

**Portland Friends of the Dhamma Bylaws**  
**(Draft, Revised 4/12/08)**

**Preamble**

Portland Friends of the Dhamma is guided by the teachings of the Buddha. More specifically, the community of Portland Friends of the Dhamma, including the Board of Directors and the officers of Portland Friends of the Dhamma, is guided by the Five Precepts and the Eightfold Path as taught by the Buddha. Of particular relevance to the community, the Board and the officers are the following aspects of the Eightfold Path:

- Wise intention, especially the intention of non-harming.
- Wise speech.
- Wise action.

**Article 1**  
**OFFICES**

*Location of Principal Place of Business.* The principal place of business of Portland Friends of the Dhamma (hereinafter “Portland Friends of the Dhamma” or “the corporation”) shall be located at such place as the Board of Directors may from time to time select.

*Location of Offices.* The corporation may have offices either within or without the State of Oregon as the Board of Directors may from time to time determine or as the corporation may require.

**Article 2**  
**BOARD OF DIRECTORS**

- 2.1 *Exercise of Corporate Powers.*
- 2.1.1 Subject to the provisions of the Oregon Nonprofit Corporation Law, the activities and affairs of Portland Friends of the Dhamma shall be conducted by and all corporate powers exercised by or under the direction of the Board of Directors. It is the intention of Portland Friends of the Dhamma that the Board of Directors support and serve the community of Portland Friends of the Dhamma.
  - 2.1.2 The Board of Directors may do all other lawful acts that are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws.
  - 2.1.3 Other specific duties of the Board of Directors include, without limitation, the following:
    - 2.1.3.1 Delegation of any corporate powers to an officer or agent of the corporation to the extent permitted by Oregon law and by these Bylaws.
    - 2.1.3.2 Establishing the annual budget of the corporation.
    - 2.1.3.3 Representation of the Dhamma and Portland Friends of the Dhamma within the Portland community.

- 2.2 *Number of Directors.* The number of directors of the corporation may vary between a maximum of ten directors and a minimum of three directors, the exact number to be fixed from time to time by resolution of the Board of Directors. The minimum and maximum numbers of directors may only be changed by amendment to these Bylaws.
- 2.3 *Election of Directors.* Members of the Board of Directors shall be elected by a majority of the members of the Board of Directors at the annual meeting, or as needed to fill vacancies, as specified in Section 2.9 of these Bylaws.
- 2.4 *Ex Officio Members.* The Board of Directors may at its discretion designate *ex officio* members, defined as members of the Board of Directors not entitled to vote, and not included in either the minimum or maximum number of Directors.
- 2.5 *Eligibility.* To be eligible to be a member of the Board of Directors, a person must be dedicated to furthering the mission of Portland Friends of the Dhamma and have a personal commitment to the Five Precepts as taught in the Theravadan tradition. The Board of Directors may establish further qualifications for Directors from time to time by resolutions of the Board without the need to amend these Bylaws.
- 2.6 *Conflict of Interest.* If an officer or director, or a member of the officer's or director's family, stands to receive direct financial benefit from a Board decision, the officer or director shall declare the potential conflict of interest and rescue themselves for any vote on the matter.
- 2.7 *Terms.* A Director's term of office shall be two years from the date of election. A Director may serve no more than three consecutive terms as a Director. Before coming on to the Board again, a person must wait for a minimum of one year.
- 2.8 *Resignation of Directors.* Any director may resign at any time by delivering notice of resignation to the Secretary of the corporation.
- 2.9 *Vacancies.* Vacancies on the Board of Directors exist on the death, resignation or removal of any Director, on the expiration of a Director's term, and whenever the number of authorized Directors is increased. A vacancy will be filled by the election process defined in Article 2, Section 2 of these Bylaws. Any Director elected to fill a vacancy serves for the predecessor's unexpired term.
- 2.10 *Removal of Director.* The Board may remove a director from the Board before that director's term has expired. A director may be removed from office with or without cause by an affirmative vote of at least two-thirds of the members of the Board of Directors. The full Board must have two weeks' notice before the removal vote.
- 2.11 *Directors' Inspection Rights.* Every director has the right, at any reasonable time, to inspect and copy all or any part of Portland Friends of the Dhamma's books, records, and official documents, and to inspect Portland Friends of the Dhamma's facilities.
- 2.12 *Compensation.* Directors receive no compensation for their services as Directors. Directors will not receive reimbursement for expenses in attending meetings or otherwise conducting the business of Portland Friends of the Dhamma.
- 2.13 *Standard of Care.* A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner the Director believes to be in the best interests of

