

By-laws of the Gampopa Center of Annapolis

Article I. Name, Principal Office, Purpose, and Type

Section 1. Name and Principal Office. The name of the Corporation shall be “Gampopa Center, Inc.” (the “Corporation”). The principal office of the Corporation shall be 424 4th Street, Annapolis, MD, 21403.

Section 2. Purpose. The purpose of the Corporation is teach the path and practice of Buddhadharma and meditation.

Section 3. Non-Profit Organization. This Corporation is and shall remain a non-profit organization and no part of the net earnings thereof shall inure to any individual member. That is, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this article. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law).

Article II. Membership

Section 1. Membership. The members of the Community shall include all persons who participate or are interested in the objectives and activities of the Corporation.

Section 2. Voting Members. Voting members shall be defined as those members of the Corporation who are participants in the Gampopa Center’s Patron Program. A patron is defined as an individual who either:

- (a) Contributes a \$25 minimum donation per month; or
- (b) Contributes a one-time \$300 minimum donation per year

Section 3. Non-Voting Members. All members of the Corporation who are not voting members shall be non-voting members.

Article III. Government

Section 1. Chair of the Board. With respect to leading the Board in its activities, the Chair is primarily responsible for setting the agenda for regularly-scheduled Board meetings and for determining whether and when special meetings should be held. The Chair presides at all meetings of the Board. The Chair will coordinate Board representation at events and functions. The Chair is expected to keep the Board apprised of his or her activities.

With respect to serving as the principal liaison between members and the Board, the Chair is expected to stay in regular contact with the President in the periods between meetings. The Chair is also expected to keep the Board apprised on important issues he or she discusses with members.

The Chair operates in a capacity as a member of the Board and not as a member of the Corporation's membership and is expected to respect and reinforce the appropriate roles of the Board and members.

The role of the Chair shall be ascribed to the Gampopa Center's Spiritual Director, who is responsible for all matters of spiritual practice and teaching.

Section 2. Board of Trustees. The business and affairs of the Corporation shall be directed, controlled, and managed by the Board of Trustees, which shall be the governing body of the Corporation and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and any amendments thereto, and the laws of the State of Maryland. In addition to such other duties and authority as may be prescribed by law, the authorities and powers that the Board of Trustees shall have and exercise shall include, but shall not be limited to, the following:

- (a) The approval of chairpersons for all standing committees. These committees shall derive their direction from the Board of Trustees.
- (b) The employment or appointment of such persons, including attorneys, agents, advisors and assistants, as in its opinion are necessary or desirable for the proper administration of the Corporation.
- (c) The filling of vacancies on the Board of Trustees.
- (d) Interpretation of the Bylaws.
- (e) The establishment of a budget and the approval of non-budgeted expenditures.
- (f) Establishment of regular communication with the membership via a newsletter, email, flyers and/or a phone chain.

Section 3. Number and Qualification of Trustees. The number of trustees shall be five (5) or such other number, but not less than three (3) nor more than seven (7), as may be designated from time to time by resolution of a majority of the entire Board of Trustees. The President, Vice President, Secretary, and Treasurer of the Corporation shall serve ex officio as members of the Board of Trustees. The members of the Board of Trustees who are not officers of the Corporation shall be known as "At-Large Board Members." All members of the Board of Trustees must be voting members of the Corporation.

Section 4. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom must be voting members of the Corporation. A person may not concurrently hold more than one office in the Corporation.

Section 5. Tenure. Each of the President, Vice President, Secretary, and Treasurer shall hold office for one (1) year and until his or her successor has been elected and qualified or until his or her death, resignation or removal in the manner hereinafter provided. Each At-Large Board Member shall serve in

such capacity for one (1) year and until his or her successor has been elected and qualified or until his or her death, resignation or removal in the manner hereinafter provided.

Section 6. Nomination and Election of Officers and At-Large Board Members. At least one general meeting prior to the annual meeting at which the election is to take place, nominations for the various offices and At-Large Board Members shall be opened to the general membership present at said meeting. All nominations must be seconded. Additional nominations may be made prior to the annual meeting by any two members by written request delivered to the President. The Vice President, or other designated officer in his/her absence, shall apprise the members present at the annual meeting of all nominations duly made for all of the offices, which are to be elected at that annual meeting. After having determined each nominee's willingness to serve, elections shall be held selecting among those willing nominees. A simple majority of votes cast by voting members of the Corporation present at the meeting shall be required to be elected. No one person may be elected by the voting members of the Corporation to serve in more than one office per term.

