

**BYLAWS OF TRIPLE GEM OF THE NORTH**

**ARTICLE I**  
**OFFICES**

**SECTION 1: PRINCIPAL**

The principal office of Triple Gem of the North is located in Hennepin County in the State of Minnesota.

**SECTION 2: CHANGE OF ADDRESS**

The designation of the county or state of Triple Gem of the North's principal office may be changed by amendment of these Bylaws. The Board of Trustees may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not require an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_ Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_ Dated: \_\_\_\_\_, 2004  
\_\_\_\_\_ Dated: \_\_\_\_\_, 2004

**SECTION 3: OTHER OFFICES**

Triple Gem of the North may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board Trustees may, from time to time, designate.

**ARTICLE 2**  
**NONPROFIT PURPOSES**

**SECTION I: IRC SECTION 501(C)(3) PURPOSES**

Triple Gem of the North is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

**SECTION 2: SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of Triple Gem of the North shall be:

1. To promote the study and practices of the teachings of Lord Buddha
2. To support and maintain inter-religious communication and cultural exchange
3. To establish and maintain a Buddhist library
4. To issue and distribute literature directly related to the above objectives
5. To acquire and hold land for the purpose of establishing a monastic residence for Buddhist monks and nuns, an institution for the study of the Buddhism canon, and a place of worship and practice for the local Buddhist community.
6. To engage in other formal and informal activities related to Buddhist education and practices
7. To affiliate with other organization whose objectives are similar to the above

**ARTICLE 3**  
**TRUSTEES**

**SECTION 1: NUMBER**

Triple Gem of the North shall have no less than four trustees and no more than eight trustees and collectively they shall be known as the Board of Trustees. Such number may be increased or decreased by the amendments of these Bylaws, provided that no decrease shall affect the shortening of the term of any incumbent trustee.

**SECTION 2: QUALIFICATIONS**

Trustees shall be of the age of majority in this state. Other qualifications for trustees of Triple Gem of the North shall be as follows:

1. At least one and not more than three Board positions shall be filled with ordained Buddhist monks
2. All trustees must be practicing Buddhist teachings.

**SECTION 3: POWERS**

Subject to the provisions of the laws of the State of Minnesota and any limitations in the Articles of Incorporation and these Bylaws relating to the activities and affairs of Triple Gem of the North shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.

**SECTION 4: NOMINATIONS**

Candidates will be nominated by the President and subject to the approval of the Board of Trustees. Those interested in serving on the board may ask that they be nominated.

**SECTION 5: DUTIES**

It shall be the duty of the trustees to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of Triple Gem of the North
3. Meet at such times and places as required by these Bylaws
4. Register their addresses with the Secretary of Triple Gem of the North, and notices of meetings mailed, emailed or otherwise communicated to them at such addresses shall be valid notices thereof.

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### **SECTION 6: TERM OF OFFICE**

Each board member will hold office for a period of four years. The trustees who are not ordained Buddhist Monks will not serve two consecutive terms without at least two years between terms. There is no limit to the number of consecutive terms that ordained Buddhist Monks or nuns may serve.

### **SECTION 7: COMPENSATION**

Trustees shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. All such payments will be subjected to the approval of the Board of Trustees.

### **SECTION 8: PLACE OF MEETINGS**

Meetings shall be held at the principal office of Triple Gem of the North unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Trustees.

### **SECTION 9: REGULAR MEETINGS**

Regular meetings of Trustees shall be held at least four times per year at an agreed upon time and place.

Trustees shall be elected every year by the Board of Trustees at the regular meeting of trustees held in January. Trustees may also be added at other times of the year.

### **SECTION 10: SPECIAL MEETINGS**

Special meetings of the Board of Trustees may be called by the President, the Vice-President, the Secretary, by any two trustees, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at an agreed upon time and place.

### **SECTION 11: NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Trustees.

- a) Regular Meetings. No notice need be given of any regular meeting of the Board of Trustees.
- b) Special Meetings. The Secretary of Triple Gem of the North shall give at least one week prior notice to each trustee of each special meeting of the Board.
- c) Waiver of Notice. When a notice of a meeting is required to be given to any trustee of Triple Gem of the North under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the trustee, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

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### **SECTION 12: QUORUM FOR MEETINGS**

A quorum shall consist of three members of the Board of Trustees, one of which must be either the President or the Vice-President. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Members of the Board of Trustees may participate by phone with the same privileges and responsibilities as if present in person.