- Portland Friends of the Dhamma and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In addition, a Director shall perform all such duties in accordance with the Five Precepts as taught by the Buddha.
- 2.14 *Execution of Instruments.* The Board of Directors, except as otherwise provided in the Bylaws, may by resolution authorize any officer or agent of Portland Friends of the Dhamma to enter into any contract or execute and deliver any instrument in the name and on behalf of Portland Friends of the Dhamma. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind Portland Friends of the Dhamma by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.
- 2.15 *Gifts to Portland Friends of the Dhamma.* Any director, officer, or other person designated by the Board, may accept, on Portland Friends of the Dhamma's behalf, any contribution, gift, bequest, or devise for the benefit of Portland Friends of the Dhamma.

### **Article 3 OFFICERS**

- 3.1 *Authorized Officers.* The officers of the corporation shall be the President, Vice President, Secretary and Treasurer.
- 3.2 *Terms of Office.* Each officer shall serve a term of one year.
- 3.3 *Election of Officers.* Officers are elected by a majority of the members of the Board of Directors at the annual meeting [*see* Article 5, Section 5.1.5].
- 3.4 *Qualifications.* Any person who meets the qualifications to be a Director of Portland Friends of the Dhamma may serve as an officer. An officer may be a member of the Board of Directors. If an officer is not a member of the Board of Directors, the officer must make the same commitment to attend meetings of the Board of Directors as that person would make to be a member of the Board of Directors.
- 3.5 *Resignation of Officer.* Any officer may resign at any time by delivering notice of resignation to the Secretary of the corporation.
- 3.6 *Vacancies.* Officer vacancies exist on the death, resignation or removal of an officer, and on the expiration of an officer's term. A vacancy will be filled by the election process defined in Article 3, Section 3.3 of these Bylaws. Any officer elected to fill a vacancy serves for the predecessor's unexpired term.
- 3.7 *Removal of Officer.* The Board may remove an officer from the Board before that officer's term has expired. An officer may be removed from office with or without cause by an affirmative vote of at least two-thirds of the members of the Board of Directors. The full Board must have two weeks' notice before the removal vote.
- 3.8 *Compensation.* Officers receive no compensation for their services as officer. Officers will not receive reimbursement for expenses in attending meetings or otherwise conducting the business of Portland Friends of the Dhamma.
- 3.9 *Duties of the Officers.*

- 3.9.1 *President.* The President is the principal officer of Portland Friends of the Dhamma. The President performs all duties customary and incident to that office. Specifically, but without limitation to the following, the President presides at meetings of the Board of Directors and prepares agendas for those meetings; and supervises the affairs of Portland Friends of the Dhamma, the activities of the officers and directives of the Board of Directors. The President performs all duties incident to the office and other duties as may be required by law, the Articles of Incorporation or these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, the President may sign deeds, bonds, mortgages, and other instruments, and may enter into agreements necessary to carry out the corporation's objectives, if the Board of Directors has approved the transactions underlying those actions.
- 3.9.2 *Vice-President.* The Vice President assumes the President's duties if the President becomes temporarily unable to perform the duties of that office, until the President is able to do so. If the President is permanently unable to perform (due, for example, to the President's resignation) the Vice President serves as President until the next meeting of the Board of Directors at which a new President can be elected under the procedures for filling office vacancies prescribed in these Bylaws.
- 3.9.3 *Secretary.* The Secretary performs all the duties customary and incident to the office of Secretary. In particular, but without limitation to the following, the Secretary shall do all of the following:
- 3.9.3.1 Certify and keep at the principal office of Portland Friends of the Dhamma, or at such other place as the Board of Directors may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- 3.9.3.2 Keep at the principal office of Portland Friends of the Dhamma, or at such other place as the Board may determine, a book of minutes of all meetings of the Board of Directors, and all meetings of any committees for which minutes have been taken, recording the time and place of each meeting, whether regular or special, how the meeting was called, how notice was given, the names of those present or represented at the meeting and the proceedings at the meeting.
- 3.9.3.3 Insure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 3.9.3.4 Exhibit at all reasonable times to any Director or a Director's agent or attorney, on request, the Bylaws as amended or otherwise altered to date, and the minutes of the meetings or other proceedings of the Board of Directors, including any committees of Directors.
- 3.9.3.5 In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of