Section 7. Removal of Officers. Any officer of the Corporation or At-Large Board Member may be removed at any time with or without cause by the affirmative vote of a simple majority of the remaining members of the Board of Trustees and ratified at the next general meeting of the members by the affirmative vote of two-thirds of the voting members present. An officer of the Corporation or At-Large Board Member may also be removed at a meeting of the members by the affirmative vote of two-thirds of the voting members present, provided at least a majority of the voting members of the Corporation are present at such meeting. Written notice of intention to move such a vote must be delivered to the President at least thirty (30) days in advance of the meeting at which the motion is to be made. The Vice President, or other designated officer in his/her absence, shall provide the members of the Corporation with written notice of the intended motion at least twenty-one (21) days in advance of the meeting at which the motion is to be made. If the motion is directed against the President, the Vice President shall preside at the meeting.

Section 8. Filling of Vacancies. In the case of any vacancy in the Board of Trustees, including any officership, through death, resignation, disqualification, removal, or other cause, the remaining Trustees, by affirmative vote of the majority thereof, shall appoint an interim successor to hold office until a replacement shall have been elected by the general membership. Said interim successor shall be referred to as an "acting" officer or At-Large Board Member, as the case may be. An acting officer may be appointed from among the remaining members of the Board of Trustees, in which case said appointed officer will serve in his/her "acting" and elected positions. However, in no case shall a person serve, whether in an "acting" or elected capacity, as both the President and the Vice-President of the Corporation or as the President and Secretary of the Corporation. An acting At-Large Board Member may be appointed only from the voting members of the Corporation. If any member of the Board of Trustees is appointed to serve also in an acting position, he/she shall be entitled only to the vote he/she has by virtue of his/her elected position. Otherwise, any member holding an acting position shall be entitled to vote as if a full member of the Board of Trustees.

Whenever any vacancy in the Board of Trustees shall have been filled by an in the manner described above, the nomination and election process, as described in Article III, Section 5, shall be initiated only as to the vacated position at the next general meeting, rather than at the regular time set for elections.

Once elected, any successor officer shall hold office only for the unexpired portion of the term of the office, or until his or her death, resignation or removal in the manner provided herein.

In the event that any office of the Corporation, other than an office required by law, shall not be filled, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

Newly created At-Large Board Member positions resulting from an increase in the number of trustees shall be filled by the members in accordance with the nomination and election process as described in Article III, Section 5, which shall begin at the next general meeting, rather than at the regular time set for elections. Once the newly-created At-Large Board Member positions have been filled by an election by the general membership, said trustees shall hold office until the next annual meeting of members at which elections normally take place, or until his or her death, resignation or removal in the manner provided herein.

Section 9. President. The President shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of president and shall have other powers and duties as may be prescribed by the Board of Trustees and by these Bylaws. The President shall preside at meetings of the Board of Trustees and the general membership of the Corporation. Acting under the direction of the Board of Trustees and on its behalf, the President shall perform all acts, execute and deliver all documents and take all steps authorized by the Board of Trustees in order to effectuate the actions and policies of the Board of Trustees.

Section 10. Vice President. The Vice President shall have the powers and shall perform such duties as may be assigned to him by the Board of Trustees or by the President. The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 11. Secretary. The Secretary shall be the official custodian of all records of the Corporation, shall keep the minutes of the Corporation and the Board of Trustees, shall send all official correspondence in the name of the Corporation, and shall give all required services.

Section 12. Treasurer. The Treasurer shall have custody of the funds of the Corporation and shall be responsible for assuring the Board of Trustees that the Corporation's financial matters are administered and carried out in a reasonable, prudent and orderly fashion. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees.

Article IV. Spiritual Director

Section 1. Lama Phurbu Tashi Rinpoche shall be the Spiritual Director of the Center. The Spiritual Director shall be responsible for all matters of spiritual practice and teaching.

Article V. Committees

Section 1. The President, with the advice and consent of the Board of Trustees, shall appoint chairpersons of the standing committees. The standing committees of the Corporation shall be determined by the Board of Trustees.

Article VI. Meetings

Section 1. Annual Meeting of Members. The annual meeting of the members of the Corporation in each year shall be held during the month of May on the particular day, hour, and place as determined and designated by the Board of Trustees for the purpose of electing officers and at-large Board members and the transaction of such other business as may properly be brought before the meeting. Written notice of the annual meeting shall be given to the members at least fourteen (14) days prior to such meeting.

Section 2. General Meetings of Members. General meetings of the members of the Corporation shall be held at least four (4) times per year at a time and place to be specified by the Board of Trustees. The annual meeting shall be counted as one of the four (4) general meetings. Notice of general meetings other than the annual meeting shall be provided as prescribed by the Board of Trustees by resolution.

Section 3. Special Meetings of Members. A special meeting of the members of the Corporation for any purpose may be called by the President or, in his absence, by the Vice-President, or by the Secretary upon written request of ten (10) members. Written notice of all special meetings stating the time, place, and object thereof shall be given to the members at least five (5) days before such meeting. No other business than that stated in the notice shall be transacted at the meeting.

