

**AMENDED AND RESTATED
BYLAWS
Of
LIGMINCHA INTERNATIONAL
(A Non-Stock Virginia Corporation)**

**ARTICLE ONE
Corporate Name**

The corporate name of the corporation shall be **Ligmincha International** (“Ligmincha” or the “Corporation”). The full name of the corporation shall be *Ligmincha International: Institute for the Preservation and Study of the Bön Buddhist Religion of Tibet*.

**ARTICLE TWO
Objects and Purposes**

The objects and purposes for which the Corporation is organized and operated are to conduct and promote charitable, educational, and scientific activities to:

1. Establish and maintain a church and association of churches of the Bön Buddhist religion;
2. Serve as the central governing authority for activities of the Corporation and of the Ligmincha Mandala (as defined in Article Nine of these Bylaws), organizations, affiliates, and projects throughout the world, and the related activities of its Spiritual Director, Tenzin Wangyal Rinpoche and future Spiritual Directors;
3. Preserve and provide continuity for the study of the complete Yungdrung Bön teachings and knowledge of the Buddha Tonpa Shenrap, and lineage holder Nyamé Sherap Gyaltzen, the first Abbot of Menri Monastery in Tibet, through today’s lineage holders Menri Trizin Rinpoche, Lungtok Tenpai Nyima, the 33rd Menri Abbot, and Bön scholar Yongdzin Lupon Tenzin Namdak Rinpoche and future holders of the lineage, as well as the study of the ancient arts and sciences and the language and literature of Tibet and Zhang Zhung;
4. Establish, organize, supervise, and coordinate the activities of organizations and projects in support of the purposes of Ligmincha and the activities of the current and future Spiritual Directors;
5. Preserve, edit, translate, and distribute the teachings, practice instructions, and commentaries of Tenzin Wangyal Rinpoche and future Spiritual Directors;
6. Provide access to the authentic teachings of Tonpa Shenrap and the lineage of Bön as they are embodied and presented by Tenzin Wangyal Rinpoche: a style and manner that are attentive to and respectful of the spiritual needs and the capacities of individual Western students and that preserves the essential nature of the traditions of Bon and its origins in Tibet;

7. Develop programs to make Bön Buddhist teachings easily and widely available through print, video, audio, online live webcasts, other electronic and digital formats, and new formats not yet known;

8. Translate, publish, and distribute other Bön Buddhist texts from the language and literature of Tibet into English and other languages;

9. Publish and distribute works related to and developing out of the projects of the Corporation;

10. In support of its mission, Ligmincha International and its affiliates may own or otherwise operate retreat centers. The primary mission of these centers is to support multi-day retreats and teachings, short- to long-term personal retreats, dark retreats, and other practices associated with the traditions of Tibetan Bön Buddhism and Ligmincha International. When these centers are not in use by our Spiritual Director, lamas, authorized teachers, and practitioners, they may be made available for use to other contemplative, meditative, and religious traditions.

11. Provide grants, contributions, and financial assistance (collectively, "grants") for the support of monasteries, institutions, projects, publications, teachers, students, practitioners, and so on of the Bön religion throughout the world; and,

12. Engage in such other activities as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of the subsequent paragraph hereof.

The Corporation shall have all the powers and rights granted to it by law, and the objects and purposes set forth in this Article shall not be in limitation of those powers and right.

ARTICLE THREE **Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or any private shareholder or individual, except that the Corporation shall have the authority and power to pay reasonable compensation for personal services actually rendered to or for the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws of the Certificate of Incorporation of the Corporation, or any provision of the Non-Stock Corporation Law of the Commonwealth of Virginia (or of any present or future law of the Commonwealth of Virginia governing or pertaining to the Corporation) the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 170 (c) and section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal income tax law).

ARTICLE FOUR

Offices

1. **Registered Office.** The registered office of the Corporation shall be in the city of Shipman, County of Nelson, State of Virginia.

