regulatory Programs of
The Commonwealth of Virginia**

Article I Definitions

1.1. The “thewowist” shall mean: the non-stock corporation incorporated in the state of Virginia and recognized as a non-profit corporation by the Internal Revenue Service by the legal name “thewowist”.

1.2. The “Corporation” shall mean: thewowist.

1.3. The “Board” shall mean: the Board of Directors of the Corporation.

1.4. The “Officer(s)” shall mean: the Host(s) and Caretaker(s)

1.5. A “Gathering” shall mean: (1) A group of people assembling for the purpose(s) of thewowist; (2) A location for people to assemble for the purpose(s) of thewowist.

Article II Governing Instruments

2.1. The Corporation shall be governed by the Articles of Incorporation of thewowist and by the By-Laws of thewowist.

2.2. Under Virginia law, no dividend or income of a nonstock corporation may be distributed to its directors, officers or individual members, except as reasonable compensation for services rendered or upon the dissolution or liquidation of the corporation. See § 13.1-814 of the Code of Virginia.

Article III Gathering Objectives, Activities, and Guidelines

Objectives

3.1.1. Gatherings are for the expressed purposes in the Articles of Incorporation of theowist. The objective is for individuals to achieve divine consciousness and or direct communion with the Almighty through truth, love, and peace.

Activities

3.2.1. Activities may include but are not limited to Prayer, Meditation, Message, Energy Healing, Yoga, Zhan Zhuang, Gardening, Cooking, Teaching, Reading, Writing, and Publishing.

3.2.2. Activities Disclaimer. All Gathering activities are assumed to be performed by willing non-professional participants. Professionals are welcome to participate but do not represent theowist in any professional capacity. Gathering and theowist activities are not intended to replace any medical, legal, financial, or other professional services.

Guidelines

3.3.1. Attendees should have the intention of truth, love, and peace.

3.3.2. At Gatherings all governing law should be obeyed. theowist does not take responsibility for law enforcement.

3.3.3 Weapons are not allowed.

3.3.4. Politics are not allowed. From time to time current events may have to be discussed, however Gatherings should bring people together not divide them. theowist takes no stance for or against any political candidates.

3.3.5. Proper attire for the Gathering is expected. Proper attire may be different from one Gathering to another. If attendees are not properly attired, they may be asked to change or remove clothing, or to leave said Gathering.

3.3.6. Strong smells should be avoided. Colones, perfumes, air fresheners, and all scented products should not be worn too Gatherings. Candles and incense should not be used unless directly for religious purpose and in a ventilated area. Attendees are expected to wash to control body odor, and should if possible avoid scented soaps. Attendees are expected to wash after eating, smoking, sweating, or any other activities that may cause excessive smell.

3.3.7. Electronics should be avoided. All electronics should be turned off and left outside the gathering including phones, headphones, watches, flashlights; any and all devices that create electromagnetic fields. Exception is made for medically necessary devices. If it is possible to safely remove a device such as a hearing aid, then it is preferable.

3.3.8. Any consumables at Gatherings such as water, food, drinks, should be wholesome and clearly identifiable. Great care should be taken about participants allergies. If a consumable has more than one ingredient then a list of ingredients should be accessible to the consumer. From time to time food and drinks may be shared by participants; theowist does

not take responsibility for consumables provided by others. Participants are responsible for their own allergies and consumption. Eat at your own risk.

3.3.9. Children are welcome if they are attending with the intention of truth, love, and peace. Children are the responsibility of their guardian. Disruptive children and their guardian may be handled directly to achieve peace, or may be asked to leave. thewowist reserves the right to help any child who seeks help, with the full legal authority of “the prevention of cruelty to children” as stated in the articles of incorporation of thewowist.

3.3.10. Pets and livestock are not invited. Some people are afraid of, or allergic to animals; to create a more peaceful environment they should not be brought to Gatherings. All dogs, cats, rodents, snakes, birds, and other pets should be left in the care of someone else. Wild animals that show up at Gatherings may or may not be discouraged; if the animal(s) is a nuisance it should be removed, if the wild animal(s) comes in peace they should be free to leave in peace. thewowist does not take any responsibility for wild or domesticated animals.

Article IV Members Hosts, Caretakers, Coordinators, Supporters

Hosts

4.1.1. Creation. A Hosts shall be an officer level position. Hosts shall be elected by the Board.

4.1.2. Description. A Host will be responsible for all aspects of each Gathering including the direction of Caretakers and reporting to the Board for said Gathering.

4.1.3. Term of Office. Each Host shall hold office for one year, unless such Host shall have resigned or shall have been removed as provided in these By-Laws. The same person may hold more than one office.

4.1.4. Vacancies. Any Host vacancy occurring, whether because of death, resignation or removal, with or without cause, or any other reason, may be filled by the Board.

4.1.5. Delegation. In case of the absence of any Host, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Host to any other Host(s), Caretaker(s), or Director(s).

4.1.6. Removal. Any Host may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

4.1.7. Resignation. Any Host may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Caretakers

4.2.1. Creation. A Caretaker shall be an officer level position created by the Board as needed and at the discretion of the Board. Caretakers shall be elected by the Board.

4.2.2. Description. A Caretaker will be responsible for one aspect of thewowist or of a Gathering. For example a Secretarial Caretaker would be responsible for Board documents, Treasury Caretaker would be responsible for the treasury, and Website Caretaker for a website.

