

BYLAWS OF MINDFUL SOLUTIONS WORLD

A Montana Nonprofit Public Benefit Corporation (Fully Rewritten with Founder-Protected Governance)

Article I — Name & Purpose

Section 1. Name

The name of the corporation is **Mindful Solutions World**.

Section 2. Purpose

Mindful Solutions World is organized exclusively for charitable, educational, scientific, and community-benefit purposes under **Section 501(c)(3)** of the Internal Revenue Code.

The organization's permanent mission is to advance:

- ecological restoration
- biodiversity protection
- sustainable community development
- environmental education
- human well-being
- research and dissemination of environmental best practices

This mission is **non-alterable**, except as provided in the Founder Succession clause.

No part of the organization's activities shall involve political campaign intervention, and no part of its net earnings shall benefit any private individual.

The corporation's charitable purpose includes advancing mindful reasoning and mindful solutions that benefit all people and the Earth, and promoting community awareness, education, and practices that strengthen well-being and ecological stewardship.

Section 2(a). Mission Narrative

Our purpose is simple:

To help people learn how to work together so we may stop wasting time, money, energy, and resources on conflict and start creating mindful solutions to the problems we all face. At the heart of the mission is a simple guiding question: Are my decisions in the best interest of all people and the Earth? We are committed to expanding mindfulness and people working with people to create a more perfect union between people and the environment.

Mindful Solutions World exists to collect, organize, and share those solutions so they become useful to everyone: individuals, families, communities, and the world.

Mission Statement

To strengthen people, communities, and the environment; to promote mindful reasoning, prosocial behavior, and ecological responsibility; to encourage people working with people to build greater awareness, thoughtfulness, and intentionality; and to support

Mission Criteria

Actions supported by the organization must:

1. **Produce a clear, observable, meaningful benefit to both people and the environment.**
2. **Intentionally improve environmental stewardship and community well-being.**
3. **Fit one or more of the organization's defined mission categories.**
4. **Expand mindful actions.**

Section 2(b). Operational Principles (How It Works)

1. Awareness

Awareness is the first step. It means recognizing that opposition and conflict consume enormous time, energy, and money. These patterns repeat everywhere — in individuals, families, communities, and the world. Seeing this clearly is the beginning of change.

2. Intention

Intention is choosing a different direction. It means deciding to work with others rather than against them and committing to cooperation, clarity, and mindful action. Intention shifts us away from conflict and toward solutions.

3. Participation in Mindful Groups

Mindful groups are formed with a positive direction and no out-group. There is no “us vs. them,” no groupthink, and no enemy. These groups focus on shared understanding, shared responsibility, and shared solutions. This is where the ideas from the *Book of Mindful Solutions* become practical.

Mission categories include:

- Reasoning
- Relational Science
- Individual Growth
- Communication
- Group Dynamics
- Environment
- Education
- Innovation
- Putting it All Together
- Other / Emerging Topics

Article II — Founder Authority, Board Structure & Succession

Section 1. Founder Authority (During Lifetime)

The Founder, **Jeffrey Griffin**, retains exclusive authority to:

- appoint directors
- remove directors
- fill vacancies
- determine strategic direction
- approve or restrict use of Founder-provided charitable funds
- define and interpret the mission
- override board decisions that conflict with mission or Founder intent

Directors serve at the discretion of the Founder.

Section 2. Board Composition

The Board shall consist of **no fewer than three (3)** directors, all appointed by the Founder.

Section 3. Appointment of Directors

All directors are appointed exclusively by the Founder and serve at the Founder's discretion.

Section 4. Removal of Directors

A director may be removed **only by the Founder**, for any reason, including failure to perform duties, violation of policy, or conduct inconsistent with the mission.

The Board may not remove the Founder.

Section 5. Vacancies

Any vacancy on the Board shall be filled **exclusively by the Founder's appointment**.