Incorporation or these Bylaws, or as the Board of Directors may assign to the Secretary from time to time.

- 3.9.4 *Treasurer.* The Treasurer performs all duties customary and incident to the office of Treasurer, such as having charge or custody or control of, and being responsible for, all Portland Friends of the Dhamma funds and securities. In particular, but without limitation to the following, the Treasurer is responsible for ensuring each of the following is done:
  - 3.9.4.1 With the assistance of the Finance Committee, propose the annual budget, to be approved by the Board of Directors at the annual meeting [*see* Article 5, Section 5.1.5].
  - 3.9.4.2 With the assistance of the Finance Committee, regularly report to the Board of Directors on the Treasurer's transactions as Treasurer, and of Portland Friends of the Dhamma's financial condition.
  - 3.9.4.3 Keep or cause to be kept full and accurate financial records, including records of receipts, disbursements, assets, and liabilities.
  - 3.9.4.4 Deposit or cause to be deposited, all money, in the name of Portland Friends of the Dhamma, in depositories designated by the Board of Directors.
  - 3.9.4.5 On the request of a Director, comply with the Director's request to review Portland Friends of the Dhamma's books of account and financial records.
  - 3.9.4.6 Prepare or cause to be prepared, and certify or cause to be certified, financial statements to be included in any required reports for Portland Friends of the Dhamma.
  - 3.9.4.7 Prepare and present an annual financial report at annual meeting of the Board of Directors [*see* Article 5, Section 5.1.5], consisting of but not limited to the following:
    - 3.9.4.6.1 The assets and liabilities, including trust funds, of Portland Friends of the Dhamma as of the end of the fiscal year.
    - 3.9.4.6.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year.
    - 3.9.4.6.3 The revenue or receipts of Portland Friends of the Dhamma, both unrestricted and restricted to particular purposes, for the fiscal year.
    - 3.9.4.6.4 The expenses or disbursements of Portland Friends of the Dhamma, for both general and restricted purposes, during the fiscal year.
  - 3.9.4.8 Chair the Finance Committee [*see* Article 8, Section 8.9].
  - 3.9.4.9 Responsible for overseeing the expenditure of funds by Portland Friends of the Dhamma, including, but not limited to, authority for signing checks on behalf of Portland Friends of the Dhamma.

- 3.9.4.10 Perform other duties as may be required by law, the Articles of Incorporation or these Bylaws, and as the Board of Directors may assign to the Treasurer from time to time.

**Article 4**  
**SPIRITUAL COMMUNITY DIRECTOR**

- 4.1 The following are the functions and roles performed or overseen by the Spiritual Community Director for Portland Friends of the Dhamma:
- 4.1.1 *Abhayagiri Liaison*: Responsible for maintaining and nurturing the relationship of Portland Friends of the Dhamma with the Abhayagiri Sangha.
  - 4.1.2 *Center Maintenance*: Responsible for creating and maintaining a respectful, appropriate place for practice, community gathering, etc.
  - 4.1.3 *Community Liaison*: Responsible for creating, maintaining and nurturing the relationships of Portland Friends of the Dhamma with other Buddhist groups in the Portland community and with community neighbors.
  - 4.1.4 *Program Committee Chair*: Chairing the Program Committee [see Article 8].
- 4.2 The Spiritual Community Director of Portland Friends of the Dhamma is accountable to the Board of Directors and to the Abhayagiri Monastic Sangha.
- 4.3 Until such time as she no longer serves in that role, Sakula Mary Reinard is the Spiritual Community Director of Portland Friends of the Dhamma. However, at any given time, these functions and roles may be performed by one or more individuals, as determined by the Board of Directors of Portland Friends of the Dhamma. The Abhayagiri Liaison and Program Committee Chair must one or more current or past member(s) of the Portland Friends of the Dhamma Board of Directors so as to ensure those functions are performed by one or more individuals who have accepted that degree of accountability and commitment to Portland Friends of the Dhamma.
- 4.4 The individual(s) serving in these roles and performing these functions will be elected by the Board of Directors to a two-year term. An individual may be reelected to successive two-year terms without limit.

