

BYLAWS OF MANJUSHRI DHARMA CENTER

A CALIFORNIA NON PROFIT RELIGIOUS CORPORATION

Article I: Name and Purpose.

Section 1: The name of the organization shall be Manjushri Dharma Center .

Section 2: Manjushri Dharma Center is organized for the purpose of providing an open and supportive spiritual environment for the practice of Buddhist meditation and study of dharma.

Its purpose is to cultivate a path that leads to a deeper understanding of the Buddha's path of liberation and one's spirituality through:

- Uniting a community of practitioners to study Buddhist teachings and through regular meetings, offering an approach to deepen one's spiritual practice.
- Inspiring people to practice and increase love and compassion through our local communities and to think globally.
- Providing services to our community through public teachings, providing opportunities for teachings and retreats.
- Facilitating regular meditation and Amitabha Buddhist practice that is open to anybody.

The practice and teachings are based on the Karma Kagyu and Nyingma Buddhist traditions of our founder, Khenpo Karten Rinpoche.

Article II. Membership.

Section 1: The Manjushri Dharma Center is open to anyone interested in learning about Buddhism and who has a desire to practice meditation. In order to become a member of Manjushri Dharma Center, potential members should take Refuge, in the Buddha, the Dharma and the Sangha with Khenpo Karten Rinpoche.

Section 2: Members of Manjushri Dharma Center have the following rights and responsibilities:

- to attend all meetings of the membership
- to vote for Board of Directors
- to recommend and to vote on any proposed changes to the bylaws

Article III. Officers and decision-making.

Section 1: The governing structure of Manjushri Dharma Center is as follows:

Subject to the California Nonprofit Religious Corporation Law , the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors. The Board may delegate the management of the day to day operation of the business of the Corporation to a management company, committee, or other person, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Number of Board Members:

The Corporation board of directors shall have no fewer than three (3), but not more than seven(7) Directors and collectively they shall be known as the Board of Directors. The number may change by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Term of Office:

Each Director shall hold office **one to two years, with new members added or changes being made at the next regular annual meeting**. The annual meeting shall be held at the first membership gathering after January 1st each year. Directors may be appointed to serve any number of consecutive terms. Any Director may resign upon giving written notice to the President or the Secretary.

Duties of the Directors:

It shall be the duty of the Directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws.
- Supervise all the activities of the Corporation, committees, or agents of the corporation.
- Meet at such times and places as required by the Bylaws and keep good records of activities
- Register their addresses with the secretary of the corporation.
- Directors will serve in good faith and in a manner that is reasonably believed to be in the best interest of the Corporation.
- Directors of the Board shall not receive compensation of money, gifts or favors for their services as a Director. They can be reimbursed for expenses they incurred on behalf of the corporation.

Section 2: Officers' titles and main duties are as follows:

The Corporation shall have the following officers: President, Secretary and Treasurer. The Corporation may have other members of the Board of Directors as elected by membership.

President:

- Shall be the chief executive officer of the Corporation and shall preside at all meetings of the membership and Board of Directors.
- The President shall be empowered to act, speak for, or otherwise represent the board and Membership within the boundaries of policies and purpose of the Corporation.
- The President shall be responsible for keeping the board and membership informed at all times as related to program and organizational objectives.

Secretary:

- The Secretary has keep or cause to be kept, a book of minutes of all meetings and actions of the Directors and committees of the Directors, with the time and place of meetings. Minutes of meetings should reflect the intent of meetings, actions taken, responsibilities assigned and should have any written reports presented to the Board offered as an appendix to meeting notes.
- The Secretary shall keep a current listing of members.
- The Secretary shall keep the seal of the Corporation (if any) in a safe custody, and shall have such other powers and perform such other duties as are prescribed by the Board or Bylaws.

Treasurer:

-The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following responsibilities:

Book of Accounts.

-The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation, including its assets, liabilities, receipts, disbursements, gains, losses, capital donations, and other matters as they relate to the fiscal/financial statements. This book of accounts should be open to inspection by the directors at all reasonable times.

Annual Report and financial statement:

-The Treasurer shall deposit all monies and other valuables in the name of the Corporation, and keep all accounts up to date and available for inspection.