2. **Other Offices.** The Corporation also may have offices at such other places both within and without the Commonwealth of Virginia as the Board of Directors may from time to time determine or as the business of the Corporation may require. The registered office of the Corporation required by Virginia law to be maintained in the State of Virginia may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE FIVE

Spiritual Director; Trustee; Director *Emeritus*

1. **The Spiritual Director.** The Corporation shall have three classes of directors who shall govern the organization (Article Six, 2(a), below). The first class of directors shall include one (1) Director, referred to as the Spiritual Director, who shall serve for life or until he resigns, dies or is removed in accordance with Section 4 of this Article Five.

2. **Role and Powers of Spiritual Director.**

(a) **Initial Spiritual Director.** The Initial Spiritual Director shall be Tenzin Wangyal Rinpoche until his successor (the “Successor”) shall be duly qualified and appointed in accordance with Sections 3 and 4 of this Article Five. Any Successor shall follow closely the objects and purposes set forth in these Bylaws, especially with respect to preserving the teachings of Tenzin Wangyal Rinpoche.

(b) **Role.** Except as otherwise required by law, the Spiritual Director shall guide and oversee all organizations and participants in the Ligmincha Mandala in both spiritual and organizational matters.

(c) **Office.** The Spiritual Director shall act as or shall appoint the:

- i) Chairman of the Board of the Corporation;
- ii) President of the Corporation.

(d) **Powers.**

- i) **Appoint Trustee and Directors.** The Spiritual Director shall have the power to appoint the Trustee and all Directors of the Corporation. The Board of Directors or, if appointed, the Nominating Committee, shall have the power to recommend candidates for appointment by the Spiritual Director.

- ii) **Reserved Veto.** The Spiritual Director shall have the reserved right to veto any action taken by the Board of Directors. The reserved veto may be exercised orally or in writing at any meeting of the Board of Directors or in writing thereafter given within seven (7) days of such meeting. Any veto exercise shall be confirmed in writing submitted to the Secretary of the Board of Directors. The Secretary shall provide the written veto or a copy thereof to the members of the Board of Directors, and shall maintain it with the minutes of the Corporation. The foregoing notwithstanding, third parties dealing with the Corporation may rely upon the written affirmation of the President and attested to by the Secretary that any particular resolution of the Corporation has not been vetoed by the Spiritual Director and is the valid and binding act of the Corporation.
- iii) **Succession; Appointment of Trustee.** The Spiritual Director shall have the exclusive authority to appoint his Successor, provided that if the Spiritual Director shall fail to appoint a Successor, then the Successor shall be appointed by the Trustee.
- iv) **Removal and Redesignation of Trustee.** The Spiritual Director shall have the power to remove the Trustee and to redesignate the person or persons who shall act as the Trustee. The Spiritual Director shall make any such removal and redesignation in writing and shall provide a copy thereof to the Board of Directors of the Corporation within three (3) days after it is sent or delivered to the removed and/or redesignated Trustee. The Spiritual Director shall provide a copy of the removal and/or redesignation to the Secretary of the Corporation, who shall maintain it with the minutes of the Corporation
- v) **Designation of Powers.** Any power reserved to the Spiritual Director under these Bylaws may be exercised by such person or persons as the Spiritual Director may designate in writing.

3. **Role and Power of Trustee, Initial Trustee.**

(a) **Role and Power.** The role and power of the Trustee is to appoint the Successor Spiritual Director if the Spiritual Director has failed to do so by the time of his death or disability. The Trustee shall make any such appointment in writing and shall provide a copy thereof to the Board of Directors within three (3) days after the Trustee has notified the Successor. The notice of appointment shall be maintained with the minutes of the Corporation.

(b) **Initial Trustee.** The Initial Trustee is Tsering Wangmo Bhutia, who shall serve until her death, incapacity, or resignation, subject to Article 4, below.

4. **Removal or Resignation of the Spiritual Director or the Trustee.**

(a) Removal of Spiritual Director. In the event that the Spiritual Director shall become incapable of performing his or her duties as such or of appointing a Successor, the Spiritual Director may be removed upon recommendation by the Trustee, who shall provide the Board of Directors with written notice of such recommendation, and this recommendation for removal must be ratified by the Board. The President shall provide a copy of the written notice to the Secretary who shall maintain it with the minutes of the Corporation.