**Article 5**  
**MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 *Regular Meetings of Directors.*
- 5.1.1 Regular meetings of the Board of Directors (or of any committee designated by the Board of Directors) shall be held at such frequency, time, and place as the Board of Directors (or, with respect to committee meetings, the committee) shall determine from time to time.
  - 5.1.2 At regular meetings, the Directors may transact any business as may properly come before the Board of Directors at regular meetings.
  - 5.1.3 Notice of regular meetings of the Board of Directors and waiver of notice are governed by Article 7 of these Bylaws.

- 5.1.4 Meetings may be held in person, using communications equipment per this Article of these Bylaws, or both.
- 5.1.5 *Annual Meeting*
  - 5.1.5.1 The annual meeting shall be held at the time for the regular meeting of the Board of Directors in May of each year.
  - 5.1.5.2 At the annual meeting, in addition to any pending regular business, the election of any open positions for Directors of the Board or for officers of Portland Friends of the Dhamma shall be held, and the annual report as described in section 5.1.5.4 shall be presented.
  - 5.1.5.3 Notice of the annual meeting shall be provided to the Directors as prescribed for all regular meetings in Article 6 and shall be given to the community as a whole through any means reasonably designed to provide notice to the community, including, but not limited to, e-mail, mail sent through the United States postal system, notice posted on a website, etc. The contents of the annual report, as described in section 5.1.5.1.4, shall be included in or attached in legible form to notice of the annual meeting.
  - 5.1.5.4 *Annual report:* The annual report shall be presented at the annual meeting and published in or with notice of the annual meeting (as prescribed in section 5.1.5.1.3). The annual report shall contain the following information:
    - 5.1.5.4.1 The annual financial report as described in Article 3, Section 3.9.4.6.
    - 5.1.5.4.2 The principle activities of Portland Friends of the Dhamma during the preceding fiscal year.
    - 5.1.5.4.3 The mission of Portland Friends of the Dhamma.
- 5.2 *Special Meetings.*
  - 5.2.1 In unusual circumstances, a special meeting of the Board may be called by the President or by a simple majority of the Directors.
  - 5.2.2 Notice of a special meeting shall be delivered to each director by telephone, e-mail or United States mail at least two days prior to the special meeting. Notice must include the date, time, and place of the meeting, and the purpose of the special meeting.
  - 5.2.3 At a special meeting, the Board of Directors may only transact the business pertaining to the matter specified in the notice of the special meeting.
- 5.3 *Open and Closed Meeting Policy.*
  - 5.3.1 *Meetings Generally Open.* Except as otherwise stated in these Bylaws, meetings of the Board of Directors or any of its committees will be open to the public.
  - 5.3.2 *Closing Meetings.*
    - 5.3.2.1 A meeting or a portion of a meeting will be closed to the public whenever the purpose of the meeting is to consider matters relating to an individual member of the Board of Directors or

another individual that could be embarrassing to that individual if the meeting or that portion of the meeting were open to the public; proprietary information; litigation; commercial or financial information obtained from a person on a privileged or confidential basis; the purchase of property or services whenever the premature exposure of such purchase would compromise the interests of the corporation; or any other matter the Board of Directors determines, in its reasonable discretion, to require confidentiality.

5.3.2.2 If any meeting or part of a meeting is closed pursuant to the provisions of this section, the reasons for closing the meeting must be noted in the minutes of that meeting.

5.3.2.3 While in a closed session, the Board of Directors may address only those matters specified in the reasons for closing the meeting.

5.4 *Quorum.* A quorum of the Board of Directors is a simple majority of the members of the Board of Directors, unless otherwise specified in these Bylaws or otherwise agreed by the Directors. Participation by telephone qualifies as meeting the minimum number of Directors needed to constitute a quorum.

