

# Recovery Dharma Global By-Laws

(rev. 2021-12-12)

<b>Article I Overview of Organization</b>	Section A	Name  The name of the Organization shall be Recovery Dharma Global, Inc. (hereinafter RDG). RDG is incorporated in the State of Florida and may maintain offices and/or do business in Florida and/or other locations in the United States and the World.
	Section B	Definitions  <ol style="list-style-type: none"><li>1. Member: any person who is a member of any Recovery Dharma sangha</li><li>2. Sangha: any group of members who gather in practice</li><li>3. Inter-Sangha: a collective of sanghas that organize amongst themselves</li></ol>
	Section C	Objectives  RDG supports peer-led and locally governed Recovery Dharma meetings providing meditation and dharma study for those who seek opportunities for supporting recovery from all forms of addiction through Buddhist practice, knowledge, and development. In service of these goals, RDG will:  <ol style="list-style-type: none"><li>1. Develop, publish, and distribute recovery-oriented material to encourage recovery, using Buddhist practice and principles.</li><li>2. Maintain listings of Recovery Dharma meetings and communities, provide resources to help build Recovery Dharma communities, develop regional networks, and encourage and support the formation of recovery meetings,</li><li>3. Provide support for social media communication, websites, and other online collaboration.</li><li>4. Coordinate and support regional and national conferences, and training opportunities, which contribute to the growth and development of Recovery Dharma communities.</li></ol> RDG may engage in activities that support and further the mission of Recovery Dharma, as long as those activities are not in conflict with any of these by-laws or other laws or regulations governing not-for-profit organizations.
<b>Article II Board of Directors</b>	Section A	Purpose  RDG is organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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		<p>The Board of Directors is empowered and entrusted to adopt policies to ensure the safe, effective and compassionate operation of RDG in support of its mission, and to protect and manage the assets of the Organization.</p>
	Section B	<p>Number of Directors (quorum)</p> <p>The Board shall be composed of no less than four (4) members, and up to twelve (12) members. At any meeting of the Board, a majority of active members of the Board shall constitute a quorum.</p>
	Section C	<p>Meetings</p> <p>The Board will schedule regular meetings. Any Director may call for a special Board meeting to address specific issue(s). Attendance at Board meetings may be in person or by video or other electronic connection.</p> <p>The Board shall hold its annual meeting once per year during the third quarter (July-September). Directors not at the meeting will be provided the opportunity to participate by video or other electronic connection. Such Annual Meeting shall be open to all Recovery Dharma members participating in the work or activities of the Organization or otherwise interested, and such members may offer motions for the Board to consider or matters for discussion by the Board from the floor during the meeting.</p>
	Section D	<p>Qualification of Directors</p> <p>The Board accepts that the foundation of RDG rests upon mindful and caring relationships with those around us. Directors are members of our community and are asked to adhere to the following: We undertake the five precepts to refrain from:</p> <ol style="list-style-type: none"><li>1. Killing; we adopt the intention of non-harming.</li><li>2. Taking what does not belong to us; we commit to not misappropriating or diverting organizational funds.</li><li>3. False speech; we commit to cultivating the qualities of loving-kindness and honesty in our communication.</li><li>4. Sexual misconduct; we commit to avoiding the use of power, force, manipulation or authority in order to engage in sexual relationships.</li><li>5. Intoxicants that cause loss of awareness; we commit to action and behavior that support mindfulness while participating in meetings and communities.</li></ol>

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		<p>If a Director is made aware that a complaint or grievance regarding their conduct in violation of these standards may be forthcoming, the affected Director will immediately notify the Board by written notice to the President, of the existence or potential of such complaint or grievance. Failure to provide such notice in a timely manner will constitute a violation of the standards of conduct expected of Directors.</p>
	Section E	<p>Nominations to the Board of Directors</p> <p>Nominations are confirmed through a process outlined in the Nomination/Election Committee guidelines.</p>
	Section F	<p>Election of Directors</p> <p>Directors will be elected by electronic ballot prior to the Annual Conference. Members may cast the same number of votes as open seats.</p> <p>The Board shall set the date each year at which voting shall begin for directors and define a period of no less than seven (7) days during which votes may be cast.</p> <p>Candidates receiving the highest number of votes shall be elected as Directors, provided that no more than two Directors may have a primary residence in the same Region (to be defined prior to the start of the election cycle) as another Director. In the event of a tie, there will be a runoff election.</p> <p>Elected Directors will be announced at the Annual Conference and shall take office at the following month's regularly scheduled Board meeting.</p> <p>Six (6) Directors shall be elected every other year, so that terms will be staggered.</p>
	Section G	<p>Terms/Resignation</p> <p>Each Board Member shall serve a term of four (4) years. A Director can only serve two consecutive terms. A Director may resign by giving written notice to the President. The Board may appoint a successor to take office when the resignation becomes effective.</p>
	Section H	<p>Special Seats</p> <p>When a Director leaves the Board, a special seat will be available during the next regular election for the remainder of the prior</p>

