

DRAFT

DRAFT FOR REVIEW BY A RELIGIOUS-ORGANIZATION ATTORNEY. NOT FOR FILING. This document has not been reviewed by counsel and is not legal advice.

Bylaws of The Religion of M

A California Nonprofit Religious Corporation (California Corporations Code, Title 1, Division 2, Part 4, Sections 9110 et seq.) Amended draft dated October 24, 2026 (Amendment No. 1: Article VII, Sacramental Ceremonies and Adult Teachings; Section 4.13, Initial Board).

Article I: Name and Offices

Section 1.1 Name

The name of this corporation is The Religion of M (the "Church" or the "corporation").

Section 1.2 Principal Office

The principal office of the corporation shall be located at 7405 Charmant Dr Unit 2001, San Diego, CA 92122, or at such other place in or outside California as the Board of Directors may designate. The Church may conduct its activities principally online.

Article II: Purposes and Statement of Faith

Section 2.1 Purposes

The corporation is a religious corporation organized under the Nonprofit Religious Corporation Law exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), as more fully stated in its Articles of Incorporation.

Section 2.2 Statement of Faith

The religious beliefs of the Church are set out in its Statement of Faith, which the Spiritual Leader may interpret and, with the approval of the Board, amend. Matters of doctrine, worship, and ordination are reserved to the Spiritual Leader as provided in Article VI.

Article III: Members

Section 3.1 No Members

The corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. Under Section 9310, any action that would otherwise require approval by members shall require only approval of the Board of Directors.

Section 3.2 Adherents and Associates

The Church may refer to participants in its worship and activities as adherents, congregants, or associates. Such persons are not members for any purpose under the Corporations Code and have no voting rights.

Article IV: Board of Directors

Section 4.1 Powers

Subject to the Articles, these Bylaws, and the Nonprofit Religious Corporation Law, the activities and affairs of the corporation shall be conducted, and all corporate powers exercised, by or under the direction of the Board of Directors (the "Board"). The Board may delegate management of day-to-day operations to officers or committees, provided that activities remain under the ultimate direction of the Board.

Section 4.2 Number

The authorized number of directors shall be not less than three (3) nor more than nine (9), with the exact number fixed by resolution of the Board. Until changed, the number shall be three (3).

Section 4.3 Founder's Seat

The Spiritual Leader shall serve as a director for so long as he holds that office. The remaining directors shall be elected as provided in Section 4.4.

Section 4.4 Election and Term

Directors other than the Spiritual Leader shall be elected by the Board at its annual meeting and shall serve terms of [two (2)] years, or until their successors are elected. Directors may serve successive terms.

Section 4.5 Restriction on Interested Persons

Not more than forty-nine percent (49%) of the directors serving at any time may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, other than reasonable compensation paid to a director as director, and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.6 Resignation, Removal, and Vacancies

A director may resign by written notice to the President or Secretary. Any director other than the Spiritual Leader may be removed, with or without cause, by a majority of the directors then in office. Vacancies may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

Section 4.7 Meetings

The Board shall hold an annual meeting and such regular and special meetings as it determines. Special meetings may be called by the President or by any two directors on at least four (4) days' notice by mail or forty-eight (48) hours' notice delivered personally, by telephone, or by electronic transmission.

Section 4.8 Remote Participation

Directors may participate in any meeting through conference telephone, electronic video screen communication, or other communications equipment, as permitted by Section 9211(a)(6). Participation by telephone requires that all directors be able to hear one another. Participation by video or other electronic means requires that each director be able to communicate with all other directors concurrently, be able to propose and object to actions, and that the corporation verify that each participant is a director. Such participation constitutes presence in person.

Section 4.9 Quorum and Action

A majority of the authorized number of directors constitutes a quorum. Except as otherwise required by law or these Bylaws, the act of a majority of directors present at a meeting at which a quorum is present is the act of the Board.

Section 4.10 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing, including by electronic transmission, to that action, as permitted by Section 9211(b).

Section 4.11 Compensation of Directors

Directors shall serve without compensation, except that directors may receive reimbursement of reasonable expenses. Any compensation to a director for services in another capacity is subject to Article VIII.

Section 4.12 Residency Not Required

Directors need not be residents of the State of California or citizens of the United States. Directors may reside in any state or country, consistent with the Church's multinational character, and may participate in meetings remotely as provided in Section 4.8.