### **SECTION 13: MAJORITY ACTION AS BOARD ACTION**

Every act of decision made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage of different voting rules for approval of a matter by the Board. The Board will always try to reach agreement by consensus. If consensus cannot be reached, votes shall be taken by secret ballot and a decision made by a simple majority.

### **SECTION 14: CONDUCT AT MEETINGS**

Meeting of the Board of Trustees shall be presided over by the President of Triple Gem of the North; or in his or her absence, by the Vice-President of Triple Gem of the North; or in the absence of each of these persons, by a Chairperson chosen by a majority of the trustees present at the meeting. The Secretary of Triple Gem of the North shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Trustees, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

### **SECTION 15: VACANCIES**

Vacancies on the Board of Trustees shall exist (1) on the death, resignation or removal of any trustee, and (2) whenever the number of authorized trustees is increased.

Any trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if Triple Gem of the North would then be left without a duly elected trustee or trustees in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Trustees may be removed from office, with or without cause, based on majority decision of the Board of Trustees as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Trustees. If the number of trustees then in office is less than a quorum, a vacancy on the Board may be

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filled by approval of a majority of the trustees then in office or by a sole remaining trustee. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Trustees or until his or her death, resignation or removal from office.

### **SECTION 16: NON-LIABILITY OF DIRECTORS**

The trustees shall not be personally liable for the debts, liabilities, or other obligations of Triple Gem of the North.

### **SECTION 17: INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The trustees and officers of Triple Gem of the North shall be indemnified by Triple Gem of the North to the fullest extent permissible under the laws of this state.

### **SECTION 18: INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Triple Gem of the North (including a trustee, officer, employee or other agent of Triple Gem of the North) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not Triple Gem of the North would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 4**  
**OFFICERS**

**SECTION 1: DESIGNATION OF OFFICERS**

The officers of Triple Gem of the North shall be President, Vice President, Secretary, and Treasurer. Triple Gem of the North may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Trustees. No officer shall hold more than one office.

**SECTION 2: QUALIFICATIONS**

Any person serving as a Trustee may serve as officer of Triple Gem of the North except that the President must be an ordained Buddhist monk who is serving as a Trustee and the Vice President must be a lay person who is also serving as a Trustee.

**SECTION 3: ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Trustees at any time, and each officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**SECTION 4: REMOVAL AND RESIGNATION**

The Board of Trustees may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of Triple Gem of the North. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 5: VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Trustees. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

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### **SECTION 6: DUTIES OF PRESIDENT**

The president shall be the Chief Executive Officer of Triple Gem of the North and shall, subject to the control of the Board of Trustees, supervise and control the affairs of Triple Gem of the North and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of Triple Gem of the North, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Trustees. The president shall also have the power to veto decisions taken by the Board of Trustees except when the decision is to remove a Trustee or an officer.

### **SECTION 7: DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

### **SECTION 8: DUTIES OF SECRETARY**

The secretary shall:

1. Certify and keep at the principal office of Triple Gem of the North the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of Triple Gem of the North or at such other place as the Board may determine, a book of minutes of all meetings of the trustees, and, if applicable, meetings of committees of trustees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of Triple Gem of the North and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of Triple Gem of the North.
5. Keep at the principal office of Triple Gem of the North a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

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6. Exhibit at all reasonable times to any trustee of Triple Gem of the North or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the trustees of Triple Gem of the North
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required

### **SECTION 8: DUITES OF TREASURER**

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of Triple Gem of the North, and deposit all such funds in the name of Triple Gem of the North in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.
2. Receive, and give receipt for, monies due and payable to Triple Gem of the North from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of Triple Gem of the North as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of Triple Gem of the North's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any trustee of Triple Gem of the North, or to his or her agent or attorney, on request therefore.
6. Render to the President and trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of Triple Gem of the North.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of Triple Gem of the North, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

### **SECTION 10: COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Trustees. In all cases, any salaries received by officers of Triple Gem of the North shall be reasonable and given in return for services actually rendered to or for Triple Gem of the North.

