BY-LAWS OF WEST VIRGINIA INSTITUTE FOR SPIRITUALITY, INC.

ARTICLE I
OFFICES

Section 1.01 Offices. The address of the registered office of WEST VIRGINIA INSTITUTE FOR SPIRITUALITY, INC. (hereinafter called the "**Corporation**") in the State of West Virginia shall be at 1601 Virginia St. E., Charleston, WV 25311. The Corporation may have other offices, both within and outside the State of West Virginia, as the board of directors of the Corporation (the "**Board**") from time to time shall determine or the purpose of the Corporation may require.

ARTICLE II
PURPOSE

Section 2.01 The purposes of the Corporation are exclusively charitable, scientific, literary, and educational, consistent with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or re-codified from time to time, and include:

(a) an institute that provides educational training and cultivates and prepares individual to become or improve their skills as spiritual directors;

(b)other programs, activities, and services focused on formative training, education, and support; and

(c) to provide space, opportunities, and spiritual direction for deepening mindfulness, prayer practice, interior peace, and for the integration of moral and ethical values into daily life—including, but not limited to, programs such as contemplative prayer groups, silent directed retreats, retreats in daily life, at-home retreats, days of reflection, and continuing professional development.

ARTICLE III
MEMBERS

Section 3.01 Membership. The Corporation has no members, and thus, the Corporation is to operate under the management of the Board.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 Directors. A director is a duly elected or appointed member of the Board with full voting rights. Only individuals designated as directors under this Article will be counted as directors when determining Board size, establishing a quorum, and voting requirements. Officers, as described in Article VII, may serve simultaneously as directors but are not directors solely by virtue of holding an officer position. Individuals who participate in Board meetings only by virtue of their organizational role, including non-voting ex officio participants (such as the Executive Director(s), shall not be counted towards the number of directors, the presence of a quorum, or any voting threshold under these by-laws.

Section 4.02 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these by-laws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 4.03 Number. The Board shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board.

Section 4.04 Qualifications of Directors. No director shall receive a salary or other compensation for their service as a director. There is no requirement that a director be a resident of the state of West Virginia.

Section 4.05 Term of Office. Each director shall hold office until a successor is duly elected and qualified or until the director's earlier death, resignation, disqualification, or removal. Directors may be elected to any number of consecutive terms.

Section 4.06 Newly Created Directorships and Vacancies. Any newly created directorships resulting from an increase in the authorized number of directors and any vacancies occurring in the Board for any reason shall be filled by the affirmative vote of a majority of the remaining members of the Board or by a sole remaining director. A director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the director whom he or she has replaced, a successor is duly elected and qualified, or the earlier of such director's death, resignation, or removal.

Section 4.07 Resignation. Any director may resign at any time by notice given either in writing or by electronic transmission to the Corporation. Such resignation shall take effect on the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 4.08 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from their responsibilities as a director when so authorized by a majority of the directors then in office.

ARTICLE V
MEETINGS OF THE BOARD

Section 5.01 Annual and Regular Meetings. An annual meeting of the Board shall be held at such time and place as determined by the Board for the election of officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board may be held without notice at such times and places as may be determined from time to time by the Board or the Chair of the Board.

Section 5.02 Special Meetings. Special meetings of the Board may be held at such times and at such places as may be determined by the Chair of the Board on at least twenty-four (24) hours' notice to each director given by one of the means specified in Section 5.05 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chair of the Board in like manner and on like notice on the written request of any two (2) or more directors.

Section 5.03 Remote Meetings. Board meetings may be held by means of telephone conference, video conference, or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a director in a meeting pursuant to this Section 5.03 is presence in person at such a meeting.

Section 5.04 Adjourned Meetings. A majority of the directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 5.05 hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.05 Notice of Meetings. Subject to this Article, whenever notice is required to be given to any director by applicable law, the Articles of Incorporation, or these by-laws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the records of the Corporation, facsimile, email, or other means of electronic transmission.

