

BYLAWS
OF
DRIKUNG SEATTLE

March 20, 2013

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Article I - NAME

This organization shall be known as Drikung Seattle, a nonprofit, religious organization incorporated under the laws of the State of Washington.

Article II - PURPOSE

The Drikung Seattle was founded as a religious organization to support the study and practice of Buddhism according to the tradition of the Drikung Kagyu lineage. Drikung Seattle is organized exclusively for religious, educational, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III - BOARD OF DIRECTORS

Section A - Powers and Duties

The general management of the property, funds, activities and business of Drikung Seattle shall be the responsibility of the Board of Directors (hereinafter "Board"). For this reason, the Board shall be vested with the powers possessed by Drikung Seattle including the powers to:

- (1) determine the policies of Drikung Seattle and pursue its purposes,
- (2) appoint and remunerate agents and employees,
- (3) disburse the funds of Drikung Seattle, and
- (4) adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of Drikung Seattle (in their present form or as they may be amended) or any applicable law.

Section B - Composition

The initial Board shall consist of the six persons named in Drikung Seattle's Articles of Incorporation. Thereafter, the number of Directors constituting the entire Board shall be no less than six. Subject to the foregoing, the number of Board members may be fixed from time to time by action of the Directors. The number of Directors may be increased or decreased by action of the Board, provided that any action by the Board to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any Director then in office. Each Director shall be at least 18 years of age.

Section C - Election

The first Board shall consist of those persons named as the initial Board in the Articles of Incorporation of Drikung Seattle. They shall hold office until their successors have been duly elected. Directors shall serve for a term of two years. Thereafter, at every other Annual Meeting of the Board beginning in the year 2015, the sitting Directors shall elect Directors. Candidates for election as a Director shall be selected with the advice and consent of the Spiritual Director. Each Director shall hold office until their successor has been duly elected and qualified, they resign, or they are removed as hereinafter provided.

Section D - Resignations

A Director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board.

Section E - Vacancies

Newly-created Directorships or vacancies in the Board may be filled by a vote of majority of the Board then in office, although less than a quorum. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

Section F - Board Meetings

Subsection 1 - Annual and Other Board Meetings

An Annual Meeting of the Board shall be held once each fiscal year. All other meetings shall be held at such time and place as shall be fixed by the Board from time to time. Any meeting may be held at such place within or without the State of Washington as the Board may from time to time fix.

Subsection 2 - Notice of meetings

Meetings may be called by or at the direction of the Spiritual Director, the President, or by a majority of the Directors then in office. Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board in sufficient time for the convenient assembly of the Board. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

Subsection 3 - Quorum and Procedure

A majority of the entire membership of the Board shall constitute a quorum. At any meeting held to remove one or more Directors, a quorum shall consist of a majority of the Directors not counting the Directors who are the subject of removal proceedings. Whenever a vacancy on the Board shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these Bylaws, the acts of the Board shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. The President shall preside at all

meetings of the Board. If there is no President or, in the President's absence, the Vice President shall preside and, failing this, any other Director or Officer chosen by the Board, shall preside.

Section G - Committees, Teams and Work Groups

Whenever the Board shall consist of more than three persons, the Board may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees, teams or work groups with such powers as the Board may lawfully delegate consistent with Drikung Seattle's purpose.

Article IV - OFFICERS

The officers of Drikung Seattle are the Spiritual Director, President, Secretary, and Treasurer. From among its members, the Board may elect or appoint the President, Secretary, Treasurer and such other officers as the Board may determine. Any two or more offices may be held by the same person.

Section A - Founder and Spiritual Director

Until his resignation or death, the Spiritual Director of Drikung Seattle shall be His Eminence Garchen Tritrül Tenpai Nima of Gar Monastery in Eastern Tibet (civil birth name: Quijiangcai Gong) (hereinafter "His Eminence"). The Spiritual Director holds a seat on the Board and also has the same functions as those normally associated with a Chairman of the Board.

The Spiritual Director or his Representative shall guide the religious education and practice of the members, and ensure that the affairs of Drikung Seattle are conducted in accordance with Buddhist philosophy and precepts. The Spiritual Director or his Representative shall preside over all Annual General Meetings and Board meetings of Drikung Seattle. His Eminence has appointed Lama A Bao as his Representative in all matters when His Eminence is unavailable.

His Eminence founded Drikung Seattle. Consistent with Tibetan Buddhist traditions, His Eminence holds a special and unique role in the direction and operations of Drikung Seattle. To the fullest extent permitted by law and Drikung Seattle's nonprofit and tax exempt status, Drikung Seattle and its operations shall be managed in accordance with His Eminence's direction and guidance.

Section B - President

The President shall be the chief executive officer of Drikung Seattle, shall have the responsibility for the general management of the affairs of Drikung Seattle, and shall carry out the resolutions of the Board consistent with Drikung Seattle's purpose.

Section C - Vice President

The Vice President, in the absence of the President, shall perform the duties of that office.

Section D - Treasurer

The Treasurer shall have the care and custody of all of the funds and assets of Drikung Seattle, and shall ensure the deposit of funds in the name of Drikung Seattle in such bank accounts as the Board may from time to time determine. When duly authorized by the Board or when the expenditure is within Drikung Seattle's authorized budget, the Treasurer and other individuals authorized by the Board may sign checks, drafts, notes, orders for the payment of money, and

contracts. The Treasurer shall also operate Drikung Seattle's bank accounts jointly with the Spiritual Director of Drikung Seattle or his Representative. In addition, the Treasurer shall:

- (1) ensure that an account is maintained of all moneys received and expended for the use of Drikung Seattle;
- (2) ensure that all monies of Drikung Seattle are deposited in a bank or banks or trust company or trust approved by the Board of Directors, and make authorized disbursements;
- (3) render a report of the finances of Drikung Seattle at least once each year and whenever requested by the Board or the Spiritual Director or his Representative, including a review of all receipts and expenditures for the current year.

