

BYLAWS of BODHIMARGA

A Colorado Nonprofit Corporation

Mission Statement. Bodhimarga (Sanskrit. Path to Enlightenment) is a non-sectarian (rimed) and non-denominational community dedicated to the study of Buddhadharma.

ARTICLE I

Name

The name of this organization shall be Bodhimarga. Bodhimarga is a nonprofit corporation (see C.R.S. 7-90-301 and 7-122-101 *et seq.*) and intended to have tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

Offices

The corporation may have offices at such place or places, either within or without Colorado, as the Leadership Team may from time to time designate. The corporation's principal office in Colorado shall be 16417 County Road 325, Buena Vista CO 81211, or such other address within Colorado as the Leadership Team may from time to time designate.

ARTICLE III

Membership

Sec. 1. **Eligibility.** Any person who subscribes to the purposes and policy of the Bodhimarga shall be eligible for membership.

Sec. 2. **Voting Members.** Persons who participate in at least three Bodhimarga or Prajnopaya-sponsored teachings, retreats or question/answer sessions with a qualified teacher or actively participate on a Bodhimarga or Prajnopaya committee or provide financial support to the organization (as determined by the Leadership Team) during the twelve months prior to any meeting shall be considered a Voting Member eligible to vote at such meeting.

ARTICLE IV

Leadership Team

Sec. 1. **Purpose.** The activities of Bodhimarga shall be supervised by a Leadership Team. The primary function of the Leadership Team is to allocate Bodhimarga's resources, support the committee work (see Article IX) and facilitate authentic teachings and retreats. The Leadership Team is encouraged to provide periodic updates of its activities to the general membership.

Sec. 2. **Election, Qualifications and Term.** The Leadership Team of Bodhimarga shall consist of five to seven directors elected by the Voting Members at the annual business meeting. (Individual members of the Leadership Team may be referred to as "directors".) All directors should be nominated in consultation with the Spiritual

Director. Leadership Team directors shall serve a three-year term. The terms of office shall be staggered so that approximately one-third of the Leadership Team directors' terms expire each year. Directors may serve one additional consecutive term (directors should not serve more than six consecutive years as a director, but may serve in other roles such as committee members). Notwithstanding the foregoing, each Leadership Team director shall hold office until he or she resigns, is removed or until his or her successor is elected and qualifies as a director. All Leadership Team directors are voting members of the Leadership Team and must be Voting Members of Bodhimarga. Vacancies may be filled by vote of the remaining Leadership Team directors, to be ratified at the next annual general membership meeting. Individual directors shall have no power to make decisions on behalf of Bodhimarga. Leadership Team directors need not be residents of Colorado.

Sec. 2. Officers.

- a. The Leadership Team shall act as officers of Bodhimarga.
- b. The Leadership Team shall meet as soon as possible after the annual meeting to designate which directors shall perform such duties as customarily pertain to the office of president and secretary. The duties of president and secretary may rotate during the year, as determined by the Leadership Team.
- c. The Leadership Team shall meet as soon as possible after the annual meeting to appoint a Voting Member to serve as Treasurer. The Treasurer is authorized to sign and endorse checks and drafts, maintain deposits in authorized financial institutions and arrange for an annual internal finance review of the treasurer's records. The treasurer is not required to be a member of the Leadership Team at the discretion of the Leadership Team.

Sec. 3. Powers. The Leadership Team shall manage and supervise the business, affairs and activities of Bodhimarga, subject to the direction given at the annual business meeting. It shall have the power to create such special committees, as it deems necessary and shall perform such other duties as are specified in these bylaws.

- a. The Leadership Team may authorize any director or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Bodhimarga. Such authority may be general or confined to specific instances.
- b. No loans, other than in the ordinary course of business, shall be contracted on behalf of Bodhimarga and no evidence of indebtedness shall be issued in its name unless duly authorized by the Leadership Team. Such authority may be general or confined to specific instances.

Sec. 4. Meetings.