Section 5.06 Waiver of Notice. Whenever notice to directors is required by applicable law, the Articles of Incorporation, or these by-laws, a waiver thereof, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

Section 5.07 Quorum of Directors. Except as otherwise permitted by applicable law, the Articles of Incorporation, or these by-laws, the presence of a majority (more than half) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.08 Action by Majority Vote. Except as otherwise provided by applicable law, the Articles of Incorporation, or these by-laws, the vote of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board. Each director, regardless of whether they may be serving simultaneously as an Officer, may cast only one vote.

Section 5.09 Actions Requiring Super Majority. Notwithstanding the other provisions of this Article, Board action on any of the following matters will require at least a two-thirds vote of all directors serving on the Board at that time:

(a) Amendment to the Articles of Incorporation.

(b) Amendment of these Bylaws.

(c) Removal of Directors.

Section 5.10 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

ARTICLE VI
COMMITTEES OF THE BOARD

Section 6.01 Committee Powers and Authority. The Board may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. Each committee may only exercise powers and authority that are expressly delegated to it by resolution of the Board. Any delegation of authority shall be strictly construed and may be modified or revoked by the Board at any time. The Board cannot delegate the following powers or authority to a committee:

(a) Amendment to the Articles of Incorporation.

(b) Amendment or repeal of these Bylaws.

(c) Removal of Directors.

Section 6.02 Quorum and Action by Committee. Unless the Board provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 6.03 Committee Rules and Procedures. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article V.

Section 6.04 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 6.05 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the committee in accordance with applicable law.

Section 6.06 Remote Meetings. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a member of a committee in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 6.07 Executive Committee. The Board may establish an Executive Committee composed of the Chair of the Board/president, the vice-president, the treasurer, the secretary, and any other person as the Board may designate from time to time. The Executive Committee may act on behalf of the Board between Board meetings to the extent authorized by the Board, except it may not amend the Articles of Incorporation or these by-laws; elect, remove, or fill vacancies on the Board; approve the annual budget; approve a merger, dissolution, or sale of substantially all assets; or hire or terminate the president. The Executive Committee shall follow the same procedures applicable to the Board under Article V and shall report all actions taken to the Board at its next regular meeting.

ARTICLE VII
OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01 Officers. An officer is an individual who is elected or appointed to serve in the roles of Chair, Vice Chair, Secretary, Treasurer, or other officer position established by the Board. Officers are not directors solely by virtue of serving as an officer. Officers may serve as directors only if separately elected or appointed as a director in accordance with Article IV.

Section 7.02 Election. The officers of the Corporation shall be elected annually by the Board and shall include a president, who will also serve as Chair of the Board, a vice-president, a treasurer, and a secretary. The Board, in its discretion, may also elect one or more vice chairs (who must be directors), and one or more additional vice presidents, assistant treasurers, assistant secretaries, and other officers. Any two or more officers may be held by the same person. Except as otherwise provided in these by-laws, the Chair of the Board shall preside at all meetings of the Board. The Chair of the Board shall perform such other duties and services as the Board shall assign to or require of the Chair of the Board.

Section 7.03 Term. Each officer of the Corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The election or appointment of an officer shall not of itself create contract rights.

Section 7.04 Removal. Any officer elected or appointed by the Board may be removed by the Board at any time, with or without cause, by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to their contract rights, if any.

Section 7.05 Resignations. Any officer of the Corporation may resign at any time by giving written notice of their resignation to the president or the secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.06 Vacancies. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 7.07 President. The president, who shall also serve as the Chair of the Board, shall have general supervision over the business of the Corporation and other duties incident to the office of president, and any other duties as may be from time to time assigned to the president by the Board and subject to the control of the Board in each case.

Section 7.08 Vice Presidents. The vice president(s) shall have such powers and perform such duties as may be assigned to him or her from time to time by the president.

Section 7.09 Secretary. The secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the members and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the president. When needed, the secretary shall obtain the seal of the Corporation from the Corporation's safe and shall have authority to affix the seal to all documents requiring it and attest to the same.

