

BY- LAWS
KAMPUCHEAN BUDDHIST SOCIETY

ARTICLE I
NAME OF THE CORPORATION

The name of the organization shall be the Kampuchean Buddhist Society, herein after referred to as the KBS.

ARTICLE II
PURPOSE

- A) The stated purposes of the Kampuchean Buddhist Society are organized:
- To preserve, promote and foster the Buddhist religion and philosophy.
 - To enhance and encourage the understanding of the Buddhist education and discipline.
 - To serve as a cultural center for meditating and teaching Khmer culture and language.
 - To improve the Watt Khmer Metta, Cambodian Buddhist Temple of the Kampuchean Buddhist Society in the State of Illinois to preserve the Khmer culture and civilization.
 - To educate and train new Buddhist monks and their followers.
- B) The KBS shall have such powers as are now or may hereafter be granted by the general Not-For-Profit Corporation of the State of Illinois, except as otherwise limited by its articles of incorporation or by these by-laws.
- C) No part of the income of this KBS shall inure to the benefit of any private shareholder or any individual except that the KBS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.
- D) The property of this KBS is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligation thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a not-for-profit fund, foundation or association which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954.

ARTICLE III
OFFICES

The KBS shall have and continuously maintain in the state of Illinois a registered office and a registered agent whose office is identical with such registered office, and the KBS may have such other offices as the Board of Directors from time to time determine.

**ARTICLE IV
MEMBERS**

- A) Members of the KBS shall include:
 - 1. All individual Buddhists who are 18 years of age or older
 - 2. The members are entitled to vote or to be nominated for candidacy of members of the Board of Directors of the KBS.
- B) The annual meeting of the membership shall be held in the fourth quarter of each year. Notice of the time and place of the meeting shall be called or mailed to each member not less than ten days before the meeting.

**ARTICLE V
BOARD OF DIRECTORS**

- A) **POWERS**

The duties of the Board of Directors shall be to establish general policies and oversee the business and affairs of the KBS. The Board of Directors shall serve a two-year term. At the end of a two-year term, each board member shall have an option to renew his/her term to remain as member of the Board of Directors for another two-year term.
- B) **NUMBER OF DIRECTORS**

The number of Directors of the Society shall not be less than eleven (11) or more than twenty one (21).
- C) **VACANCIES**

The Board of Directors may fill any vacancy for the un-expired board member term.
- D) **RESIGNATION**

Any director may resign at any time by giving written notice to the Board of Directors or Secretary of the Board of Directors. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date.
- E) **REMOVAL**

Any director may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Any director may also be removed, if he/she has three consecutive unexcused absences from regular Board of Directors meetings by failure to notify an officer or any director attending the meeting.

ARTICLE VI MEETINGS

A) ANNUAL MEETINGS

The annual meeting of the Board of Directors shall be held in the fourth quarter of each year. Notice of the time and place of the meeting shall be mailed to each director not less than ten days before the meeting.

B) REGULAR MEETINGS

Regular meeting of the Board of Directors shall be held quarterly at a time of fiscal year and place determined by the Board of Directors.

C) SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at any time on the call of President, Secretary or three (3) board members.

D) NOTICE OF THE MEETINGS

Notice of any meeting of the Directors, regular or special, stating the time and place which is to be held, shall be served personally or by regular mail, telephone call, or e-mail upon each director not less than five days before the meeting. The notice of any meeting shall state the purpose of proposed meeting. Business transacted at all meetings shall be confined to the subjects stated in the call and matters germane thereto.

E) QUORUM

One-third of directors shall constitute a quorum for the transaction of business at any meeting. The act of majority of the directors fifty one (51) percent at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by the law or by these by-laws.

F) PROXY

Each director shall have one vote and such voting may be done by proxy. Each board member can carry only one proxy.

ARTICLE VII OFFICERS

A) ELECTION AND TERM

The members elect the President of the Board of Directors, and the President shall appoint his/her Vice President(s) and select Officers of the KBS with the approval of the Board of Directors. The Officers of the KBS shall consist of the President, Vice President(s), Secretary, Treasurer, and such additional officers as the Board of Directors authorized. The President of the Board of Directors shall be elected for a term of two years and shall hold office until their successors are elected.