Section 6. Founder Succession (Upon Death or Permanent Incapacity)

Upon the death or permanent incapacity of the Founder:

1. The Board shall appoint **one Successor Director** who:
 - demonstrates a deep understanding of Mindful Solutions World's mission, values, and charitable priorities
 - is committed to **spreading, growing, and expanding** Mindful Solutions World
 - prioritizes the well-being of people and the Earth
 - agrees to uphold the Founder's charitable intent
 - The Successor Director must demonstrate a clear understanding of mindful reasoning and mindful solutions as defined by the Founder, and must commit to expanding public awareness, understanding, and use of mindful reasoning and mindful solutions among the general population.
2. The Successor Director shall assume the Founder's authority solely for:
 - mission continuity
 - director's appointments
 - director removals
 - protection of charitable intent

- oversight of organizational direction
- 3. The Successor Director shall not receive compensation.
- 4. The Board may not override the Successor Director.
- 5. The Board may remove the Successor Director only upon a verified finding of legal incapacity, supported by a licensed medical professional or court determination. The Board may not remove the Successor Director based on disagreement, interpretation of mission, or subjective assessments of alignment.

Section 7. Mission Permanence

The charitable mission of Mindful Solutions World is **permanent** and may not be altered except:

- by the Founder during his lifetime, or
- by the Successor Director after the Founder's death or incapacity.

The Board may not alter the mission.

Section 8. Protection of Founder-Provided Charitable Funds

Funds contributed personally by the Founder are **permanently restricted** to the Founder's charitable intent and may not be:

- redirected
- repurposed
- reallocated
- overridden by board vote

These funds must be used exclusively to advance the Founder's defined mission.

Section 9. Treatment of Additional Donations (Non-Founder Contributions)

All donations **not originating from the Founder** (including public donations, grants, gifts, or contributions from other individuals or entities) shall be governed by:

- the Board of Directors
- the organization's charitable mission
- IRS 501(c)(3) regulations

The Board may allocate these non-Founder funds provided such allocation:

- advances the mission
- does not conflict with the Founder’s charitable priorities
- complies with nonprofit law

Article III — Officers

Section 1. Officers

The corporation shall have:

- **President**
- **Secretary**
- **Treasurer**

Section 2. Duties

President: Provides leadership, presides over meetings, ensures mission alignment. **Secretary:** Maintains records, minutes, notices, and filings. **Treasurer:** Oversees finances, prepares reports, and ensures proper accounting.

Section 3. Election & Terms

Officers are appointed annually by the Founder (or Successor Director after the Founder’s death).

Section 4. Removal

Officers may be removed only by the Founder (or Successor Director).

Article IV — Meetings

Section 1. Annual Meeting

The Board shall hold an annual meeting for elections, reports, and organizational review.

Section 2. Regular Meetings

The Board may schedule additional meetings as needed.

Section 3. Quorum

A quorum consists of a majority of directors.

Section 4. Voting

Decisions require a majority vote of directors present, except where Founder authority supersedes.

Section 5. Electronic Meetings

Meetings may be held electronically if all participants can hear one another.

Article V — Conflict of Interest

The corporation shall maintain a Conflict of Interest Policy requiring disclosure, recusal, documentation, and annual signed statements.

Article VI — Prohibition on Private Benefit

No director, officer, or private individual may receive the organization's net earnings. No substantial part of activities shall involve lobbying, and no activities shall involve political campaign intervention.

Article VII — Amendments

These bylaws may be amended only by:

- the Founder during his lifetime, or
- the Successor Director after the Founder's death or incapacity.

The Board may not amend these bylaws.

CONFLICT OF INTEREST POLICY

Mindful Solutions World *A Montana Nonprofit Public Benefit Corporation*

Article I — Purpose

The purpose of this Conflict-of-Interest Policy is to protect the integrity, independence, and charitable mission of **Mindful Solutions World**, and to ensure that all decisions are made in the best interest of the organization, the public it serves, and the Earth.

Article II — Definitions

1. Interested Person

Any director, officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below.