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		<p>Director’s term. The Nomination Committee and the Board are also empowered to do any of the following:</p> <ol style="list-style-type: none"> <li>1. Appoint: In the event of an unexpected vacancy on the Board that puts fiduciary duties at risk or other reason that has been previously agreed upon, the Board may fill the vacancy by appointment by asking the Committee to recommend members for its consideration. The Board may also consider the top vote-getters from the previous election. Appointments are approved by a vote and will remain in effect until the next regular election.</li> <li>2. Leave Vacant: If the regular election cycle is starting within thirty (30) days, no appointment will be made. If the Board falls below four (4) members, the seat must be filled immediately.</li> <li>3. Election: A special election may be called in collaboration with the Board and the Committee, if it is deemed necessary to fill enough vacancies on the Board, and if that a special election will not interfere or run too closely to the regular election. The person elected will fulfill the remainder of the prior Director’s term.</li> </ol>
	Section I	<p><b>Removal of Directors</b></p> <p>Any Director may be removed for cause by the Board by a minimum of a two-thirds vote of the entire Board. Removal for cause may be based on one of the following:</p> <ol style="list-style-type: none"> <li>1. If by the determination of the Board, or a committee designated to make such determination, the Director has engaged in conduct materially and seriously prejudicial to the interests of RDG.</li> <li>2. After missing three (3) consecutive meetings of the Board.</li> </ol> <p>Any action to remove a Director may be considered at a regular or special Board Meeting. Any Director facing removal or suspension for cause, shall be given an opportunity to be heard and/or present evidence prior to a vote.</p>
	Section J	<p><b>Conflicts of Interest</b></p> <p>All Directors shall abstain from voting on or participating in any transaction or arrangement that may benefit their personal interests, directly or indirectly. Whenever a Director has an interest in any matter coming before the Board of Directors, the affected person shall fully</p>

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		<p>disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.</p> <p>Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the organization to do so.</p>
	Section K	<p>Service Positions within Recovery Dharma</p> <p>While Directors are serving on the Board, they are deemed unavailable for service positions outside of the Board’s committees. This provision applies to being an administrator or spokesperson for any sanghas, intersanghas, or circles, and is meant to avoid the perception of conflict of interest, abuse of power, or coercion.</p>
	Section L	<p>Public Records</p> <p>The Secretary of the Board or designee shall be responsible to ensure accurate minutes are kept of all Board of Directors meetings. The minutes shall be distributed for review to all current Directors Minutes will be approved or amended by a vote at the next Board Meeting. Approved minutes shall be published on the Organization’s website.</p> <p>Board minutes, records, reports, and materials considered by the board will be posted on the website, except where the Board passes a motion to keep a specific portion confidential, or if the minutes or records pertain to a portion of a meeting designated as an Executive Session to discuss employment decisions, on-going legal controversies, or the removal or conflict of interest of a Director.</p> <p>Committees of the Board shall submit written reports from their meetings to the Board of Directors.</p> <p>RDG shall provide its Internal Revenue forms and filings, bylaws, conflict of interest policy, and financial records to any member who requests such records in writing within 30 days of receipt of such request.</p>
<b>Article III Grievance Procedure</b>		<p>Grievance Procedure</p> <p>As an organization committed to Buddhist ethics and in recognition of our duty as a Board of Directors to create and hold a safe and healthy space for those seeking recovery, we recognize that conflicts will inevitably arise within and concerning our community and its members. As an organization and a Board of Directors, our approach is to avoid a focus on good or bad, guilt or innocence, offenders and victims. Rather, our approach is based on making the conscious effort</p>

