

BY LAWS OF
MID AMERICA DHARMA GROUP
A MISSOURI NOT FOR PROFIT EDUCATIONAL CORPORATION

ARTICLE I. PURPOSE

Section 1: Objectives and Purposes

The primary objective and purpose of this Corporation shall be to promote the instruction and practice of insight (vipassana) meditation methodology within the Theravada Buddhist tradition.

Said corporation is organized exclusively for charitable, educational, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future such code.

ARTICLE II. BOARD OF DIRECTORS

Section I: Powers

All corporate powers, business and affairs of the Corporation shall be exercised and controlled by the Board of Directors.

Section 2: Composition, Term of Office and Vacancies

- a) The Corporation shall have a maximum of thirteen and a minimum of six Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new bylaw, as provided in these Bylaws. Directors shall be elected at any meeting and shall hold office for a term of five years or until their successors are chosen or qualified or until such Director sooner dies, resigns, or is removed. Directors may be re-elected for four additional terms with the consent of the Board.
- b) A Director may resign from the Board at any time by giving notice in writing thereof. A Director may be removed by a vote of two thirds of the full Board. Notification to the Director in question, and to all other Directors must be rendered in writing two weeks prior to the vote for removal. Notification must contain specific complaints to which the Director in question may present counterarguments and/or evidence at the meeting before the votes are cast.
- c) Vacancies in the Board of Directors and any Board position may be filled at any meeting of the Board upon nomination and a vote of the majority of the members of the full Board. All Board members must be notified in writing or email two weeks

prior to the meeting of the intention to fill a vacancy. Vacancies on the Board may be filled by a majority of the Directors then in office. A person elected to fill a vacancy as provided in this Section shall then hold office for a full five-year term or until his or her death, resignation, or removal from office.

Section 3. Officers

- a) Corporate officers shall consist of a president, vice-president, secretary and treasurer, and such other officers as may be deemed necessary by the Board.
- b) The officers of the Corporation shall be elected annually by the Board, such election to be conducted at its regular annual meeting, according to such procedures as the Board adopts.
- c) Duties
 - i The President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation and the policies and directives approved by the Board. He or she may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the Corporation except where the Board or the Bylaws require the signature of some other officer or agent of the Corporation.
 - ii The Vice-President shall, in case of absence, disability, or death of the President, assume the President's duties.
 - iii The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors and its committees, shall have custody of the Corporate seal, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary. The Secretary shall exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, membership lists, and minutes of the proceedings of the directors and committees of the corporation.
 - iv The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors. He or she will exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore. The Treasurer will render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation. He

or she will prepare or cause to be prepared, and certify, or cause to be certified the financial statements to be included in any required reports.

Section 4. Meetings

- a) The annual meeting of the Board shall be held in January of each year. Regular meetings of the Board shall be held at such times and places as designated by the Board. Special meetings of the Board shall be called at the request of the President or at the request of any three or more Directors.
- b) The time and place of all meetings of the Board shall be designated by the Board members present at the previous meeting.
- c) At least seven days' notice postmarked in writing or sent by email shall be given to each director of the annual meeting of the Board. Special meetings of the Board may be held if at least two days' notice is given of such a meeting. Any Director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.
- d) A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board except that if a quorum shall not be present at a meeting, the Directors present may adjourn the meeting and state the time and place of the next meeting.
- e) All matters shall be decided by a vote of simple majority of the directors present at any meeting at which a quorum is present except as otherwise provided by statute, the Articles of Incorporation, or the Bylaws.
- f) Action by unanimous written consent without meeting: Any action required or permitted the Board of Directors under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing or email to such action. Such written consent(s) shall be filed with the Secretary as part of the unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

Section 5. Committees

- a) Executive Committee. The Board of Directors may designate from its members an Executive Committee, which consists of the officers and any other member designated by the Board of Directors. Except as otherwise required by law or these Bylaws, the Executive Committee shall have all the authority of the Board subject to ratification of the Board at the next meeting. A quorum for the transaction of business by the Executive Committee shall consist of 50% of the total membership of the Executive Committee, and decisions shall be made by a

two-thirds (2/3) vote at a meeting at which a quorum is present or when a quorum of emails communicate approval of decisions by the emailed consent of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, file the minutes with the Secretary, and shall report often if appropriate. A report of any executive proceedings shall be available upon request by any member of the Board. Vacancies in the membership of the Executive Committee shall be filled by the Board at a regular or special meeting.

- b) Other Committees. The Board of Directors may create such other committee or committees of its members and/or other persons which committees shall have such authority as the Board or these Bylaws direct.

Section 6. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered the Corporation which relate to the performance of the educational purposes of this Corporation.

ARTICLE III. NON-LIABILITY OF DIRECTORS AND OFFICERS

No Director or officer of this Corporation may be held personally responsible for debts, liabilities, or other obligations of the Corporation.

ARTICLE IV. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to produce a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such a person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of Section 355.025 (RSMo) of the Missouri Not For Profit Corporation Law.

ARTICLE V. GENERAL PROVISIONS

Section 1. Seal

The seal of the Corporation shall be inscribed in a manner determined by the Board.

Section 2. Checks

All checks, drafts, or other orders for the payments shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the purpose of the Corporation.

Section 4. Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31.

Section 5. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every time and to inspect the physical properties of the Corporation.

ARTICLE VI. AMENDMENT

Except as otherwise provided by the Articles of Incorporation or Bylaws, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a vote of 80% of the number of Directors at which there is a quorum, if at least fourteen days' written notice is given each member of the Board, of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE VII. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed first to any US based Theravada Buddhist non-profit that is an IRS designated 501(c)(3) organization, as approved by the Board of Directors or as required by law and if no such organization exists then to the Federal government or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.