(b) Definition of “Incapable.” For purposes of this Section 4 the Spiritual Director or the Trustee shall be considered incapable of performing his or her duties only if his or her physical or mental condition makes such performance impossible, as attested by two sworn affidavits attesting to the incapacity of such person. The affidavits shall be submitted after appropriate examination, in accordance with standards then prevailing in medicine by (A) the Spiritual Director’s physician and (B) such other licensed physician as shall be chosen by the Trustee or, if the Trustee is incapable of acting, by the Board of Directors.

(c) Resignation. The Spiritual Director and the Trustee shall have the right to resign at any time by providing the Board of Directors with written notice of his or her resignation.

ARTICLE SIX

Board of Directors

1. **General Powers.** Subject to the Articles of Incorporation and the provisions of these Bylaws, the affairs of the Corporation shall be managed by its Board of Directors.

2. **Number, Term of Office, and Qualifications of Directors.**

(a) Number. In addition to the Spiritual Director, who alone shall serve as a Class 1 Director, the Corporation shall have two other classes of directors, referred to herein as the Class 2 and Class 3 Directors. The Class 2 Directors shall include not less than three (3) nor more than twenty-one (21) Directors, as determined from time to time by resolution of the Board of Directors with the approval of the Spiritual Director. The Class 3 Directors shall consist of any and all persons appointed to the position of Director Emeritus by the Spiritual Director.

(b) Appointment and Term of Office of Class 2 Directors. All Class 2 Directors shall be appointed by the Spiritual Director. All Class 2 Directors shall hold office for a term of one (1) year and until their respective successors shall have been elected and qualified. There shall be no limit on the number of terms a Class 2 Director may serve.

(c) **Reappointment of Directors.** Each year, the Spiritual Director shall determine which Class 2 Directors, if any, will be reappointed. Each such Director shall participate in a ceremony of recommitment to his or her obligations as a Director. The form of such ceremony shall be determined by the Spiritual Director or by such person or persons as the Spiritual Director may designate.

(d) **Appointment and Term of Office of Class 3 Directors.** The Spiritual Director may appoint one or more Directors *Emeritus* of the Corporation. The position of Director *Emeritus* is reserved to recognized persons who have made extraordinary contributions to the purposes of the Corporation. These constitute the third class of Directors (Class 3). The first Director *Emeritus* is Yongdzin Tenzin Namdak Rinpoche, who has served on the Board of Ligmincha Institute, the predecessor organization of Ligmincha International, since its inception. A Director *Emeritus* may but is not required to attend all meetings of the Board of Directors and, when in attendance, may participate and vote as a full member of the Board. The presence of Class 3 Directors shall not be required in determining if a quorum of the Board of Directors is present at a meeting. Each Director *Emeritus* shall remain on the Board for so long as the Spiritual Director wishes him or her to remain or until the Director *Emeritus* resigns. A Director *Emeritus* does not tender his or her resignation annually as do the Class 2 Directors.

(e) **Attendance at Meetings.**

(i) **Annual Meeting.** All Directors shall make every effort to attend the Annual Meeting, provided, however, that the Chair of the Board of Directors may excuse a person from attendance for good cause. An unexcused failure to attend the Annual Meeting shall constitute cause for termination of such Director by the Spiritual Director or by such person or persons designated by the Spiritual Director. All Directors are encouraged to attend the Annual Meeting in person, but telephonic, Internet-based, or other means may be permitted to allow Directors who can not attend in person to fully participate.

(ii) **Other Meetings.** All Directors shall be required to attend each meeting of the Board of Directors in person, by telephone, electronically, or by any other means that permits each of the participating Directors to hear and be heard by all of the other Directors, provided, however, that the Chair of the Board of Directors may excuse a person from attendance for good cause.

