CORPORATE BYLAWS
CONTINUING HEALTH EDUCATION

CHE | CHEducation
Bylaws | February 2023

This document is a proposed reconstruction of provisions requested for the stated historical period. It is not evidence of adoption, a filing, or the legal validity of any appointment. Confirm the corporate legal name, formation state, actual adoption dates, Articles, share ledger, S election, and executed resolutions before use.

ARTICLE 1. CORPORATE IDENTITY AND PURPOSE

1.1 CHE is a California corporation, subject to verification against filed Articles, operating under the names Continuing Health Education, CHE, and CHEducation only to the extent duly registered or authorized. Its activities include nursing board preparation, healthcare professional continuing education, patient education, academic curricula, digital courses, publications, and related technology and educational services.

1.2 The corporation may license content, contract with domestic or international creators, develop intellectual property, operate educational platforms, and undertake lawful related activities. These bylaws do not confer professional accreditation or authority to practice medicine.

ARTICLE 2. OFFICES, RECORDS, AND CORPORATE FORMALITIES

2.1 The principal office and agent for service of process shall be those reflected in corporate filings; the board may establish additional offices. The secretary shall maintain Articles, bylaws, minutes, written consents, stock ledger, material contracts, tax records, policies, and accounting records.

2.2 Corporate funds shall be held in accounts titled to CHE and kept separate from personal accounts. The treasurer shall reconcile accounts, retain receipts, document reimbursements, and deliver periodic financial reports.

ARTICLE 3. SHAREHOLDERS AND MEETINGS

3.1 Annual shareholder meetings shall elect directors and consider corporate affairs. Special meetings may be called by the board, president, chair, or shareholders authorized by California law. Notices, waivers, proxies, record dates, and remote participation shall comply with California Corporations Code and the Articles.

3.2 Shareholder quorum and voting shall follow applicable California law and the Articles; each issued voting common share ordinarily carries one vote. Shareholder action without a meeting shall satisfy applicable written-consent requirements.

ARTICLE 4. BOARD OF DIRECTORS

4.1 The board manages or directs corporate affairs, approves budgets and material contracts, supervises officers, and adopts policies. The authorized number of directors shall be established by valid shareholder or board action consistent with the Articles and California law. Directors need not be shareholders.

4.2 Directors shall act in good faith, with reasonable care, in the corporation's best interests. A majority of the authorized directors generally constitutes a quorum unless a valid greater requirement applies. Board action without a meeting requires the written consent of all directors as required by California law.

4.3 Any interested-director transaction, including benefits to owners or relatives, requires disclosure, proper approval and fair terms under applicable law. The interested person shall abstain where appropriate.

ARTICLE 5. OFFICERS AND DELEGATED AUTHORITY

5.1 The corporation shall have a president or chair, secretary, and chief financial officer/treasurer and may appoint other officers. The board shall designate officer appointments and compensation by separate resolution. The secretary keeps minutes and the stock ledger; the treasurer controls accounting and funds.

5.2 No officer may unilaterally authorize personal benefits, owner distributions, or related-party payments outside board-approved policies and applicable law.

ARTICLE 6. FOUNDING SHAREHOLDERS AND INITIAL FUNDING

6.1 For purposes of this proposed February 2023 record, the founding shareholders are Harpreet Johl (50%) and Sebastian Dzekashu (50%). The parties report an initial total cash deposit of $2,100, with $1,050 contributed by each. The treasurer shall reconcile these statements with deposit receipts, share subscriptions, and the original stock ledger.

6.2 The number of authorized and issued shares shall be taken from the Articles and documented stock issuances; percentage ownership alone does not prove a particular share count.

ARTICLE 7. EDUCATION, TRAINING, AND TRAVEL SUPPORT

7.1 Subject to board approval, financial capacity and legal compliance, CHE may pay or reimburse professional education, credential preparation, conferences, relevant academic courses, instructional development, continuing education, certifications, textbooks, professional dues, teaching resources, and skill-building for owners, U.S. employees, and bona fide volunteers who perform services for CHE.

7.2 CHE may cover reasonable airfare, lodging, rental vehicles, ground transport, registration, and meals incurred during bona fide CHE training or business travel. Business purpose, participants, dates, agenda, receipts and any personal component must be documented.