2. Financial Interest

A person has a financial interest if they, or a family member:

- have an ownership or investment interest in any entity with which the organization has a transaction or arrangement
- receive compensation from any entity with which the organization has a transaction or arrangement
- have a potential ownership or investment interest in, or compensation arrangement with, any entity involved in a proposed transaction

3. Founder-Provided Funds

Founder-provided charitable funds are **permanently restricted** to the Founder's charitable intent and are **not subject to board allocation**. These funds cannot create a conflict of interest because they are not compensation and do not benefit the Founder personally.

Article III — Duty to Disclose

An interested person must disclose:

- the existence of any financial interest
- all material facts related to the interest
- any potential conflict arising from relationships, transactions, or affiliations

Disclosure must be made:

- to the Founder (during Founder's lifetime), or
- to the Successor Director (after Founder's death or incapacity), or
- to the Board if delegated by the Founder or Successor Director

Disclosure must occur **before** the organization enters into any transaction or arrangement.

Article IV — Determining Whether a Conflict Exists

After disclosure:

1. The interested person may provide factual information but must not participate in deliberation.
2. The Founder (or Successor Director) determines whether a conflict exists.
3. If the Founder delegates this determination, the Board may evaluate the facts and vote.
4. The interested person must leave the meeting during discussion and voting.
5. If the Successor Director is the interested person, the Board shall determine whether a conflict exists.

The Founder's judgment (or the Successor Director's judgment after succession) is final, except when the Successor Director is the interested person, in which case the Board's determination is final.

Article V — Procedures for Addressing a Conflict

If a conflict is determined to exist:

1. The Founder (or Successor Director) decides whether the organization can obtain a more advantageous transaction that avoids the conflict.
2. If not possible, the Founder (or Successor Director) may approve the transaction only if it is:
 - fair
 - reasonable
 - in the best interest of the organization
 - aligned with the mission and mindful reasoning principles
3. The Board may assist in evaluation but cannot override the Founder or Successor Director, *except when the Successor Director is the interested person, in which case the Board shall evaluate and approve or reject the transaction in accordance with this policy.*

Article VI — Records of Proceedings

The minutes must include:

- names of persons who disclosed a financial interest

- nature of the interest
- whether a conflict was determined
- names of persons present during discussion
- content of the discussion
- decisions made
- any alternatives considered
- the final approval or rejection

Article VII — Compensation

- A director or officer who receives compensation from the organization is precluded from voting on matters related to their compensation.
- The Founder does **not** receive compensation and is therefore not subject to compensation-related conflicts.
- The Successor Director shall not receive compensation.

Article VIII — Annual Statements

Each director, officer, and committee member must annually sign a statement affirming that they:

- have received a copy of this policy
- understand it
- agree to comply with it
- understand the organization is charitable and must operate for public benefit
- understand that Founder-provided funds are permanently restricted to charitable use

Article IX — Periodic Reviews

No Director, Officer, or committee member shall be personally liable for the debts, obligations, or liabilities of the Corporation. Directors and Officers are protected from personal liability for actions taken in good faith, within the scope of their duties, and in accordance with the mission and governing documents. This protection does not apply to acts of fraud, gross negligence, or intentional misconduct.

Article X — Periodic Reviews

The organization shall conduct periodic reviews to ensure:

- transactions are fair and reasonable

- compensation (if any) is appropriate
- no private benefits occur
- all activities align with mindful reasoning and mindful solutions
- all activities comply with 501(c)(3) law

The Founder (or Successor Director) oversees these reviews.

Article XI — Use of Outside Experts

The organization may use independent experts (legal, financial, environmental, or ethical) when evaluating transactions. Experts may advise but cannot override the Founder or Successor Director.

Document 3 — Narrative Description of Activities

Mindful Solutions World *A Montana Nonprofit Public Benefit Corporation*

1. Overview of the Organization’s Mission

Mindful Solutions World is a nonprofit public benefit corporation dedicated to advancing mindful reasoning, mindful solutions, ecological restoration, biodiversity protection, sustainable community development, environmental education, human well-being, and stewardship of the Earth. The organization’s priority purpose is to increase public awareness, understanding, and use of mindful reasoning and mindful solutions as practical tools for improving human and environmental outcomes.