5.5 *Robert's Rules of Order.* Meetings shall be conducted according to Robert's Rules of Order unless inconsistent with the Articles of Incorporation or these Bylaws, or unless otherwise agreed by the Directors.

5.6 *Use of Communications Equipment.* The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## **Article 6**

### **ACTION WITHOUT MEETING**

6.1 *General Rule.* Except as otherwise provided in these Bylaws, the Board may not transact business outside of a regular or special meeting.

6.2 *Action Without Meeting.* The Board of Directors may act on any matter otherwise required or permitted to be taken at a Board of Director's meeting, other than the removal of a Director or an officer without meeting, if the two-thirds of the Directors consent in writing to taking that action.

6.3 *Effectiveness of Action Without Meeting.* To be effective, consent documents must be in writing, describing the action taken, signed by each of the consenting Directors, and included in the minutes of the next meeting or filed with the corporate records.

6.4 *When Action Without Meeting Becomes Effective.* Action without meeting taken under this Article 5 of these Bylaws is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date.

6.5 *Effect of Consent.* A consent to action without meeting signed under this Article has the effect of a meeting vote and may be described as such in any document.

## **Article 7**

### **NOTICE**

- 7.1 *Form of Notice.* Whenever notice is required in these Bylaws, notice may be oral or written unless otherwise specified for a particular kind of notice.
- 7.2 *Means of Communication.* Notice may be communicated in any of the following ways: In person; by telephone; by email or other form of wire or wireless communication; by mail or private carrier; or by publication in a newsletter or similar document mailed to a Director's address.
- 7.3 *When Notice Is Effective.* Written or email notice by the corporation to a Director is effective when mailed if it is correctly addressed to the Director's address or email address, and if it is mailed post paid, in the case of written mail. Personal written notice, if in a comprehensible form, is effective at the earliest of the following: When received; five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed; on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or ten days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed.
- 7.4 *Notice of Regular Meetings.*
- 7.4.1 *To Directors:* Notice of the dates of all of the regular meetings of the Board of Directors [see Article 5] for a given year may be given by a single letter or e-mail sent to the Directors by the methods of communication of notice specified in these Bylaws within the month preceding the beginning of that year.
- 7.4.2 *To Community:* The President of the Board must give notice of meetings of the Board of Directors to the Portland Friends of the Dhamma community at least one week in advance by posting notice at the Portland Friends of the Dhamma facility and by posting notice to any and all community Internet groups, bulletin boards, listservs, or any other form of group community Internet function.
- 7.5 *Waiver.*
- 7.5.1 *Waiver of Notice Permitted.* A Director may waive any notice required by these Bylaws, the Articles of Incorporation or the Oregon Nonprofit Corporation Act.
- 7.5.2 *Requirements for Valid Waiver of Notice.* The waiver must be in writing, be signed by the Director entitled to the notice, specify the meeting or meetings for which notice is waived, and be filed with the minutes or corporate records.
- 7.5.3 *Waiver of Objection by Attendance at Meetings.* A director's attendance at a meeting waives objection to any of the following:
- 7.5.3.1 Lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
- 7.5.3.2 Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice,

unless the director objects to considering the matter when it is presented.

- 7.5.4 *Waiver Equivalent to Notice.* Whenever notice is required to be given to any Director under the provisions of the Oregon Nonprofit Corporation law, the Articles of Incorporation or these Bylaws, a waiver of notice in writing, signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, is deemed to be equivalent to the required notice. The presence of a director at any meeting shall constitute a waiver of any notice required for such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article 8**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

