

## Article I: Overview of Organization

### Section A: Name

The name of the Organization shall be Recovery Dharma Global, Inc. (hereinafter RDG). RDG shall be incorporated and registered as a nonprofit in at least one state in the United States.

### Section B: Definitions

1. Member: A person who identifies as part of any Recovery Dharma sangha.
2. Sangha: Any group of members who gather to practice a program of recovery guided by the Recovery Dharma book.
3. Inter-Sangha: A collective of sanghas that organize amongst themselves for the mutual benefit of their members.

### Section C: Objectives

RDG supports peer-led and locally governed Recovery Dharma meetings for those seeking recovery from all forms of addiction through Buddhist principles and practices. In service of these goals, RDG will:

1. Develop, publish, and distribute recovery-oriented material to encourage recovery using Buddhist principles and practices
2. Maintain listings of Recovery Dharma meetings, events, and communities.
3. Provide resources to help build Recovery Dharma infrastructure and encourage and support the formation of peer-led recovery meetings.
4. Provide support for the RDG website, social media platforms, and other online resources.
5. Coordinate events and training opportunities that contribute to the growth and development of Recovery Dharma communities.

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 bylaws or other applicable laws or regulations governing not-for-profit organizations.

## Article II: Board of Directors

### 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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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 its assets.

### Section B: Number of Directors (quorum)

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.

Outgoing officers who have an expired term as Director will remain in their role until a new officer has been elected, which may result in the board temporarily exceeding twelve (12) members.

### Section C: Meetings

The board will schedule regular meetings. Any Director may call for a special board meeting to address a specific issue(s). Attendance at Board meetings may be in person or by electronic means.

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 electronic means. The Annual Meeting shall be open to all members. Members may offer motions for the Board to consider or matters for discussion by the Board from the floor during the meeting.

### Section D: Qualifications of Directors

The Board accepts that the foundation of RDG rests upon mindful and caring relationships with those around us. Directors, and those nominated and seeking election to become a Director, are members of our community and are asked to adhere to the five precepts to refrain from:

1. *Killing*: we adopt the intention of non-harming.
2. *Stealing*: we commit to not taking what is not given, including misappropriating or diverting organizational funds.
3. *Sexual misconduct*: we commit to avoiding the use of power, force, manipulation, or authority in order to engage in sexual relationships.
4. *False speech*: we commit to cultivating the qualities of wise speech, honesty, and integrity in our communication.
5. *Intoxicants that cause loss of awareness*: we commit to a path of renunciation and abstinence from intoxicating substances and behaviors that impair our ability to engage in wise mindfulness, wise speech, and wise actions.

If a Director or person nominated to be 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

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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.

### Section E: Nominations to the Board of Directors

Nominations are confirmed through a process outlined in the Nomination Committee Guidelines.

### Section F: Election of Directors

Directors will be elected by electronic ballot at or prior to the Annual Meeting. Members may cast the same number of votes as open seats.

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.

Candidates receiving the highest number of votes shall be elected as Directors, provided that no more than three (3) Directors have the same primary or home sangha. In the event of a tie, there will be a runoff election.

Elected Directors will be announced by the Annual Meeting and shall take office at the following month's regularly scheduled Board meeting.

Board seats are numbered one through twelve (1-12), with six (6) seats up for election every other year, in addition to any vacated seats. The full-term seats are filled first based on vote count.

### Section G: Terms/Resignation

Each Director shall serve a term of four (4) years. A Director may 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.

### Section H: Special Seats

When a Director leaves the Board, a special seat will be available during the next regular election for the remainder of the prior Director's term. The Board is empowered to do any of the following:

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 Nominations 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.
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.
3. *Election*: A special election may be called in collaboration with the Board and the Committee if it is deemed necessary to fill vacancies on the Board and if that special election will not interfere or

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run too closely to the regular election. The person elected will fulfill the remainder of the prior Director's term.