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		<p>to fully understand and address the suffering of all concerned.</p> <ol style="list-style-type: none"><li>1. A grievance may be brought forth by a member against any Director. The Director may resign at any point without further investigation or public disclosure until action is taken by the Board.</li><li>2. A grievance must allege a perceived violation of the Five Precepts and that violation must have occurred during the time that that person was working for or in service of RDG.</li><li>3. All formal grievances will be reviewed by the Executive Committee to see if it states an actionable claim as put forth above. If the grievance fails to state a claim, the Executive Committee will dismiss the claim.</li><li>4. In the event the Executive Committee determines the grievance has stated an actionable claim, then the grievance will be forwarded to the Board. The Board will evaluate the grievance and when appropriate, refer the parties to mediation in order to seek reconciliation.</li><li>5. When a grievance cannot be resolved through reconciliation, the Board may empower an ethics committee composed of no less than two current Directors and one non-interested party not a member of the Board, appointed by the President, to seek resolution and consultation regarding the grievance. When a conflict cannot be resolved through dialogue, mediation, and reconciliation, the committee will investigate and recommend to the Board a response or resolution.<ol style="list-style-type: none"><li>a. Upon formation of the committee, the grieved Director may be suspended without prejudice from direct roles within the organization for the duration of the committee's investigation.</li><li>b. The formal process will begin upon the submission of a clear statement of the acts or omissions forming the basis of the grievance. The statement may be made by an affected party, the President of the Board of Directors, or any interested member alleging harm.</li><li>c. Upon receipt of the complaint, the Ethics Committee shall:<ol style="list-style-type: none"><li>i. Conduct closed interviews with the involved parties, if they are willing and available,</li><li>ii. Give all parties a full and fair opportunity to respond and be heard;</li><li>iii. Seek review of any reports or investigations conducted by other legal or Buddhist-affiliated organizations;</li><li>iv. Seek other information that may be helpful to fairly and compassionately determine what would best support and protect the Organization and its members and,</li><li>v. Ask other people to provide pertinent information.</li></ol></li></ol></li><li>a. All proceedings of the committee will be held confidential for the duration of the proceeding.s and will be kept confidential</li></ol>
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		<p>following the committee’s considerations at the specific request of the party consulted.</p> <p>b. When the committee is satisfied they are fully informed, and in a timely manner, the committee will make a confidential, consensus-based report of their findings to the full Board of Directors 30 days after the Ethics Committee receives the grievance. The report will inform the Board if the grievance is founded, unfounded, or unable to be determined. If no consensus can be reached, a minority report(s) or reports may be presented and considered by the Board. The committee may make recommendations including but not limited to:</p> <p>i. Suspension or removal from the Board of Directors or other service positions connected to RDG</p> <p>ii. Removal from participation in organizationally sponsored events, workshops, conferences, or activities</p> <p>iii. No official action by the Organization.</p> <p>iv. Extend time to review and conduct additional follow-up and investigation.</p> <p>c. The Board may adopt, amend, or reject the findings of the committee by a two-thirds vote of members present at a regular or special meeting of the Board for which notice is given that the report will be considered.</p> <p>d. In the event the Board determines the grievance is founded it may follow any recommendation of the Ethics Committee with or without amendment.</p> <p>e. Any action of the Board may be publicly released at the discretion of the Board.</p>
<b>Article IV Member Voting</b>	Section A	<p>General Membership Criteria</p> <p>Membership is open to all individuals who have self-identified as members of a local meeting or sangha, inter-sangha, or another recognized division of Recovery Dharma.</p>
	Section B	<p>Single Class of Voting Membership.</p> <p>The Organization shall have one class of voting Membership consisting of those individuals defined above.</p>
	Section C	<p>Member Voting Rights</p> <p>Members are entitled to cast one vote unless provisions within these Bylaws allow more than one vote.</p>
	Section D	<p>Voting Method</p> <p>Voting may be by voice or by ballot at a meeting, or by written or</p>

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		electronic ballot.
<b>Article V Indemnification</b>		<p>Indemnification of Directors, Officers, and Employees</p> <p>RDG shall indemnify, defend and hold harmless its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney’s fees) by reason of liability imposed upon the Organization, arising out of or related to organization’s activities, whether caused by or contributed to by the party indemnified herein, unless caused by the sole negligence or willful misconduct of the member or any other party indemnified herein.</p> <p>RDG may elect to purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, contractor, or agent of the organization or is or was serving at the request of the organization as a director, officer, employee, contractor, or agent of another organization, partnership, joint venture, trust, or other enterprise, whether or not the organization would have the power to indemnify the person against such liability under the provisions of this section.</p>
<b>Article VI Officers</b>	Section A	<p>Positions</p> <p>There will be a President, Vice-President, Treasurer, and Secretary. No one person may occupy or serve in more than one of the Organizational positions.</p>
	Section B	<p>Terms</p> <p>Officers shall serve one-year terms. Officers can only serve two consecutive terms for the same office.</p>
	Section C	<p>Election</p> <p>The board shall nominate candidates from within its members to fill each position. Election shall occur no earlier than the second monthly Board meeting after the Annual Meeting. Election to any position shall be by a vote of those Directors present at the meeting.</p>
	Section D	<p>Duties</p> <p>1. The President may preside over all meetings of the fellowship, or appoint that to any other Board member.. The President shall be an ex-officio member of all committees of this organization unless otherwise stated. The President shall sign and execute all documents of the organization. The signature of the President shall be attested to by the Secretary.</p>