- 8.1 The Board may create committees having whatever authority may be prescribed or limited by the Board or these Bylaws.
- 8.2 The quorum required for a Board committee to transact business is achieved once there has been a simple majority of the committee's members in attendance.
- 8.3 The procedures for meetings and action by majority that apply to Board meetings, as prescribed in these Bylaws, also apply to all committee meetings.
- 8.4 Each committee must keep regular minutes of its meetings, and must report to the Board on those meetings, as the Board may require.
- 8.5 Each committee shall have a minimum of one Board member as a committee member. Other members of the committees shall be chosen by the members of the committee.
- 8.6 Each committee shall establish a statement of purpose, including a description of the responsibilities of that committee.
- 8.7 Each committee shall set annual objectives, subject to approval of the Board of Directors.
- 8.8 *Program Committee.*
- 8.8.1 *Chair:* The Program Committee is chaired by the Spiritual Community Director or one of the Spiritual Community Directors as described in Article 4.
- 8.8.2 *Membership:* The members of the Program Committee are the members of the Portland Friends of the Dhamma Board of Directors until such time as the Board of Directors determines otherwise. At that time, the Board of Directors will amend these bylaws to prescribe a selection procedure for membership on the Program Committee.
- 8.8.3 *Scope of authority:* The Program Committee will decide each of the following:
- 8.8.3.1 The programs and teachings offered by, at, and/or on behalf of Portland Friends of the Dhamma.
- 8.8.3.2 The monastics to whom Portland Friends of the Dhamma will extend invitations to teach at or on behalf of Portland Friends of the Dhamma.

- 8.8.3.3 Other than monastics, the individual laypeople who lead, facilitate, or teach programs and teachings offered by, at, and/or on behalf of Portland Friends of the Dhamma.
- 8.9 *Finance Committee.*
  - 8.9.1 *Chair:* The Finance Committee is chaired by the Treasurer [see Article 3, Section 3.9.4].
  - 8.9.2 *Membership:* The members of the Finance Committee are nominated by the committee chair and approved by the Board of Directors.
  - 8.9.3 *Functions:* The main function of the Finance Committee is to assist that Treasurer in the performance of the Treasurer's duties as described in Article 3, Section 3.9.4. More specifically, the Finance Committee is responsible for each of the following:
    - 8.9.3.1 Providing the Board of Directors with the annual financial report, as described in Article 3, Section 3.9.4.6.
    - 8.9.3.2 Establishing and reviewing internal financial controls.
    - 8.9.3.3 Reviewing any and all financial statements of and involving Portland Friends of the Dhamma.

## **Article 9 CONFLICT RESOLUTION**

- 9.1 Portland Friends of the Dhamma is interested in the prompt, respectful and useful resolution of conflict arising in the Portland Friends of the Dhamma community.
- 9.2 Any member of the community has the right to utilize this conflict resolution procedure at any time.
- 9.3 Guiding principles of this conflict resolution procedure are the teachings of the Buddha regarding wise intention, wise speech and wise action.
- 9.4 *Procedure.*
  - 9.4.1 When conflict arises in the community, those in conflict are requested to first attempt to reach resolution among themselves.
  - 9.4.2 If those in conflict cannot reach a resolution, they may ask the Board of Directors for the assistance of a mediator. The mediator will work with those in conflict to reach a resolution.
  - 9.4.3 If those in conflict are unable to reach a resolution with the assistance of a mediator, they may ask the Board of Directors for an arbitrated resolution. The Board of Directors will appoint a panel of three arbitrators who will hear from each of the parties in conflict and then decide the issue. The panel will be composed of one individual selected by each of the parties in conflict to serve as an arbitrator and one individual selected by the Board of Directors. An arbitrated resolution is the last step in the conflict resolution proceeding.
- 9.5 *Qualified Mediators:* The Board of Directors will determine who is a qualified mediator to assist those in conflict with a resolution.
- 9.6 *Confidentiality:* To protect the privacy of the individuals involved in the conflict resolution process and to encourage open and honest communication during the process, all communications and proceedings related to any conflict resolution

process shall be kept confidential. If the Board of Directors concludes that a change in policy, an amendment to these Bylaws, or any other form of public communication is required as a result of a conflict resolution proceeding, any public communication will protect the identity of the individuals involved to the extent possible.

## **Article 10 MEMBERSHIP**

- 9.1 There shall be no members or membership in Portland Friends of the Dhamma.

## **Article 11 AMENDMENTS TO ARTICLES OF INCORPORATION, BYLAWS**

- 11.1 The Board of Directors may amend or repeal bylaws, or adopt new bylaws, at any regular meeting of the Board, or at a special meeting of the Board if notice is properly given in accordance with Article 7 of these Bylaws.
- 11.2 Approval of any amendment to the Articles of Incorporation or Bylaws shall be by the affirmative vote of no fewer than two-thirds of the members of the Board of Directors.