B) PRESIDENT

The President shall preside over all meetings of the Board of Directors and may sign, with any proper Officer of the KBS authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other documents, which the Board of Directors have authorized to be executed (except in case where the signing and execution thereof shall be expressly delegated by the Board of Directors by these by-laws to some other Officer or agent of the Society), and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

C) VICE PRESIDENT(s)

In the absence of the President or in the event of his/her inability to act, the Vice-President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and subjected to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

D) SECRETARY

The Secretary shall keep minutes of meetings of the Board of Directors in books provided for the purposes; be custodian of the corporate records; see that all notices are duly given in accordance with the provisions of these by-laws and as required by law; keep a register of the post office address of each director which shall be furnished to him/her by such director; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

E) TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the association; oversee the donations and receipts for moneys payable to the KBS from any sources whatsoever and deposit all such moneys in the name of the KBS in such banks, trust companies or other depositories as shall be selected, execute on behalf of the agency, when so directed by the Board of Directors, such documents may be necessary to effectuate the sale, exchange or transfer of financial documents; and in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

F) AUDITOR(s)

The auditor(s) shall monitor expenses and incomes and report them to the Board of Directors at regular intervals.

ARTICLE VIII COMMITTEES

A) EXECUTIVE COMMITTEE

The Executive Committee consists of officers of the board, which shall be empowered to act on behalf of the Board of Directors on matters requiring a decision between regular scheduled meetings of the Board of Directors.

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Decision made by the Executive Committee between regular meetings of the Board of Directors shall be reported and ratified at the regular Board of Directors meetings. If the Board does not ratify, such decision is not binding.

B) STANDING COMMITTEE

There shall be three (3) standing committees appointed by the President and approved by the Board of Directors. Standing committees shall have a minimum of three (3) members and will keep minutes of meetings. All acts of such committees shall be subject to approval of the Board of Directors,

1. FINANCE COMMITTEE

The Finance Committee shall prepare and submit the annual budget of the temple to the Board of Directors for approval.

2. SPECIAL EVENT COMMITTEE

The Special Event Committee shall be responsible for planning and organizing religious/cultural events and other fundraising activities and submit them to the Board of Directors for approval.

3. NOMINATING COMMITTEE

The nominating committee shall be appointed by the Executive committee to facilitate the election process for the position of President of the Board of Directors. The nominating committee shall create a slate of candidates for the election and maintain a list of candidates for the Board of Directors if a vacancy occurs. The committee shall recruit candidates for the Board of Directors from the membership of the KBS and present them to the Executive Committee for approval. An election of the President shall be held in the fourth quarter of fiscal year of the term. The committee shall determine eligibility criteria for candidates.

C) Ad-Hoc COMMITTEE

The Board of Directors shall, from time to time, appoint Ad-Hoc committee as needed. All acts of such committee shall be subject to the approval of the Board of Directors.

**ARTICLE IX,
CONTRACTS, CHECKS, DEPOSITS, FUND**

A) CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the KBS to enter into any contract or execute and deliver any document in the name or on behalf of the KBS. Such authority is general or confined to specific instances. Any contract with the amount of over five thousands (\$5,000) requires the approval of the Board of Directors.

B) DEPOSITS

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

C) CHECKS, DRAFTS, ETC.

All checks, drafts or other order for the payment of money, notes to other evidences of indebtedness issued in the name of the KBS shall be signed by such officer or officers, agent or agents, of the KBS and in such manner as shall from time to time be determined by resolution of the Board of Directors.

D) GIFTS

The Board of Directors or Abbot of the temple may accept on behalf of the corporation any gifts, contribution, or bequest for the general purpose or any special purpose of the KBS.

**ARTICLE X
PROPERTIES, EMBLEM AND FLAG**

A) PROPERTIES

The activities and operation of the KBS shall be financed by funds derived from the membership and general Cambodian community. All monies shall be deposited and maintained in bank accounts opened by the KBS. All property, monetary or otherwise, shall be listed on a written inventory. All contributions and property of the KBS shall be used for the benefit of the Cambodian community and not for the profit or benefit any Director or Officer.

B) EMBLEM AND FLAG

The KBS emblem shall be designed as follows:
The Buddhist flag shall be used as the formal flag of the KBS.
The insignia shall be used on the letterhead and official stamp.