Section E - Secretary

The Secretary shall keep the minutes of Board meetings. The Secretary shall serve notices for Drikung Seattle which shall have been authorized by the Board, and shall have responsibility for all non-financial corporate books and records related to the Secretary's functions, such as minutes and required corporate reporting of Drikung Seattle.

Article V - Membership

Section A - Initial Members

The persons signing the Certificate of Incorporation as Incorporators shall be the first members of Drikung Seattle, unless they shall have resigned as such members or unless membership shall otherwise have been terminated.

Section B - Membership Criteria

Consistent with the purpose of Drikung Seattle, it is the founders' intent that participation in Drikung Seattle be open to all interested individuals free of any unnecessary restrictions. Membership is available to all persons who support the purposes set forth in Article II above, without regard to race, sex, ethnicity, age or physical disability.

For orderliness and good organization, qualifications for membership, and the manner of and admission into membership may be defined by Board. Resolutions or rules adopted by the Board may prescribe, with respect to all members, the amount and manner of imposing and collecting any fees, dues or other assessments, the manner of suspension or termination of membership, and for reinstatement of membership, and the rights, liabilities and other incidents of membership.

Section C - Member Meetings

Any Annual or Special Meeting of Members may be held at such place within or without the State of Washington as the President or Board of Drikung Seattle may from time to time fix. In the event the Board shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with the law, then, in such event, such meeting shall be held at the principal office of Drikung Seattle.

Annual or Special Meetings of Members may be called by the Board, or by any officer of Drikung Seattle instructed to do so by the Board, except to the extent that Directors may be

required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

Written or electronic notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called.

Meetings of the members shall be presided over by the President, or, if the President is unavailable, by a Chair to be chosen by a majority of the Directors. Meetings may be held in person, via telephone or through other electronic means as designated by the President or Board.

Article VI - SEALS, TRADEMARKS AND OTHER INDICIA

The Drikung Seattle shall have the sole right to adopt and control completely the use of its Corporate Seal, and such other seals and logos, trademarks and service marks, or other indicia as it may deem suitable and appropriate. The use of the Corporate Seal shall, in general, be confined to its printing or affixation in connection with duly authorized and official actions of the Board.

Article VII - LIMITATIONS OF LIABILITIES

No member, officer, agent, employee or staff member of Drikung Seattle shall be liable for any act or failure to act, on the part of any other member, officer, agent, employee or staff member of this Drikung Seattle except for acts or failure to act arising out of willful misfeasance.

Section A - Indemnification

The Drikung Seattle may indemnify any or all of its Directors or Officers or former Directors and Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of Drikung Seattle, except in relation to matters as to which such Director or Officer or former Director shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section B - Insurance

The Drikung Seattle shall maintain adequate insurance, at its expense, to protect itself, its members and any person against liability, cost or expense for liabilities arising under this Article, in the normal course of Drikung Seattle's operations, or as otherwise provided by the Board.

Article VIII - AMENDMENT OF BYLAWS

Section A - Procedure

These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the members of the Board who shall be present or represented by proxy at any meeting duly called by Drikung Seattle, or by a majority vote of such members responding to a mail ballot, provided a notice of the substance of the proposed change is mailed to all such members at

least fifteen (15) days prior to the time fixed for the meeting at which a vote will be taken, or at the time fixed for a return of mail ballots.

Section B - Ballots

When proposed changes to the Bylaws are sent by mail or electronic means, those eligible to cast ballots shall mail or electronically submitted the same to Drikung Seattle's headquarters office. At the time fixed for the counting of the vote, the Secretary shall open the ballots, tabulate the same, and report in writing to the membership on the results.

Article IX - DISSOLUTION

- A. With the advice and consent of the Spiritual Director, the Board may dissolve this Drikung Seattle.
- B. Dissolution shall be conducted consistent with applicable Internal Revenue Service regulations with the assets being distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- C. In consultation with the Spiritual Director, upon dissolution of the corporation, assets shall be distributed in the following order of preference.
 1. The Gar Göñ Jangchub Chöling Monastery, a Tibetan Buddhist Monastery founded in the 16th century in Eastern Tibet, located in the Nangchen District, Yu-Shu Autonomous Prefecture, Qinghai Province, China.
 2. If distribution to the Gar Göñ Jangchub Chöling Monastery is not feasible or permissible, the assets of Drikung Seattle shall be distributed to one or more exempt purposes for the benefit of the Drikung Kagyu lineage of Tibetan Buddhism.
 3. If distribution to the Gar Göñ Jangchub Chöling Monastery or the Drikung Kagyu lineage of Tibetan Buddhism is not feasible or permissible, the assets of Drikung Seattle shall be distributed to one or more exempt purposes, primarily for the benefit of Tibetan Buddhism
 4. If distribution to the Gar Göñ Jangchub Chöling Monastery, the Drikung Kagyu lineage and Tibetan Buddhism are not feasible or permissible, the assets of Drikung Seattle shall be distributed to one or more exempt purposes as determined by the Board in consultation with the Spiritual Director.
- D. Should any assets remain after all Board-authorized dispositions are implemented, the remaining assets, if any, shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: March 20, 2013