## **Article 12 FISCAL YEAR**

- 12.1 Portland Friends of the Dhamma's fiscal year runs from January 1st to December 31st.

## **Article 13 INDEMNIFICATION AND LIABILITY OF DIRECTORS, OFFICERS, AND AGENTS**

- 13.1 *Indemnification of Directors, Officers, Agents.*
- 13.1.1 To the fullest extent permitted by law, Portland Friends of the Dhamma will indemnify its directors, officers, and agents, including persons formerly occupying any those positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal, administrative, or other proceeding, including an action by or in the right of Portland Friends of the Dhamma, by reason of the fact that the person is or was a director, officer, or agent. For these purposes, "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.
- 13.1.2 *Request for Indemnification.* On written request to the Board by any person seeking indemnification, the Board will promptly decide whether the applicable standard of conduct has been met; if the standard has been met, the Board will authorize indemnification.

- 13.1.3 *Advancement of Expenses.* To the fullest extent permitted by law, except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws will be advanced by Portland Friends of the Dhamma before final disposition of the proceeding, on receipt by Portland Friends of the Dhamma of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by Portland Friends of the Dhamma for those expenses. For these purposes, “expenses” include attorney’s fees.
- 11.1.4 *Non-Exclusivity of Rights.* The indemnification and provisions for advancement of expenses provided in these Bylaws will not be deemed exclusive of any other rights to which Directors, officers, or agents may be entitled under the Articles of Incorporation or these Bylaws, any agreement, general or specific action of the Board of Directors or otherwise. These Bylaws do not limit the corporation’s power to pay or reimburse any expense incurred by a Director in connection with the Director’s appearance as a witness in a proceeding at a time when the Director has not been made a named defendant or respondent to a proceeding.
- 13.2 *Liability of Officers and Directors.*
  - 13.2.1 *Elimination of Liability.* Except as otherwise provided in these Bylaws, the personal liability of any Director or officer of Portland Friends of the Dhamma to Portland Friends of the Dhamma for monetary damages for conduct as a Director or officer is hereby eliminated to the fullest extent allowed by law.
  - 13.2.2 *Exceptions.* The elimination of limitation of liability of a Director or officer otherwise provided for in these Bylaws does not eliminate or limit liability of a Director or officer for any of the following:
    - 13.2.1 Any breach of the Director’s or officer’s duty of loyalty to the corporation.
    - 13.2.2 Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
    - 13.2.3 Any unlawful distribution or any transaction from which the Director or officer derives an improper personal benefit.
    - 13.2.4 Any act or omission in violation of Oregon Revised Statutes Sections 65.361 to 65.367 of the Oregon Nonprofit Corporation Act. If the Oregon Nonprofit Corporation Act is amended after this Bylaw becomes effective to authorize corporate action further eliminating or limiting the personal liability of Directors or officers of nonprofit corporations, the liability of Directors and officers of Portland Friends of the Dhamma shall be eliminated or limited to the fullest extent permitted by any such amendments. No change in the law shall reduce or eliminate the rights and provisions in these Bylaws, unless the change in law specifically requires such reduction or elimination.

**Article 14**  
**MAINTENANCE OF CORPORATE RECORDS**

- 14.1 Portland Friends of the Dhamma shall keep at its principal office in the State of Oregon all of the following:
  - 14.1.1 Minutes of all meetings of Directors (and all meetings of any committees of Directors), indicating each of the following:
    - 14.1.1.1 The time and place of each meeting.
    - 14.1.1.2 Whether the meeting is regular or special.
    - 14.1.1.3 How the meeting was called.
    - 14.1.1.4 How notice was given.
    - 14.1.1.5 The names of those present at the meeting.
    - 14.1.1.6 The proceedings at the meeting.
  - 14.1.2 Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts and disbursements, gains and losses.
  - 14.1.3 A record of its Directors and officers, indicating their names, current addresses, and terms of office.
  - 14.1.4 A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times.

Adopted by resolution of the Board of Directors of Portland Friends of the Dhamma on \_\_\_\_\_, 2008.