Section 4. Quorum for Meetings of Members and Actions by Members. Except as otherwise expressly provided in these Bylaws, no minimum number or percentage of members shall be necessary to constitute a quorum at any properly called meeting. However, if fewer than three (3) members shall be in attendance at any meeting, the meeting may be adjourned from time to time not exceeding a total of sixty (60) days by a majority vote of those voting members present. Regular notice shall be given for any meeting rescheduled because of such an adjournment. The vote of a majority of the voting members present at any meeting shall be the acts of the members except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation.

Section 5. Regular Meetings of Board of Trustees. Meetings of the Board of Trustees may be held without notice to the general membership at such time and place as shall from time to time be determined by resolution of the Board of Trustees. Oral or written notice of Board of Trustees meetings shall be given to each trustee at least twelve (12) hours before each meeting. Any business may be transacted at any meeting of the Board of Trustees. The Board of Trustees may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the Maryland law. Meetings of the Board of Trustees shall be open to all members of the Corporation unless the Board of Trustees shall determine by resolution that it is in the best interests of the Corporation to close any meeting to the general membership.

Section 6. Quorum of Trustees and Action by Board of Trustees. A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board of Trustees, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. The vote of a majority of the trustees present at any meeting at which there is a quorum shall be the acts of the Board of Trustees except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation. Each trustee shall have one vote and voting by proxy shall not be permitted.

Section 7. Official Positions. Notwithstanding the foregoing provisions of this Article V, before the Board of Trustees can take an official position in front of the Annapolis City Council, or any other state or local government body, in the name of the Corporation as reasonably determined by the Board of Trustees, the Board of Trustees shall call a special meeting of the members of the Corporation with at least ten (10) days' written or electronic notice stating the purpose of such meeting. A majority vote of the voting members in attendance at said meeting shall be required for any position to be taken.

Article VII. Procedure

Section 1. Roberts Rules. Roberts Rules of Order Newly Revised shall govern the proceedings of all annual, regular, and special meetings of the Corporation and the Board of Trustees.

Section 2. Parliamentarian. The President may appoint a parliamentarian to advise on the order and conduct of business at meetings.

Section 3. Order of Business. The order of business at any annual, general, or special meeting shall be:

- (a) opening of meeting
- (b) reading and/or approval of minutes
- (c) Secretary's and Treasurer's reports
- (d) invited presentations
- (e) committee reports
- (f) unfinished business; new business
- (g) round robin
- (g) adjournment of meeting

Section 4. Ballots. Ballots for the annual election of officers and At-Large Board Members will be made available to voting members at least thirty (30) days prior to the annual meeting date.

Section 5. Voting. At each meeting of membership, each member, upon identifying himself or herself as a voting member, shall be entitled to one (1) vote.

Section 6. Amendments to Bylaws. The Board of Trustees shall have the power, at any regular or special meeting thereof, to make and adopt new bylaws or to alter, amend or repeal any of the Bylaws of the Corporation. Notwithstanding the foregoing, any amendment(s) to the Bylaws of the Corporation must be presented at a general meeting of the membership of the Corporation and voted on at the next general meeting of the members. The affirmative vote of two-thirds of the voting members present at such meeting shall be necessary for approval.

Section 7. Amendments to Articles of Incorporation. The Board of Trustees shall have the power, by the affirmative vote of a majority of the entire Board of Trustees, to make any amendment to the Corporation's Articles of Incorporation which may now or hereafter be authorized by law. Notwithstanding the foregoing, any amendment(s) to the Bylaws of the Corporation must be presented at a general meeting of the membership of the Corporation and voted on at the next general meeting of the members. The affirmative vote of two-thirds of the voting members present at such meeting shall be necessary for approval. No amendment shall be made which shall cause the Corporation to lose its exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article VIII. Finance.

Section 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Trustees shall have authority:

- (a) to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Trustees; and
- (b) to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents.

Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash any pay, without a limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Trustees until written notice of the revocation of the authority of such officers or agents by the Board of Trustees shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Trustees shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the President and countersigned by the Treasurer of the Corporation, or by any other combination of two officers of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending December 31st in each year.

Article IX. Indemnification.

Section 1. The Corporation shall indemnify, to the extent allowed by law, any trustee or officer or former trustee or officer of the Corporation, or any person who may have served at the Corporation's request as a trustee, officer, partner or trustee of another entity, against any judgments, penalties, fines, settlements and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a trustee or officer of the Corporation. Such indemnification shall not be deemed exclusive and shall not limit any other rights to which such trustee or officer may be entitled, under any Bylaw, agreement, vote of the Board of Trustees or of the members or otherwise.

Article X. Dissolution

Section 1. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.