4.2.3. Term of Office. Each Caretaker shall hold office until such Caretaker's successor has been elected or appointed and qualified, unless such Caretaker shall have resigned or shall have been removed as provided in these By-Laws. The same person may hold more than one office.

4.2.4. Vacancies. Any Caretaker vacancy occurring, whether because of death, resignation or removal, with or without cause, or any other reason, may be filled by the Board.

4.2.5. Delegation. In case of the absence of any Caretaker, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Caretaker to any other Caretaker(s), Host(s), or Director(s).

4.2.6. Removal. Any Caretaker may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

4.2.7. Resignation. Any Caretaker may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Coordinators

4.3.1. Creation. A Coordinator shall not be an officer level position. Coordinators must be recognized by a Host or Director and shall be reported to the Board as the Coordinator of a defined group.

4.3.2. Description. A Coordinator represents a group of people who recognize said coordinator as their collective representative. Coordinators are responsible for the group of people they represent, and for coordinating with Caretaker(s) and Host(s) on behalf of said group.

4.3.3. Term. Coordinators will hold the recognized position so long as they continue to have the consensus of and legal authority to represent the defined group of people as reported to the Board.

4.3.4. Resignation. A Coordinator may resign at any time in writing to the Board.

4.3.5. Vacancies. Vacancies are the responsibility of the defined group of said Coordinator to fill, this change should be recognized by a Host(s) or Director(s) and reported to the Board. Group members that are not represented by a Coordinator shall no longer be recognized as a group.

4.3.6. Removal. Coordinators may be removed by Host(s), Director(s), or the defined group the Coordinator represents, in writing too and acceptance by the Board.

Supporters

4.4.1. Creation. A Supporter shall not be an officer level position. A Supporter may be recognized by any Caretaker(s), Host(s), or Director(s) with no need to report.

4.4.2. Description. Supporters are volunteers that may help advance the purposes of theowist from time to time.

4.4.3. Term. A Supporters term shall last until the end of the day, for the duration of a specific event, or indefinitely.

4.4.4. Resignation. A Supporter may resign at any time with verbal or other notice to any Caretaker(s), Host(s), or Director(s).

4.4.5. Removal. A Supporter may be removed with cause, by any Caretaker. A Supporter may be removed by any Host or Director with or without cause.

Article V Directors

5.1. Election and Term of Office. The Board of Directors shall be self determined. The initial Director of the corporation shall be that person specified in the Articles of Incorporation of theowist. Additional Directors will be elected by two thirds majority vote of the Board. Each Director shall hold office until their death, resignation or removal.

5.2. Powers and Duties. Subject to the provisions of law, the Articles of Incorporation, and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and may exercise all the powers that may be exercised by the Corporation.

5.3. Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports, and for the transaction of such other business as may be brought before the meeting.

5.4. Additional Meetings. Meetings of the Board of Directors may be held at such times as the Board may from time to time determine.

5.5. Quorum. At any meeting of the Board, all Directors then in office (minus those Directors who are dead, or resigning) shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, until a quorum shall be present.

5.6. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board.

5.7. Participation by Electronic Communication. Any one or more members of the Board may participate in a meeting of the Board by means of virtual conference, or similar communications equipment allowing all persons participating in the meeting to hear and see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.8. Removal. Directors may be removed from their position by unanimous vote of the Board minus the vote of said Director to be removed. All Director removals must have the approval of the Initial Director until such time as the Initial Director is not a Director on the Board of Directors of theowist.

5.9. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

5.10. Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from death, resignation, or removal may be filled by the vote of a two thirds majority of the Directors remaining in office at any meeting of the Board.

5.11. Special Election. In the event of the Initial Director or all Directors being dead or having resigned, a special election shall be held to fill the remaining Director vacancies. Three Director positions shall be created (if not already existing) for a total of three Director positions on the Board of Directors, and filled by a vote of Officers as stated in these By-Laws. Officers may convene at a time and place as shall be convenient. Nine tenths of current Officers holding office being present shall constitute a quorum. All Officers shall have three votes per person regardless of the number of positions held by each person. Each Officer may nominate and vote for candidates to become Directors, each Officer may not vote for the same candidate twice. Candidates must be or have been Officers of theowist. Candidates with the largest vote counts shall be the new Directors. The most senior Officer (consecutive current term of service) shall lead the proceedings and break the tie in the event of a tie.

Article VI

Bank Accounts, Checks, Contracts and Investments

6.1. Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine what Officers shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

6.2. Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority shall be confined to specific instances. Unless so authorized by the Board, 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 render it liable for any purpose or for any amount.

6.3. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article VII

Donations

7.1. theowist has not, is not, and will not accept donations until recognized as a non-profit corporation by the Internal Revenue Service and legally authorized to do so in the state of Virginia.

7.2. Initial funds are being presented by the Initial Director and are not being declared for tax purposes.

**Article VIII
Indemnification**

8.1. Indemnity Under Law. The Corporation shall indemnify and advance the expenses of any and all Directors and Officers to the full extent permitted by law.

**Article IX
Dissolution**

9.1. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation and with State law.

**Article X
Amendments**

10.1. These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by unanimous vote of all members of the Board of Directors.

**Article XI
Construction**

11.1. In the case of any conflict between the Articles of Incorporation of thewowitz and these By-Laws, the Articles of Incorporation of thewowitz shall control.

These Bylaws were adopted by the Board of Directors of thewowitz on 05/24/2022

A solid black rectangular box used to redact the signature of Joshua D Fowler.

Joshua D Fowler
Initial Director