-The Treasurer shall prepare or cause to have prepared and certified the Corporation's annual financial report.

Section 3: Vacancies in office:

A vacancy in any office because of death, resignation, removal, or other cause shall be filled by a vote at a special meeting of the membership. The membership shall be given notice of the vacancy and informed of when the special meeting would be taking place to fill the vacancy. The election would be for the completion of the Officers term.

Section 4: Committees:

The Board may, by a resolution designate one or more committees to serve at the pleasure of the Board. These committees shall be assigned specific tasks or responsibilities designed to fulfill the mission of the corporation. Minutes shall be kept of each meeting of any committee and shall be filed with the Secretary. These committees shall act in an advisory capacity to the board and shall report activities in oral presentation or written format to the Board on a regular basis.

Article 4: Records and reports:

Section 1: Maintenance of Corporate reports:

The Corporation shall keep up to date records of the Bylaws, business transactions, fiscal reports, minutes of Board meetings or committee meetings. These records are the responsibility of the Officer in charge of these responsibilities. Every Director shall have the right to at any reasonable time to inspect all records or documents. The inspection by a Director of documents may be made in person or by an agent or attorney, and the right of inspection by a Director includes the right to copy of any document.

Section 2: Annual Report:

The Board shall cause an annual report to be furnished not later than one hundred and twenty days (120) after the close of the Corporation's fiscal year. The report shall contain the following details:

-assets and liabilities

-revenue or receipts of the Corporation and if they are restricted funds

-expenses or disbursements of the Corporation

The Annual report shall be accompanied by any independent accountants report or audit. The board may extend the deadline of the annual report by a majority vote.

Article 5: Right to Indemnification by Corporation of Directors, Officers and other Agents.

To the fullest extent allowed under the California Nonprofit Corporation Law and California Corporations Code Section 5238, the Corporation shall indemnify any one of its agents who is a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation against any judgments of fines, settlements. The Corporation shall follow all definitions defined in California nonprofit Corporation Law and California Corporation Codes.

Article 6: Miscellaneous Issues:

Section 1: Fiscal Year of the Corporation:

The fiscal year of the Corporation shall begin January 1 and end December 31st in each calendar year.

Section 2: Amendments to the Bylaws of the corporation:

Subject to any provision of law applicable to the amendment of the Bylaws of religious nonprofit corporations these Bylaws may be altered, amended, repealed and new Bylaws adopted by approval of the Board.

Section 3: Prohibition against sharing Corporate Profits and Assets.:

No member, Director, officer or other person connected with this corporation, or any private individual shall receive at any time any of the net earnings/ profit from the Corporation. However, this provision shall not prevent payment to any person a reasonable compensation for services performed for the Corporation. No person or persons shall be entitled to share in the distribution of, and shall not receive, any of the Corporate assets upon dissolution of the Corporation.

Section 4: Conflict of Interest Statement:

The conflict of interest policy is to protect the Manjushri Dharma Center interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Organization or might result in a possible excess benefit. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to a non-profit organization.

Definition of Interested Person includes any officer, member of a committee with delegated powers who might have direct or indirect financial interest. **Financial Interest** would apply to a person who has direct or indirect business, investment, or family ownership or investment in any entity that the Manjushri Dharma Center has a transaction or business arrangement. In connection with any actual or potential conflict of interest, an individual has the **Duty to Disclose** the existence of financial interest before any action occurs.

The **Procedure for addressing a Conflict of Interest** should be handled in the following ways :

A person with a conflict may make a presentation to the Board, after the presentation and then excuse themselves from the meeting and any discussion or vote. They should have no influence over the decision. **A Violation of the Conflict of Interest Policy** should result in a hearing before the Board in which the the member will be have an opportunity to explain the alleged failure to disclose. If after the hearing the Board votes that the individual failed to disclose an actual or possible conflict of interest the Board shall take

appropriate disciplinary /or corrective action.

One change made:

Original 2014-15 Bylaws language: Term of Office:

Each Director shall hold office until the next regular annual meeting.

Updated 2017 Bylaws language: Term of Office:

Each Director shall hold office **one to two years, with new members added or changes being made at the next regular annual meeting.**