Section 4.13 Initial Board

The Spiritual Leader, Matthew Steven Chavez, is the sole director of the corporation until additional directors take office. Two proposed directors, pending consent, have been identified.

Each proposed director shall take office only after giving written consent to serve and has been elected under Section 4.6. After both proposed directors have taken office, the Board shall consider the adoption of the amended Statement of Faith and these amended Bylaws.
[COUNSEL TO CONFIRM: whether the initial directors should be named in the Bylaws or only in the Board's written consent]

Article V: Officers

Section 5.1 Officers

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer. The Board may appoint other officers, including one or more Vice Presidents and assistant officers.

Section 5.2 Holding Multiple Offices

Any number of offices may be held by the same person, as permitted by Section 9213 of the California Corporations Code. Until the Board elects other persons, the Founder, Matthew Steven Chavez, shall hold the offices of President, Secretary, and Chief Financial Officer.

Section 5.3 Election and Term

Officers other than the President shall be elected by the Board and serve at the pleasure of the Board. The Spiritual Leader shall serve as President as provided in Article VI.

Section 5.4 President

The President is the chief executive officer of the corporation and, subject to the control of the Board, supervises its affairs and presides at Board meetings.

Section 5.5 Secretary

The Secretary keeps the minutes of Board and committee meetings, the corporate records described in Article X, and gives required notices.

Section 5.6 Chief Financial Officer

The Chief Financial Officer keeps adequate and correct books of account, deposits funds in the name of the corporation with depositories designated by the Board, disburses funds as directed by the Board, and renders financial reports to the Board at least annually.

Section 5.7 Residency Not Required

Officers need not be residents of the State of California or citizens of the United States. The agent for service of process named in the Articles must, however, be either an individual who resides in California with a California street address or a registered corporate agent qualified under Section 1505.

Article VI: Spiritual Leader and Ministry

Section 6.1 Spiritual Leader

Matthew Steven Chavez, as Founder, is the Spiritual Leader of the Church. The Spiritual Leader shall also serve as President of the corporation for so long as he holds the office of Spiritual Leader.

Section 6.2 Ecclesiastical Authority

The Spiritual Leader has authority over matters of doctrine, worship, religious teaching, and the designation and interpretation of scripture, consistent with the Articles and the Church's status under Section 501(c)(3). Ecclesiastical authority does not include authority over corporate finances, contracts, or compensation, which remain under the direction of the Board.

Section 6.3 Ordination of Ministers

The Spiritual Leader has the sole power to ordain, license, and commission ministers of the Church, to set the qualifications and duties of ministers, and to suspend or revoke ordination. Ordination confers no right to compensation, office, or a seat on the Board. The Secretary shall keep a register of ordained ministers. The Spiritual Leader may designate ordained ministers who have completed the training required by the Sacrament Policy as ceremony leaders for sacramental ceremonies.

Section 6.4 Succession

If the Spiritual Leader dies, resigns, or becomes unable to serve, the Board shall [designate a successor or interim spiritual leader in accordance with a written succession plan adopted by the Board / TO FILL].

Article VII: Worship and Meetings

Section 7.1 Remote Worship

The Church may hold worship services, religious instruction, and fellowship remotely, including by website, podcast, live video conference (such as Zoom), and other electronic means, as well as in person at locations the Board approves.

Section 7.2 Family-Friendly Content

All general worship services, religious instruction, and materials published by the Church shall be suitable for families and minors. General worship services, religious instruction, and family materials shall contain no adult content. Sacramental ceremonies under Section 7.4 (restricted to adults aged twenty-one (21) or older) and adult teachings under Section 7.7 (restricted to adults aged eighteen (18) or older) are the only Church activities restricted to adults, and each shall be kept wholly separate from general worship.

Section 7.3 Protection of Minors

The Board shall adopt reasonable policies for the safety and privacy of minors who participate in online services, including parental consent for interactive participation. No minor may attend, observe, or receive a sacrament at any sacramental ceremony, and no minor may access, view, or receive any adult teaching under Section 7.7.