- a. At least six regular board meetings of the Leadership Team shall be held annually. Regular meetings require five day advance notice. The Leadership Team may designate one director or the Leadership Team directors may share the

responsibility for preparing an agenda for each such meeting and/or include input from the chair of any appropriate off-board committee and for insuring that the minutes are kept of all meetings of the Leadership Team and of the annual business meeting.

- b. Any Leadership Team director may call special Leadership Team meetings with 72 hours' notice or at any pre-scheduled Bodhimarga-sponsored retreat. If a Leadership Team meeting is held at a retreat, the attendees shall use their best efforts to arrange for non-attendee directors to participate by phone.
- c. All meetings (regular or special) may be noticed via written notice (including email) or oral notice. Three consecutive absences from regular team meetings, without excuse, shall constitute a resignation.
- d. Any director may, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where such director, at the beginning of the meeting or promptly upon such director's arrival, objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and does not vote for or assent to action taken at the meeting.
- e. Any action taken at a meeting of the Leadership Team may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. Such consents may be executed in counterparts and shall have the same force and effect as a unanimous vote of the directors at a meeting duly held and may be stated as such on any certificate or document. An email can serve as such consent but consent from all directors would still be required. The consents shall be filed with the minutes of the Leadership Team's meetings.

Sec. 5. Quorum. A majority of the Leadership Team directors shall constitute a quorum but a smaller number may adjourn from time to time without further notice until a quorum is secured. Any one or more director may participate in a meeting by means of conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Leadership Team.

ARTICLE V

Member Meetings

Sec. 1. General Membership Meetings. There shall be at least one meeting of the general membership each year. The Leadership Team shall determine the time and place of the meetings. The Annual general membership meeting requires at least seven days advance notice. At the Annual Meeting, the Leadership Team is elected and the budget and bylaws are approved. Special meetings of the membership may be called by the Leadership Team or upon written request of at least ten percent of the Voting Members. Special meetings require at least five days advance notice.

Sec. 2. **Notice.** All meetings (regular or special) may be noticed via written notice (including email) or oral notice. Any member may, in writing, waive notice of any meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where such member, at the beginning of the meeting or promptly upon such member's arrival, objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice, and does not vote for or assent to action taken at the meeting.

Sec. 3. **Quorum.** Attendance by 30% of the Voting Members shall constitute a quorum at the membership meetings of Bodhimarga, but a smaller number may adjourn from time to time without further notice until a quorum is secured. Any one or more Voting Member may participate in a meeting by means of conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The act of a majority of the Voting Members present at a meeting at which a quorum is present shall be the act of the membership.

ARTICLE VI

Nominations and Elections

Sec. 1. **Nominating Committee.** The Leadership Team is responsible for succession planning.

Sec. 2. **Report of the Nominating Committee.** The Leadership team shall appoint a nominating committee in January. It will consist of one Leadership Team director and two others from the general membership. The report of the nominating committee, containing its nominations for the Leadership Team and treasurer, shall be sent to the members one month before the annual business meeting. The report of the nominating committee shall be presented at the annual business meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has been obtained.

Sec. 3. **Elections.** Election shall be by ballot, except that if there is only one nominee for each Leadership Team position, it shall be by voice vote. A majority vote shall constitute election.

ARTICLE VII

Spiritual Direction and Programming

Sec. 1. **Spiritual Direction.** Bodhimarga shall operate under the spiritual direction of Ven. Tenzin Priyadarshi.

Sec. 2. **Programming.** Bodhimarga's programming shall be consistent with direction given by the Spiritual Director.

Sec. 3. **Program Action.** A member or members may act in the name of the Bodhimarga only when authorized to do so by the Leadership Team or the Spiritual Director. All

actions must be in conformity with, and not contrary to, these Bylaws, positions taken by the Leadership Team and the Spiritual Director.

ARTICLE VIII

Financial Administration

Sec. 1. **Fiscal Year.** The organization's fiscal year shall commence on January first.