ARTICLE 8. EXTENDED-HOURS WORK AND FOOD SUPPORT

8.1 CHE recognizes that content development, instructional design, editing, filming, meetings and course-production planning may occur after regular employment or school hours. CHE may furnish meals and refreshments for scheduled working meetings, instructional planning sessions, extended production sessions and other substantiated business activities. The purpose of this policy is to facilitate CHE work and support collaboration, not to provide routine personal meals merely because participants have limited time to cook.

8.2 Eligible expenditures may include catered working meals, reasonable restaurant meals during documented CHE meetings, food provided at training events, and refreshments for extended production sessions. Records shall identify the date, location, attendees, business purpose, meeting agenda or deliverables, and itemized receipt. Meals must satisfy applicable business-meal, travel-meal, employer-premises or other tax rules; personal meals and groceries are excluded from accountable-plan reimbursement. The Corporation shall apply applicable deduction limitations, including the general 50-percent limitation where required, and report taxable benefits when necessary.

ARTICLE 9. DISTRIBUTIONS AND COMPENSATION

9.1 Owners may receive distributions only when permitted by law, solvency and available cash, and after required reasonable compensation for shareholder-employees is addressed. Any distributions shall respect equal economic rights per share for an S corporation.

ARTICLE 10. STOCK AND CAPITALIZATION

10.1 The secretary shall maintain a stock ledger recording issuance dates, number and class of shares, consideration, and transfers. Share certificates may be issued or shares may be uncertificated as permitted by

law. No transfer shall violate applicable securities law, shareholder agreements, or S corporation eligibility restrictions.

10.2 The corporation shall not issue additional shares or classes that jeopardize an effective S election; tax counsel shall review transfers, ownership eligibility and economic rights.

ARTICLE 11. CONTRACTS, INTELLECTUAL PROPERTY, AND CONFIDENTIALITY

11.1 Content created within the scope of employment or under a written commissioned-work or assignment agreement shall belong to CHE to the extent permitted by law. Contractors, volunteers, and collaborators must execute appropriate intellectual-property, confidentiality, privacy, and content-licensing agreements.

11.2 The board may approve software, content libraries, domain names, copyrights, trademarks, accessibility services, editing, translation, legal review, cybersecurity and educational platform expenses reasonably connected to CHE operations.

ARTICLE 12. FINANCIAL CONTROLS AND TAX ADMINISTRATION

12.1 CHE shall maintain a calendar fiscal year unless lawfully changed, follow consistent accounting procedures, and comply with payroll, sales/use tax where applicable, information reporting, and federal and California tax obligations.

12.2 No statement in these bylaws establishes deductibility. Payments shall be classified based on actual facts as accountable-plan reimbursements, wages, taxable fringe benefits, contractor compensation, loans, distributions, or nondeductible corporate expenditures. The corporation shall obtain CPA and counsel review when necessary.

ARTICLE 13. INDEMNIFICATION, INSURANCE, AND CONFLICTS

13.1 To the fullest extent allowed by California law, CHE may indemnify directors, officers, employees, and agents for expenses arising from corporate service, subject to statutory standards, approvals, and exclusions. CHE may purchase directors-and-officers, errors-and-omissions, cyber, general liability, workers compensation and other appropriate business insurance.

13.2 Indemnification does not constitute a promise to pay unrelated personal litigation or fines. Interested-party transactions and family relationships must be disclosed, documented and evaluated for fairness.

ARTICLE 14. AMENDMENT, SEVERABILITY, AND CERTIFICATION

14.1 Bylaws may be amended by shareholders or directors only to the extent permitted by California law and the Articles. If a clause conflicts with law, the lawful remainder shall continue in force.

14.2 The secretary shall certify the bylaws after valid adoption; signature and effective-date blanks must be completed from actual corporate records.

CERTIFICATION AND ADOPTION RECORD

Adoption status: [Confirm from contemporaneous minutes / written consent]. Proposed historical effective period: February 2023. This draft must not be signed with an inaccurate historical date.

Secretary name: ____Sebastian Dzekashu_____

Actual date adopted: _____2.6.2023_____

Signature: __________