Section 7.4 Sacramental Ceremonies

Sacramental ceremonies, in which sacraments recognized by the Statement of Faith are received, shall be held only as follows: (a) only adherents aged twenty-one (21) or older may attend; (b) each participant shall first complete the Church's written health and medication screening and give written informed consent, and may decline or withdraw at any time; (c) each ceremony shall be held in person, at a location approved by the Board, and led by a ceremony leader designated under Section 6.3, with sober attendants present throughout; (d) ceremonies shall not be streamed, broadcast, recorded for publication, or published; (e) no sacrament shall be sold, and no sacrament shall be removed from the ceremony; and (f) no participant shall leave until the ceremony leader confirms the participant is safe to do so.

Section 7.5 Controlled Substances: No Use Before Approval

No director, officer, minister, ceremony leader, employee, volunteer, or adherent shall manufacture, cultivate, import, export, possess, distribute, dispense, or use any controlled substance in connection with the Church, and no ceremony involving a controlled substance shall be held, unless and until (a) the United States Drug Enforcement Administration has granted the Church a religious exemption covering that substance and issued the Certificate(s) of Registration and any permits required for the activity, and (b) any authorization required under California or other applicable state law has been obtained; or a court has entered a final order granting equivalent relief. Any person who violates this Section shall be barred from sacramental ceremonies and may be removed from any office, ministry, or position in the Church.

Section 7.6 Sacrament Policy and Board Authorization

Before any sacramental ceremony is held, the Board shall adopt a written Sacrament Policy governing screening, informed consent, attendant ratios, security and storage, recordkeeping, emergency response, and compliance with Section 7.5. A sacramental ceremony involving any sacrament may be held only under a resolution of the Board authorizing that sacrament. A sacrament that the Statement of Faith identifies as dangerous may be authorized only after a written safety review.

Section 7.7 Adult Teachings on Sexual Conduct

The Founder's teachings on sexual conduct and sexual health that include adult material shall be made available only to adults aged eighteen (18) or older, only behind age verification and mature-content warnings, and shall be kept wholly separate from general worship, family materials, and sacramental ceremonies. No minor may access, view, or receive such material

under any circumstances. For minors, the Church shall refer families only to age-appropriate, non-explicit sex education. No content involving minors, no non-consensual content, and no illegal content shall be created, published, or permitted in any Church activity, platform, or publication, and any person who violates this Section shall be removed from any office, ministry, or position in the Church.

Article VIII: Conflict of Interest Policy

This Article is modeled on the sample conflict of interest policy in the IRS Instructions for Form 1023 (Appendix A).

Section 8.1 Purpose

The purpose of this policy is to protect the corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or the Founder, or that might result in an excess benefit transaction under Section 4958 of the Code. This policy supplements, and does not replace, applicable state and federal law, including Sections 9243 and 9245 of the California Corporations Code.

Section 8.2 Definitions

- a. Interested Person: any director, principal officer, member of a committee with Board-delegated powers, the Spiritual Leader, or a family member of any of them, who has a direct or indirect Financial Interest.
- b. Financial Interest: having, directly or indirectly, through business, investment, or family, (i) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement; (ii) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, including any right to royalties, license fees, or sales proceeds; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 8.3 Duty to Disclose

An Interested Person must disclose the existence of the Financial Interest and all material facts to the Board or committee considering the proposed transaction or arrangement.

Section 8.4 Determining Whether a Conflict Exists

After disclosure and any discussion with the Interested Person, the Interested Person shall leave the meeting while the remaining disinterested directors discuss and vote on whether a conflict of interest exists.

Section 8.5 Procedures

- a. The Interested Person may make a presentation, but shall then leave the meeting during the discussion of, and the vote on, the transaction or arrangement.
- b. The chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives.
- c. After exercising due diligence, the Board shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict.
- d. If not, the Board shall determine by a majority vote of the disinterested directors present whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and fair and reasonable to it.

Section 8.6 Founder Compensation and Book Royalties

- a. Any compensation, salary, housing allowance, benefit, or other payment to the Founder, and any royalty, license fee, purchase price, or other payment to the Founder (or to any entity he owns or controls) relating to The Angel Cookbook or any other work authored by the Founder, must be approved in advance by the disinterested directors.
- b. The Founder shall not vote on, or be present for the deliberation of, any such matter, and no family member of the Founder may count as a disinterested director for this purpose.
- c. The amount must not exceed fair market value. In approving it, the disinterested directors shall rely on appropriate comparability data (such as compensation paid by similarly situated religious organizations, or royalty rates in arm's-length publishing agreements) and shall document the basis for their decision concurrently, so as to satisfy the rebuttable presumption of reasonableness under Treasury Regulation Section 53.4958-6.
- d. Ownership of copyrights in the Founder's works, and any license of those works to the corporation, shall be set out in a written agreement approved under this Section.