3. **Chair of the Board of Directors.** The Board Chair shall be appointed by the Spiritual Director, or by the President should the Spiritual Director elect to delegate this responsibility, from among the members of the Board of Directors. The Board Chair shall preside at all meetings of the Board of Directors. The Chair shall determine the business of the meeting and shall have the authority to establish rules for the conduct of the meeting. The Chair shall have the authority to delegate determination of the business of the meeting and the establishment of rules for the conduct of the meeting to the President or to the Executive Director. In the absence of the Chair, the President shall preside or the President shall appoint another Board member to serve as Chair *pro tem*.

4. **Nomination and Election of Directors.** At any regular or special meeting of the Board of Directors any Director may nominate a candidate to serve as a Director, and the candidate may be nominated by majority vote of the Board of Directors and submitted to the Spiritual Director for review and decision.

5. **Regular and Annual Meetings.** The Board of Directors will meet no less often than once annually, generally during the first week of the Summer Retreat, unless another date and location is selected by the Spiritual Director at least 90 days in advance of the meeting date. The Board of Directors may provide by resolution or written consent by a majority of the Board of Directors for the time and place for holding of additional regular meetings of the Board, which shall be held without other notice than such resolution or consent.

6. **Special Meetings.** A special meeting of the Board of Directors may be called by the Spiritual Director, the Chairman of the Board or any three Directors. A notice of any special meeting shall be provided to the Directors no less than fourteen (14) days prior to such meeting or with such other period as the Directors may approve by unanimous written consent.

7. **Participation in Meeting.** Any regular or special meeting of the Board of Directors shall be held at the principal office of the Corporation, any other location selected by the Chairman, or by telephone conference, electronically, or by any other means that permits all of the participating directors to hear and be heard by all of the other Directors.

8. **Notice.** Except for annual or regular meetings, reasonable notice of any special meeting of the Board of Directors of the Corporation shall be given by personal communication, hand delivery, mail, overnight courier, telegram, telephone, e-mail, or any other form of communication to each member of the Board of Directors at his or her last known business or residence address or email appearing in the records of the Corporation. The notice shall be deemed to have been given at the time when the personal, e-mail or telephone conversation occurs, or when the mail, overnight courier, telegram or other form of notice is deposited prepaid in the United States mail, or provided prepaid to any overnight courier or telegram carrier, or when it is personally delivered to a Director or delivered to the last known business or residence address of said Director appearing in the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

9. **Quorum.** A majority of not less than 75 percent of the Class 2 Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a 75 percent majority of the Directors is present at said meeting, the Directors present shall adjourn and reschedule the meeting. The absence of the Class 1 and Class 3 Directors shall not be considered in the establishment of a quorum.

10. **Manner of Acting.**

(a) **Decision-Making.** For any matters that come before the board requiring by law a vote of the members of the Board of Directors, subject to the reserved veto of the Spiritual Director, a consensus of 2/3 percent of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

(b) A **“Broad Agreement” approach to governance.** The Board aims to reach its decisions by drawing on the collective insight of its members and to reach broad agreement on all the issues that come before it. Broad agreement does not necessarily mean consensus or represent a 2/3 majority as required in 10 (a) above. Normally, broad agreement takes the form of acknowledging that a shared viewpoint has arisen in the course of discussion. It is the responsibility of the Chair to facilitate this process. The Board reviews its deliberations at the end of discussion so that the members can be satisfied that they have reached a reasonable outcome and are clear on any next steps required. In the event that broad agreement cannot be reached, it is the prerogative of the President to determine the outcome of the discussion and to make a final decision. In so doing the President will take into account the range of views expressed and will seek to ensure sufficient support, especially in the area of policy formulation, to ensure that decisions are properly understood and implemented. The President must be in attendance either in person, telephonically, or via other electronic medium at any meeting in which the principle of broad agreement is to be employed. The President does not have the authority to make a decision contravening the view of a 2/3 majority of Board members, and the President’s determination of broad agreement is subject to the veto powers of the Spiritual Director.