**ARTICLE 5**  
**COMMITTEES**

**SECTION 1: EXECUTIVE COMMITTEE**

The Board of Trustees may, by a majority vote of its members, designate an Executive Committee consisting of three Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of Triple Gem of the North, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

**SECTION 2: OTHER COMMITTEES**

Triple Gem of the North shall have such other committees as may from time to time be designated by resolution of the Board of Trustees. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

**SECTION 3: MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The Board of Trustees may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1: EXECUTION OF INSTRUMENTS**

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of Triple Gem of the North to enter into any contract or execute and deliver any instrument in the name of and on behalf of Triple Gem of the North, and 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 Triple Gem of the North by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2: CHECKS AND NOTES**

All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Triple Gem of the North less than or equal to \$500 shall be signed by one member of the Executive committee and such other evidence of indebtedness greater than \$500 shall be signed by two members of the Executive Committee. All such instruments of an amount greater than \$1000 shall require prior approval of the Board of Trustees.

**SECTION 3: DEPOSITS**

All funds of Triple Gem of the North shall be deposited from time to time to the credit of Triple Gem of the North in such banks, trust companies, or other depositories as the Board of Trustees may select.

**SECTION 4: GIFTS**

The Board of Trustees may accept on behalf of Triple Gem of the North any contribution, gift, bequest, or other financial device for the nonprofit purposes of Triple Gem of the North.

**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1: MAINTENANCE OF CORPORATE RECORDS**

Triple Gem of the North shall maintain:

- a) Minutes of all meetings of trustees, committees of the Board and, if Triple Gem of the North has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses
- c) A record of its members, if any, indicating their names and addresses
- d) A copy of Triple Gem of the North's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the public, if any, of Triple Gem of the North at all reasonable times during office hours

**SECTION 2: CORPORATE SEAL**

The Board of Trustees may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of Triple Gem of the North. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**SECTION 3: DIRECTORS' INSPECTION RIGHTS**

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Triple Gem of the North and shall have such other rights to inspect the books, records and properties of Triple Gem of the North as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**SECTION 4: RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provision of this Article may be made in person, by agent or attorney. The right to inspection shall include the right to copy and make extracts.

**SECTION 5: PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of Triple Gem of the North, to be so prepared and delivered within the time limits set by law.

**ARTICLE 8**  
**IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

**SECTION 1: LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of Triple Gem of the North shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code). Triple Gem of the North shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, Triple Gem of the North shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 2: PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of Triple Gem of the North shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that Triple Gem of the North shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Triple Gem of the North.

**SECTION 3: DISTRIBUTION OF ASSETS**

Upon the dissolution of Triple Gem of the North, its assets remaining after payment, or provision for payment, of all debts and liabilities of Triple Gem of the North shall be distributed for one or more non-profit Buddhist organizations in the United States within the meaning of Section 501(C)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 9**  
**SETTLEMENT OF DISPUTES**

All members shall attempt to resolve any and all disputes in a peaceful, democratic and responsible manner in keeping with traditions of Buddhist heritage and culture.

All disputes arising out of concerns of the conduct of a member of the order of the Buddhist monks shall be referred to a Committee of Ordained Theravada, Mahayana or Vajrayana monks. Such a Committee shall consist of one or more senior members of the Ordained Theravada, Mahayana or Vajrayana monks residing in North America. Such a committee must be appointed by the hierarchy of the Buddhist monks with the consent of the Board of Trustees. The decision of such committee shall be final and binding to all parties.

Any disputes between the lay trustees or the general membership shall be referred to an Arbitrator. Such an Arbitrator shall be selected from a panel who will be willing to act without remuneration.

**ARTICLE 10**  
**FISCAL YEAR**

The fiscal year of Triple Gem of the North shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 11**  
**AMENDMENT OF BYLAWS**

Subject to the power of the members, if any, of Triple Gem of the North to adopt, amend or repeal the Bylaws of Triple Gem of the North and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Trustees.

**ARTICLE 12**  
**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of Triple Gem of the North, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding documents of Triple Gem of the North filed with an office of this state and used to establish the legal existence of Triple Gem of the North.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 2004 as amended from time to time, or to corresponding provisions of any future federal tax code.