Section 8.7 Records of Proceedings

The minutes shall record the names of persons who disclosed or were found to have a Financial Interest, the nature of the interest, the Board's determination, the names of persons present for discussion and votes, the content of the discussion, including comparability data relied on, and a record of any votes.

Section 8.8 Annual Statements

Each director, principal officer, and committee member shall annually sign a statement affirming that the person has received a copy of this policy, has read and understands it, has agreed to comply with it, and understands that the corporation is religious and must engage primarily in activities that accomplish its exempt purposes.

Section 8.9 Periodic Reviews

The Board shall periodically review whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining, and whether partnerships, joint ventures, and arrangements with management organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further religious purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 8.10 Violations

If the Board has reasonable cause to believe a person has failed to disclose an actual or possible conflict, it shall inform the person and afford an opportunity to explain, and may take appropriate disciplinary and corrective action.

Article IX: Prohibited Activities

Section 9.1 No Political Campaign Activity

The corporation shall not participate or intervene in, including by publishing or distributing statements, any political campaign on behalf of or in opposition to any candidate for public office. Church platforms, services, websites, podcasts, mailing lists, and funds shall not be used to support or oppose any candidate, including any director, officer, or the Founder.

Section 9.2 Lobbying

No substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 9.3 No Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of any director, officer, the Founder, or other private person, except reasonable compensation for services actually rendered and approved under Article VIII.

Section 9.4 Loans

The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, except as permitted by Section 9240.

Article X: Records and Reports

Section 10.1 Records

The corporation shall keep (a) adequate and correct books and records of account; (b) written minutes of the proceedings of the Board and its committees; (c) the original or a copy of the Articles and Bylaws, as amended; (d) a register of ordained ministers and designated ceremony leaders; (e) signed conflict of interest statements, as required by Sections 9510 and following;

and (f) all records required by the Sacrament Policy and by any registration issued to the Church, including screening, consent, and sacrament records, which shall be kept confidential to the extent permitted by law.

Section 10.2 Electronic Records

Records may be kept in electronic form, provided they can be converted into clearly legible paper form.

Section 10.3 Inspection by Directors

Every director has the absolute right at any reasonable time to inspect the corporation's books, records, and documents, subject to Section 9512.

Section 10.4 Annual Report

The Chief Financial Officer shall furnish an annual financial report to the Board within one hundred twenty (120) days after the close of each fiscal year.

Section 10.5 Fiscal Year

The fiscal year of the corporation shall be the calendar year unless the Board fixes another.

Article XI: Indemnification and Insurance

Section 11.1 Indemnification

To the fullest extent permitted by Section 9246, the corporation shall indemnify its directors, officers, and agents against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with any proceeding arising by reason of their service to the corporation.

Section 11.2 Insurance

The corporation may purchase insurance on behalf of any agent against liability asserted against or incurred by the agent in that capacity, subject to Section 9246(i).

Article XII: Amendments

Section 12.1 Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by a two-thirds (2/3) vote of the directors then in office, provided that Article VI (Spiritual Leader and Ministry) may not be amended without the consent of the Spiritual Leader while he holds that office, and no amendment may be adopted that would cause the corporation to fail to qualify under Section 501(c)(3).

Section 12.2 Articles

The Articles of Incorporation may be amended by approval of the Board as provided in Section 9610 and following, by filing a certificate of amendment with the California Secretary of State.

Article XIII: Dissolution

Section 13.1 Dissolution

The corporation may be dissolved by approval of the Board in accordance with Section 9680 and following. On dissolution, after paying or providing for all debts and liabilities, the remaining assets shall be distributed to one or more organizations organized and operated exclusively for religious or charitable purposes that are exempt under Section 501(c)(3) of the Code, or to a governmental unit for a public purpose, as provided in the Articles. No assets shall be distributed to any director, officer, the Founder, or other private person.

Certificate of Secretary

I certify that I am the duly elected Secretary of The Religion of M, a California nonprofit religious corporation, and that these Bylaws, consisting of [___] pages, are the Bylaws adopted by the Board of Directors on [TO FILL: date of Board adoption, after the proposed directors, pending consent, have consented and taken office].

Secretary: _____ Date: [TO FILL]