A full description of the process by which “Broad Agreement” is sought by the Board shall be provided as an appendix to the Ligmincha Governance Document.

(c) **Minutes.** The Executive Director or the Secretary shall write minutes of all meetings of the Board of Directors. Minutes of all meetings shall reflect all actions of the Board of Directors and any veto exercised at the meeting by the Spiritual Director. A written veto shall be attached to such minutes. Minutes of all meetings shall be provided to all Directors within ten (10) days of the meeting and the Spiritual Director shall have fourteen (14) days in which to exercise the reserved veto with respect to any action of the Board of Directors. The Secretary shall provide written notice of any such veto to the Board of Directors.

11. **Presumption of Assent.** A Director of the Corporation who is present at any meeting of the Board of Directors at which any action is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or the Director abstains from participating in a called vote. A Director may also file a written dissent to any specific action with the person acting as the Secretary of the meeting before its adjournment; or unless by forwarding a written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. This right to dissent shall not be available to a Director who voted in favor of any such action. Notwithstanding the foregoing, the Spiritual Director shall have the right to veto any action of the Board of Directors, as provided in Section 2.d. of Article Five of these Bylaws, whether or not he is present at the meeting.

12. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution or unanimous written consent of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

13. **Action by Written Consent of Directors; Participation in Meeting.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Any one or more members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment which allows all members participating in the meeting to hear and be heard by each other at the same time.

14. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Spiritual Director. A Director appointed to fill a vacancy shall serve for the unexpired term of the Director's predecessor in office.

15. **Removal of Directors.** The Spiritual Director may remove any Director from office with or without cause.

ARTICLE SEVEN

Committees

1. **Committees of Directors.** The Board of Directors may delegate certain decision-making responsibilities to committees, working groups, individual members of the Board, or to ad-hoc subcommittees ("Committee") by resolution. To the extent provided in said resolution, any such designated Committee shall have and exercise the authority as designated by the Board of Directors in the management of the Corporation, except that no such Committee shall have the authority to:

- (a) Amend, alter, or repeal the Bylaws;
- (b) Elect, appoint, or remove any member of such Committee or any Director or officer of the Corporation;
- (c) Amend the Articles of Incorporation or restate the Articles of Incorporation;
- (d) Adopt a plan of merger or adopt a plan of consolidation with another corporation;
- (e) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;

(f) Authorize the voluntary dissolution of the Corporation, revoke proceedings therefore, or adopt a plan for the distribution of the assets of the Corporation; or

(g) Amend, alter or repeal any resolution or unanimous written consent of the Board of Directors.

The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board or the Director by law. Furthermore, each duly appointed Committee shall have a clearly articulated reporting process, to be determined by the Ligmincha International Board of Directors, as a part of its regular activities.

2. **Other Committees.** Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by unanimous written consent without meeting. Except as otherwise provided in such resolution or consent, members of each such Committee shall be Directors or Officers of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

(a) **Subcommittees:** To open up the Board's decision-making processes to different perspectives and invite the broadest possible understanding of different matters coming before it, Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may form subcommittees. Subcommittees may include persons other than Officers and Directors of the Company. However, in no case shall any subcommittee have any authority other than to make recommendations for adoption or rejection to the Committee to which it reports. No authority of the Board or of the Committee as specified by the Board may be granted to a subcommittee.

3. **Executive Committee.** The Board chair, with the express approval of the Spiritual Director, may designate and appoint an Executive Committee, which shall include at least three (3) members and shall be composed exclusively of members of the Board of Directors. The Executive Committee may exercise any power of the Board of Directors, subject, however, to Section 1 of this Article Seven and the reserved veto right of the Spiritual Director.

4. **Term of Office.** Each member of a Committee shall continue as such until the next annual meeting of the Board of Directors and until the Committee member's successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

5. **Chairperson.** One member of each Committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

6. **Vacancies.** Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. **Quorum.** Unless otherwise by the Board of Directors, a 75 percent majority of the whole Committee shall constitute a quorum and the unanimous act of the members present at a meeting at which a quorum is present shall be the act of the Committee.