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		<p>2. Vice President will assume the role of President if the President resigns, becomes incapacitated. The Vice President may also perform any functions that are delegated by the President. The Vice President will serve on and oversee the Nominations Committee.</p> <p>3. The Secretary shall be responsible for creating and circulating the agenda prior to each Board meeting and to keep a complete record of all Board correspondence. The Secretary shall keep minutes of all the meetings of the Board that record the place and time of the meeting, the names of all persons present, the business transacted, the resolutions passed, and any items that may be of interest to the organization. The Secretary shall keep a current list of contact information for Directors. The Secretary will comply with all provisions as stated in the Public Records section. It is the Secretary’s responsibility to make sure that approved meeting minutes, including treasurer’s report, are posted to the website. For internal Board purposes, the term “Registrar” may be used instead of Secretary.</p> <p>4. The Treasurer shall be responsible for all payments, including recurring charges and all other bills, as approved by the Board. The Treasurer shall make a monthly report to the Board. The Treasurer shall chair the Treasury committee if one is established. In the absence of the Treasurer, the power to sign checks may be delegated by the Treasurer or President to another Board member. The Treasurer is responsible for ensuring that taxes are prepared and filed. The Treasurer shall prepare, publish and make available to the public such annual report.</p>
	Section E	<p>Removal of Officers</p> <p>Officers serve at the pleasure of the Board and can be removed at any time by vote of the Board.</p>
<b>Article VII Committees</b>	Section A	<p>Establishing Committees</p> <p>The President is empowered to establish standing or ad hoc committees and appoint Directors and/or members to serve on those committees. Ad hoc committees shall not exceed the term of the President who established them.</p> <p>Committees are empowered to conduct investigations and studies, solicit input from members, make recommendations to the Board, and carry on activities delegated to them by the Board.</p>
	Section B	Executive Committee

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		<p>There shall be a standing Executive Committee composed of the President, Vice President, Treasurer and Secretary of the Board. The Executive Committee is authorized to broadly apply Board positions and policies to respond to emergent concerns in a timely manner.</p> <p>Any Executive Committee member may advise and consent only pertaining to policy, positions, committees or actions that have been the subject of discussion and voting by the entire Board as provided herein.</p>
<b>Article VIII Restrictions</b>	Section A	<p>Use of funds (financial policy, private benefit excluded)</p> <p>No substantial part of the activities of this organization 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), and this organization 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.</p> <p>Notwithstanding any other provisions of these bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by a organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.</p>
	Section B	<p>Board approval of expenditures</p> <p>Any Director or committee may request individual expenditures up to two thousand dollars (\$2000) which can be made with approval by the Treasurer. Any individual expenditure from two thousand to five thousand (\$2000-5000) requires approval from the Treasurer and President. Anything above five thousand dollars (\$5,000) requires Board approval.</p>
	Section C	<p>Outside events/affiliation</p> <p>The Organization may co-sponsor events with other organizations or individuals. Co-sponsorship will require approval by the Board, which shall ensure that there is compatibility between the values and intent of the affiliated organization, individual, or business and the mission of Recovery Dharma.</p>

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	Section D	<p>Adoption of Policy</p> <p>The Board is empowered to adopt policies and procedures. Policies, positions, committees, or actions are not attributable to RDG unless they have been approved by the Board.</p>
	Section E	<p>Conflict of Interest</p> <p>Conflict of Interest is a moral and/or ethical conflict between the private interests of a member or of a group of members such as committee and the professional responsibility of the Board of Directors of Recovery Dharma. Neither an individual officer nor any committee member of Recovery Dharma shall be allowed or authorized to seek personal benefit in terms of monetary, recognition, or return in any favor by using his or her current/former position at Recovery Dharma. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.</p>
	Section F	<p>Solicited Funds</p> <p>RDG may only solicit donations to further the mission of the organization. When considering whether to solicit or accept donations, RDG will consider the following factors:</p> <ol style="list-style-type: none"> <li>1. Values—whether the acceptance of the donation compromises any of the Core Intentions of RDG.</li> <li>2. Compatibility—Whether there is compatibility between the intent of the donor and Recovery Dharma’s use of the donation.</li> <li>3. Public Relationships—whether acceptance of the donation damages the reputation of RDG.</li> <li>4. Form of Donation—the donation must be offered in a form that RDG can use without incurring substantial expense or difficulty.</li> </ol>
<b>Article IX Fiscal Year</b>		The Organization’s fiscal year shall be the Calendar year.
<b>Article X By-Laws</b>		Any amendment to the Articles of Incorporation or By-Laws of the Organization shall require an affirmative approval of no less than two-thirds ( $\frac{2}{3}$ ) of the then serving Directors. The above stated By-laws were adopted by the Board of Directors as a living document on 12 December 2021.
<b>Article XI Dissolution</b>		Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3)

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		<p>of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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</p>
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