All activities are charitable, educational, and scientific in nature and serve the general public.

2. Description of Current and Planned Activities

A. Public Education and Awareness Programs

Mindful Solutions World develops and distributes educational materials that teach mindful reasoning and mindful solutions. These materials may include:

- articles
- guides

- videos
- online content
- workshops
- community presentations

The goal is to help the general population understand how mindful reasoning can improve decision-making, reduce conflict, strengthen well-being, and support ecological stewardship.

Public benefit: Increases public understanding of environmental issues, improves community decision-making, and promotes healthier relationships between people and the natural world.

B. Environmental and Ecological Outreach

The organization promotes ecological restoration and biodiversity protection through:

- public education
- community engagement
- informational campaigns
- partnerships with environmental groups
- dissemination of best practices

Activities may include teaching communities how to restore habitats, reduce environmental harm, and adopt sustainable practices.

Public benefit: Supports healthier ecosystems, improves environmental literacy, and encourages sustainable community behavior.

C. Research and Development of Best Practices

Mindful Solutions World conducts research into:

- environmental best practices
- sustainable community development
- human well-being
- mindful reasoning applications

Research findings are shared publicly through publications, presentations, and online resources.

Public benefit: Provides accessible, science-based information that helps individuals and communities make informed, environmentally responsible decisions.

D. Community Engagement and Support

The organization may host or participate in community events that promote:

- environmental education
- mindful reasoning skills
- sustainable living
- ecological awareness

These events are open to the public and designed to increase understanding and practical use of mindful solutions.

Public benefit: Strengthens community knowledge, encourages collaboration, and promotes environmentally responsible behavior.

E. Development of Educational Tools and Programs

Mindful Solutions World may create:

- curricula
- training modules
- digital learning tools
- public workshops
- community courses

These tools help individuals and groups apply mindful reasoning and mindful solutions in daily life, environmental decision-making, and community development.

Public benefit: Provides accessible education that improves personal well-being and environmental stewardship.

3. How Activities Further the Mission

All activities directly support the mission by:

- expanding public awareness of mindful reasoning
- teaching practical mindful solutions
- improving environmental literacy
- promoting ecological restoration
- supporting sustainable community development
- enhancing human well-being
- Sharing research and best practices

The organization's work benefits the general public by improving decision-making, strengthening communities, and supporting environmental health.

4. Where Activities Will Be Conducted

Activities will be conducted:

- in Montana
- throughout the United States
- online for national and global access

All programs are designed to be accessible to the general public.

5. Who Benefits From These Activities

The beneficiaries include:

- the general public
- local communities
- individuals seeking mindful reasoning skills
- environmental groups
- educators
- students
- community leaders
- organizations seeking sustainable practices

No private individuals or board members receive benefit.

6. Funding Sources and Use of Funds

Funding will come from:

- Founder-provided charitable contributions
- public donations
- grants
- gifts
- other charitable sources

Founder-provided funds are permanently restricted to the Founder's charitable intent and used exclusively to advance the mission. Non-Founder donations are managed by the board and used for public benefit activities.

No funds benefit private individuals.

7. Volunteer and Staff Involvement

Activities may be carried out by:

- volunteers
- board members
- community partners
- contracted educators or specialists (if needed)

The Founder and Successor Director do not receive compensation.

8. Public Benefit and Charitable Nature

All activities are designed to:

- educate the public
- improve environmental outcomes
- strengthen community well-being
- promote mindful reasoning
- support ecological restoration
- increase public understanding of sustainable practices
- Human well-being

The organization operates exclusively for charitable and educational purposes under Section 501(c)(3).

Document 4 — Specific Activities & Public Benefit Explanation

Mindful Solutions World *A Montana Nonprofit Public Benefit Corporation*

1. Primary Activities the Organization Will Conduct

Mindful Solutions World will carry out the following primary activities:

- **Public education** on mindful reasoning and mindful solutions through articles, guides, videos, workshops, and online content.
- **Environmental and ecological outreach**, including community education on habitat restoration, biodiversity protection, and sustainable practices.