8. **Rules.** Each Committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE EIGHT

Officers and Agents

1. **Officers.** The Officers of the Corporation include the Spiritual Director, the Chair of the Board of Directors, a President, an Executive Director, a Chief Financial Officer, and a Secretary. Other positions including a Chief Executive Officer, Vice Presidents, and a Treasurer may be created by the Board, as it shall deem desirable, from time to time. Such officers shall have the authority and obligation to perform the duties as prescribed by the Board of Directors. Any two or more offices may be held simultaneously by the same person. The role of each position is defined as follows:

(a) **Chair of the Board of Directors.** The Chair of the Board of Directors shall have the powers specified in Section 3 of Article 6 of these Bylaws.

(b). **President.** The President shall be the principal executive officer of the Corporation and shall supervise all of the business and affairs of the Corporation. The President may sign, together with the Spiritual Director, the Secretary/Treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Spiritual Director or the Board of Directors from time to time. The Spiritual Director may serve as President of the Corporation or appoint another person as President. Anyone appointed to the role of President shall also serve as a Class 2 Director.

(c) **Executive Director.** The Executive Director shall be responsible for implementation of policies set by the Spiritual Director, the President, and the Board of Directors as well as annual goals and objectives, and financial, program, and administrative management of the Corporation. The Executive Director shall perform all duties incident to the office of Executive Director and such other duties as from time to time may be prescribed by the Spiritual Director, the President, or the Board of Directors.

(d) **Vice President.** The Corporation may appoint one or more Vice Presidents. Any Vice President shall perform such duties as from time to time may be assigned to such Vice President by the Spiritual Director, the President, the Executive Director or by the Board of Directors.

(e) **Chief Financial Officer.** The Chief Financial Officer shall be the principal financial officer of the Corporation and shall be responsible for all financial control and planning of the Corporation and any project thereof. The Chief Financial Officer shall be in charge of all accounting functions, including credit control, preparing budgets and financial statements, coordinating financing and fundraising, monitoring expenditures and liquidity, managing investment and taxation issues, reporting financial performance to the Board, and providing timely financial data to the Spiritual Director and the officers of the Corporation.

(f) **Treasurer.** The Treasurer is responsible for both the financial activities of Ligmincha International and Serenity Ridge and reports to the Chief Financial Officer. The Treasurer is responsible for all funds of the organization, opening and closing accounts, and moving money as directed or as needed to accomplish Ligmincha's goals. The Treasurer also is responsible for making or overseeing all deposits, transfers, and wires and ensuring the accuracy of the accounts. The Treasurer completes and files annual reportings with the Department of Agriculture and the Virginia State Corporate Commission, and assists in preparing financial information for Ligmincha's Annual Report. The Treasurer may be tasked with other related tasks from time to time.

(g) **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation which is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and perform all duties incident to the office of Secretary or as may be assigned to such Secretary by the Spiritual Director, the Chairman of the Board, the President, or by the Board of Directors.

2. Election and Term of Office. All Officers of the Corporation other than the Board Chair and the President and any position which is held by the Spiritual Director shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors or as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until the first of the following occur: (i) the officer's successor shall have been duly elected and qualified; (ii) the officer's death; or (iii) the officer's resignation or removal. In all cases where the duties of any officer, agent, or employee are not prescribed by the Bylaws or by the Board of Directors, such officer, agent, or employee shall follow the directions and instructions of the Executive Director.

3. **Removal.** At any meeting of the Board of Directors, any officer other than the Chair may, by the unanimous vote (excluding the affected officer) of a quorum of the Board of Directors, be removed from office, either with or without cause, and such officer's successor may be elected at such meeting.

4. **Vacancies.** Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term, provided that a vacancy in any office which is appointed by the Spiritual Director shall be filled by the Spiritual Director.