Sec. 2. **Budget.** An annual budget shall be prepared by the finance committee and shall be given to the Leadership Team for review in February. This budget will be given to the general membership for review at the Annual Meeting for adoption.

Sec. 3. **Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by the treasurer or his/her designee. All such checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness greater than \$250.00 require approval by the Leadership Team.

Sec. 4. **Distribution of Funds on Dissolution.** When Bodhimarga dissolves, all moneys and securities which may at the time be owned by or under the control of the organization shall be disposed of to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and qualify at the time as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by the Leadership Team.

ARTICLE IX

Committees

The Leadership Team shall endeavor to appoint the following committees as needed. Except as otherwise stated, each committee shall consist of two or more members who may determine the chair or co-chairs. Committee members may be removed by the Leadership Team at any time with or without cause. For each board meeting of the Leadership Team, each committee shall submit an email report of any committee business was conducted. Except as provided below, committee members need not be on the Leadership Team.

- A. **Public Communication.** Serves as spokesperson/communication director for Bodhimarga. The chairperson of this committee must be approved by Bodhimarga's Spiritual Director and the Leadership Team. Notify members of Bodhimarga events (such as study circles, retreats and teachings). Update social media outlets and the website. Answers inquiries sent via email or otherwise. Serve as liaison with the Spiritual Director (including informing the Spiritual Director of people in need who are sick, etc.) Send out newsletters informing the public of upcoming programming. Distribute meeting minutes. One committee member shall serve as a donor relations coordinator in collaboration with the Finance Committee.
- B. **Technology.** Maintains email list (*@bodhimarga.org) and newsletter email list. Work with the Public Communication committee to updates the website

as needed. Setup WebEx and conference calls for class and board meetings. Assists class locations with initial setup and technology issues.

- C. **Finance.** Plans and directs fund-raising efforts necessary to carry out programming. Develops a budget to be adopted at the annual meeting. Coordinate receipt of deposits from various class locations. Performs data entry into accounting system for donations received, as needed. Prepare financial statements. The treasurer shall serve as an ex-officio member of the Finance Committee. (See Article IV (section 2.c) and Article VIII).
- D. **Membership.** Develops programs for new members, orienting new attendees to the retreats, reaching out to students with questions, following-up of Members who are sick, absent, etc. (this Committee should work closely with the Communication Committee). The Membership Committee shall endeavor to develop a mechanism for students to verify membership.
- E. **Programming and Retreat Coordination.** Consists of two members serving as a Retreat Coordinator and a Programming Coordinator. The Retreat Coordinator works with local retreat hosts to secure Bodhimarga-approved venues, coordinates communication, registration, marketing, financial reconciliation and similar duties, as further outlined in a job description approved by the Leadership Team from time to time. The Programming Coordinator oversees details of producing local retreats such as lodging, setup and breakdown, refreshments and other duties as assigned by the Leadership Team.
- F. **Nominating.** Meets at least two months prior to Annual Meeting to prepare a list of nominees for officers. (See Article VI).
- G. **Legal and Bylaws.** Arranges for legal advice, as needed. Meets at least two months prior to Annual Meeting to review and, if necessary, revise bylaws based on suggestions made during the preceding year. Coordinates notification of members and Leadership Team directors of business meetings.
- H. **Study Circle Hosts.** Host study circles and special broadcasts. Advertise the study circle locally and otherwise reach out to potential members. Maintain a lending library.
- I. **Prayer Circle Committee.** Receives prayer requests from Bodhimarga members in need and performs a daily prayer practice on behalf of those members. Meets virtually twice a month to practice together under the guidance of the Spiritual Director.
- J. **Special or Ad Hoc Committees.** Temporary committees may be formed by the Leadership Team as needed.

ARTICLE X
Amendments

These bylaws may be amended by a two-thirds vote of the Voting Members present at the annual business meeting, provided that the proposed amendments were submitted to the membership in writing at least ten days in advance of the meeting.

The above Bylaws were duly adopted at a Membership meeting held on.

By *Jennifer Davis*, Legal Counsel

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