- **Research and publication** of best practices related to environmental stewardship, sustainable community development, human well-being, and mindful reasoning.
- **Community engagement**, including public events, presentations, and collaborative educational programs.
- **Development of educational tools**, such as curricula, training modules, and digital learning resources.

These activities are charitable and educational under Section 501(c)(3).

2. How These Activities Further the Organization's Exempt Purpose

The activities further the exempt purpose by:

- increasing public awareness and understanding of mindful reasoning
- teaching practical mindful solutions that improve human and environmental outcomes
- improving environmental literacy
- promoting ecological restoration and biodiversity protection
- supporting sustainable community development
- strengthening community well-being
- providing accessible, science-based information to the public

All activities directly serve the general public and advance charitable and educational goals.

3. Who Receives the Benefit of These Activities

Beneficiaries include:

- the general public
- individuals seeking mindful reasoning skills
- local communities
- environmental groups
- educators and students
- community leaders
- organizations seeking sustainable practices

No private individuals or insiders receive benefit.

4. How the Organization Will Operate

The organization will operate through:

- volunteers
- board members
- community partners
- contracted educators or specialists (if needed)

The Founder and Successor Director do not receive compensation.

Activities will be conducted:

- in Montana
- throughout the United States
- online for national and global access

All programs are accessible to the general public.

5. Fundraising Methods

Funding will come from:

- Founder-provided charitable contributions
- public donations
- grants
- gifts
- other charitable sources

Founder-provided funds are permanently restricted to the Founder's charitable intent. Non-Founder donations are used exclusively for public benefit activities and must be used in accordance with the organization's mission. No funds benefit private individuals.

6. How Funds Will Be Used

Funds will be used for:

- educational program development
- public outreach
- research and publication
- community events
- digital content creation
- environmental education initiatives
- materials, supplies, and technology needed for public education

All expenditures support charitable and educational activities.

7. Compensation and Conflicts

- The Founder and Successor Director receive **no compensation**.
- Anyone who is compensated cannot vote on their own compensation.
- All conflicts of interest are handled according to the organization's Conflict of Interest Policy.
- Funder-provided funds cannot create a conflict because they do not benefit the Founder personally.

8. Public Benefit and Charitable Nature

All activities:

- educate the public
- improve environmental outcomes
- strengthen human and community well-being
- promote mindful reasoning
- support ecological restoration
- increase public understanding of sustainable practices

The organization operates exclusively for charitable and educational purposes under Section 501(c)(3).

Document 5 — Board Duties & Responsibilities

Mindful Solutions World A Montana Nonprofit Public Benefit Corporation

1. Purpose of the Board

The Board of Directors oversees the governance, integrity, and mission alignment of Mindful Solutions World. The Board ensures that all activities, decisions, and resources support the organization's charitable and educational purposes.

2. Core Responsibilities of the Board

- **Mission Stewardship:** Ensure all programs, activities, and expenditures align with the organization's mission and charitable purpose.
- **Policy Oversight:** Adopt, review, and uphold organizational policies, including bylaws, conflict of interest policy, and governance standards.

- **Financial Oversight:** Safeguard the organization's assets, approve budgets, review financial reports, and ensure funds are used exclusively for mission-aligned public benefit activities.
- **Compliance:** Ensure compliance with federal, state, and IRS regulations governing 501(c)(3) organizations.
- **Strategic Direction:** Provide guidance on long-term planning, program development, and organizational priorities.
- **Public Benefit Assurance:** Ensure all activities serve the general public and advance charitable and educational outcomes.

3. Duties of Individual Board Members

- **Duty of Care:** Act with reasonable diligence, informed judgment, and attentiveness in all board matters.
- **Duty of Loyalty:** Put the organization's interests above personal or private interests; avoid conflicts of interest.
- **Duty of Obedience:** Ensure the organization adheres to its mission, governing documents, and legal obligations.
- **Active Participation:** Attend meetings, review materials, and contribute to discussions and decisions.
- **Ethical Conduct:** Uphold integrity, transparency, and accountability in all organizational actions.