ARTICLE NINE

The Ligmincha Mandala

1. **Designation of Divisions and Associated Organizations.** The Ligmincha Mandala is the association of all of the international organizations, projects, and activities sponsored by the Spiritual Director under the name of "Ligmincha," "Chamma Ling," "Serenity Ridge," or "Lishu." Other names also may be adopted in the future to designate activities of the Spiritual Director and the Corporation. The Board of Directors shall adopt standards for designation of local and other organizations as members of the Ligmincha Mandala and divisions and associated organizations of the Corporation, which standards may require the acceptance of standard Bylaws for Associates or other contractual agreement recognizing the governance authority of the Spiritual Director and, to the extent deemed appropriate, the Board of Directors and officers of the Corporation. The Spiritual Director shall have the authority to approve, suspend, and revoke designation of any member of the Ligmincha Mandala and to impose such terms and conditions on designation as he deems necessary or appropriate to accomplish the purposes of the Corporation.

2. **Officers of Divisions and Associated Organizations.** Officers of divisions within the Corporation and, except to the extent required by law, of associated organizations of the Corporation shall be appointed by the Spiritual Director, provided that the Spiritual Director may delegate such authority to the Board of Directors or the Executive Committee.

ARTICLE TEN

Procedures for Grants, Contributions, and Financial Assistance

1. **Procedures.** One of the purposes of the Corporation is to provide grants, contributions, and financial assistance (collectively, "grants") for the support of institutions, projects, publications, teachers, students, practitioners, and so on of the Bön religion throughout the world. In fulfilling this purpose, the Corporation shall comply strictly with the following procedures:

(a) All grants shall be made solely for the purposes expressed in the Articles of Incorporation and shall be within the exclusive power of the Board of Directors.

(b) The Board of Directors shall have the authority to make grants only to individuals who have met qualifications based on need and other standards set by the Board and to organizations organized and operated exclusively for religious, charitable, or

educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (IRC), or, with respect to organizations organized outside of the United States, which would be within the meaning of Section 501(c)(3) of the IRC if organized and operated in the United States.

(c) The Board of Directors shall review all requests for funds and shall require that such requests specify the use to which the funds will be put and, if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee by resolution.

(d) The Board of Directors shall require that all grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors.

(e) The Board of Directors may, at its absolute discretion, refuse to make any grants or otherwise render financial assistance to or for any or all of the projects or purposes for which funds are requested.

(f) After the Board of Directors has approved a grant for a specific project or purpose, the Corporation may solicit funds for such grant, provided, however, that the Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for any other purpose within the purposes of the Corporation and approved in accordance with the provisions of this Article Ten. The final allocation of funds received is subject to the discretion of the Board of Directors based on its priorities.

2. **Designated Contributions.** The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Board of Directors shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

ARTICLE ELEVEN

Contracts, Checks, Deposits, and Funds

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. **Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution or unanimous written consent of the Board of Directors.

3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE TWELVE

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director or the Director's agent or attorney, for any proper purpose, at any reasonable time.

ARTICLE THIRTEEN

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end of the last day of September in a calendar year.

ARTICLE FOURTEEN

Corporate Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Commonwealth of Virginia," or such other words as shall be appropriate or required by the laws of the Commonwealth of Virginia.

ARTICLE FIFTEEN
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Non-Stock Corporation Law of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE SIXTEEN
Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by action of the Spiritual Director with the advice of the Board of Directors.

ARTICLE SEVENTEEN
Indemnification

1. **Limitation on Liability as a Director.** Service as a Director or officer of the Corporation is understood to be an act of personal generosity and commitment to the purposes of the Corporation. It is appropriate that Directors and officers be protected to the fullest extent permitted by law from exposure to personal liability and expense resulting from their position with the Corporation and actions taken on its behalf. Therefore, the Corporation adopts in full the provisions of Section 13.1.-870 *et seq.* of Virginia Corporations Law, as the same may hereafter be amended, and incorporates the same as part of these Bylaws.

2. **Indemnification.** To the extent permitted and in the manner provided by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprises, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. **Insurance.** The Corporation may purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable provisions of law.