Section 7.10 Treasurer. The treasurer shall have responsibility for and authority over the corporate funds and securities, except as otherwise provided by the Board, and shall coordinate with the Director of Operations to review on a quarterly basis (or more often if requested by the Director of Operations, the president or the Board) the transactions associated with the operation of the Corporation. The treasurer shall present at the regular meetings of the Board, or whenever required by the president or the Board, an update of the financial condition of the Corporation.

Section 7.11 Employees, Independent Contractors and Other Agents. The Board may from time to time appoint such employees, independent contractors, and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 7.12 Compensation. Any officer, employee, or agent of the Corporation may receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the entire Board, and only when so authorized and in accordance with these by-laws.

Section 7.13 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the president or the Board may delegate for a designated time the powers or duties of such officer to any other officer or to any director.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. For purposes of this Article, the officers included as Covered Persons means all officers of the Corporation.

Section 8.02 Advancement of Expenses. The Board may but need not authorize the Corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 8.01 of these by-laws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.

Section 8.03 Insurance. The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Section 8.04 Repeal, Amendment, or Modification. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX
GENERAL PROVISIONS

Section 9.01 Seal. The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

Section 9.02 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 9.03 Books and Records. Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

Section 9.04 Checks, Notes, Drafts, Etc. All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officers or persons as from time to time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

Section 9.05 Conflict with Applicable Law or Articles of Incorporation. These by laws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these by-laws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

Section 9.06 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.07 Confidentiality. In light of the nature of work performed by the Corporation, the following confidentiality obligations shall apply to all Directors, officers, committee members, employees, independent contractors, volunteers, agents, and other representatives (collectively the "Corporate Personnel"):

(a) The Corporate Personnel shall maintain the strict confidentiality of all nonpublic, proprietary, sensitive, or confidential information obtained through their association with the Corporation.

(b) Confidential information includes, but is not limited to, information relating to beneficiaries, clients, donors, officers, directors, employees, independent contractors, volunteers, or other Corporate Personnel; finances, operations, programs, internal deliberations, board materials, strategic plans, investigations, legal matters, and any personally identifiable, financial, medical, or otherwise protected information, whether received orally, electronically, or in written form.

(c) Corporate Personnel may use confidential information solely for legitimate purposes of the Corporation and shall not be disclosed to any third party except as authorized by the Board, required to perform official duties on behalf of the Corporation, or required by law.

(d) The duty of confidentiality shall survive the termination of service, employment, or association with the Corporation, regardless of the reason for such termination.

(e) The Corporation may require Corporate Personnel to acknowledge this confidentiality obligation in writing and may adopt additional confidentiality policies consistent with this Section. Any breach of this Section may result in disciplinary action, removal from position, termination of employment or engagement, and/or other remedies available at law or in equity.

ARTICLE X
AMENDMENTS

Section 10.01 These by-laws may be adopted, amended, or repealed or new by-laws adopted by the Board.

ARTICLE XI
INTERESTED PARTY TRANSACTIONS

Section 11.01 For purposes of these by-laws, an "Interested Party Transaction" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction, (b) a family member of a present or past director, (c) any entity which a present or past director is a director, officer, or holder of financial interest.

The Corporation may enter into Interested Party Transactions if the conflict of interest is disclosed to the Board and the Board approves or ratifies such transaction. Any director with a conflict of interest related to the Interested Party Transaction does not count for determining a quorum or majority vote on such a transaction.

Subject to the limitations of the laws of the state of West Virginia, the articles of incorporation and these bylaws, these bylaws and the articles of incorporation may be amended, repealed or added to, or new bylaws may be adopted only by a super majority vote of the the board of directors pursuant to Section 5.09.

I, Katherine A. Heron, LPC, NCC, Secretary/Treasurer of The West Virginia Institute for Spirituality, Inc., a West Virginia non-profit corporation, hereby certify that:

The foregoing bylaws, comprising 9 pages, were adopted as the bylaws of The West Virginia Institute For Spirituality, Inc by its Board of Directors at a regular meeting of the Board held on January 22, 2026. Dated: this 22nd day of January, 2026 s/ Katherine A. Heron, Secretary/Treasurer of The West Virginia Institute for Spirituality, Inc.