4. Authority and Limitations

- The Board has full authority over governance, finances, and organizational policy.
- The Board may appoint and remove directors as provided in the bylaws.
- The Board may not override the Founder or Successor Director in matters reserved to them under the bylaws, including mission continuity and protection of charitable intent.
- No Board member may receive compensation for service on the Board.
- The Board cannot override the Successor Director **except** when the Successor Director is acting **outside the mission or charitable purpose**.
- In that narrow case, the Board's duty is to **protect the mission**, not to take over governance.

5. Relationship to the Founder and Successor Director

- The Founder holds specific reserved powers defined in the bylaws.

- Upon the Founder’s death or permanent incapacity, the Successor Director assumes those reserved powers.
- The Board collaborates with the Founder or Successor Director to ensure mission fidelity and organizational direction.
- The Board retains all other governance authority not reserved to the Founder or Successor Director.

6. Financial Responsibilities

- Approve and monitor the annual budget.
- Ensure all expenditures support charitable and educational activities.
- Verify that:
 - **Founder-provided funds** are permanently restricted to the Founder’s charitable intent.
 - **Non-Founder donations** are used exclusively for public benefit activities and in accordance with the organization’s mission.
- Prevent private benefit or misuse of funds.
- Maintain accurate financial records and reporting.

7. Conflict of Interest Responsibilities

- Disclose any potential conflicts.
- Recuse from decisions where a conflict exists.
- Follow the organization’s Conflict of Interest Policy.
- Ensure no board member votes on their own compensation or financial benefit.

8. Commitment to Public Benefit

Board members affirm that all decisions and actions must:

- serve the general public
- advance mindful reasoning and mindful solutions
- support environmental, human and community well-being
- uphold the organization’s charitable and educational purpose

The Board ensures that Mindful Solutions World operates exclusively for public benefit under Section 501(c)(3).

Document 6 — Founder Reserved Powers Summary

1. Purpose of This Summary

This document provides a clear overview of the Founder's reserved powers and the governance structure established in the bylaws. It ensures the Board and future leadership understand the Founder's role, the Successor Director's role, and how authority transitions over time.

2. Founder's Reserved Powers

During the Founder's lifetime, the Founder retains exclusive authority over:

- **Mission definition and continuity**
- **Protection of charitable intent**
- **Appointment and removal of directors**
- **Selection and designation of the Successor Director**
- **Organizational direction and long-term vision**
- **Any powers expressly reserved in the bylaws**

These powers cannot be overridden by the Board.

3. Successor Director

Upon the Founder's death or permanent incapacity:

Upon the Founder's death or permanent incapacity, the Successor Director assumes only the Founder's mission-related reserved powers. All financial authority remains with the Board, which ensures that the Founder-provided funds and any estate gifts are used strictly in accordance with the mission. The Successor Director's authority is identical to the Founder's authority in all reserved areas.

4. Board Authority

The Board governs all matters **not reserved** to the Founder or Successor Director, including:

- finances
- policies
- operations
- program oversight
- compliance
- public benefit activities

The Board may not override the Founder or Successor Director in any reserved area.

5. Financial Restrictions

- **Founder-provided funds** are permanently restricted to the Founder's charitable intent.
- **Non-Founder donations** must be used exclusively for public benefit activities and in accordance with the organization's mission.
- No funds may benefit private individuals.

6. Compensation

- The Founder and Successor Director do **not** receive compensation.
- Board members do **not** receive compensation for board service.
- Anyone who is compensated cannot vote on their own compensation.

7. Purpose of Reserved Powers

The reserved powers ensure:

- mission continuity
- protection of charitable intent
- long-term stability
- prevention of mission drift
- alignment with the Founder's charitable vision
- smooth leadership transition

These powers safeguard the organization's purpose for future generations.