### Section I: Removal of Directors

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:

1. If by the determination of the Board or a committee designated to make such determination, the Director has engaged in conduct that violates one or more of the five precepts listed in Section D above, and that breach has resulted in material and serious prejudice to the interests of RDG.
2. After missing three (3) consecutive meetings of the Board.

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.

### Section J: Conflicts of Interest

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 disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

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 interests of the organization to do so.

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

### Section K: Service Positions within Recovery Dharma

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 officer, administrator, or decision-maker for any sanghas or inter-sanghas.

### Section L: Public Records

The Secretary of the Board shall be responsible for ensuring accurate minutes are kept of all Board of Directors meetings. The minutes shall be distributed for review to all current Directors prior to the next regularly scheduled meeting, where the minutes will be approved or amended by a vote of the Board. Approved minutes shall be published on the RDG website.

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Committees of the Board shall keep minutes and submit written reports summarizing their meetings to the Board of Directors.

Bylaws, Board minutes, committee reports, and other materials created and/or considered by the Board will be posted on the RDG website, except where the Board passes a motion to keep a specific portion confidential or if the minutes or records pertaining to a portion of a meeting designated as an Executive Session to discuss on-going legal controversies, sensitive and/or private matters relating to employees, contractors, or directors or the removal or conflict of interest of a Director.

RDG shall provide financial information, including but not limited to profit and loss statements, state and federal tax forms and filings, and information about donations above \$1000 to any member who requests such records in writing.

## Article III: Grievance Procedure

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. Our approach is to avoid a focus on good or bad, guilt or innocence, offenders and victims. Rather, our approach is based on making a conscious effort to fully understand and address the suffering of all concerned.

1. A grievance may be brought forth by a member against any Director or person who has accepted a nomination to run for election for a vacant seat on the Board of Directors. The Director may resign, or the nominee may withdraw without further investigation or public disclosure, until such time as action is taken by the Board.
2. A grievance must allege a perceived violation of the Five Precepts (as stated in D above), and that violation must have occurred during the time that that person was working for or in service of RDG.
3. Each written grievance 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 grievance without further action from the Board.
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, if appropriate, refer the parties to mediation in order to seek reconciliation.
5. When a grievance cannot be resolved through mediation and 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.

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- 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.
- 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.
- c. Upon receipt of the complaint, the committee shall:
  - i. Conduct closed interviews with the involved parties, if they are willing and available,
  - ii. Give all parties a full and fair opportunity to respond and be heard;
  - iii. Seek review of any reports or investigations conducted by other legal or Buddhist-affiliated organizations;
  - iv. Seek other information that may be helpful to fairly and compassionately determine what would be best support and protect RDG and its members and,
  - v. Ask other people to provide pertinent information.
- d. All proceedings of the committee will be held confidential for the duration of the proceedings and will be kept confidential following the committee's considerations at the specific request of the party consulted.
- e. When the committee is satisfied that they are fully informed, the committee will make a confidential report of their findings to the Board of Directors. This report should be made within 30 days after the committee receives the grievance unless the committee has requested, and the Board has granted more time to complete their investigation and report. The report will inform the Board if the grievance is founded, unfounded, or unable to be determined. If the committee is unable to reach a consensus, a minority report(s) may be presented and considered by the Board. The committee may make recommendations including but not limited to:
  - i. Suspension or removal from the Board of Directors, consideration as a nominee for the Board of Directors, RDG employment, RDG service position(s) or termination of contracted services for RDG.
  - ii. Removal from participation in organizationally sponsored events, workshops, conferences, or activities
  - iii. No official action by RDG.
  - iv. Extension of time to conduct additional follow-up and investigation.
- f. The Board may adopt, amend, or reject the findings of the committee by a two-thirds vote of Directors present at a regular or special meeting of the Board for which notice is given that the report will be considered.
- g. In the event the Board determines the grievance is founded, it may follow any recommendation of the committee with or without amendment.
- h. Any action of the Board may be publicly released at the discretion of the Board.

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### Article IV: Member Voting

#### Section A: Membership Criteria

Membership is open to any person who identifies as part of a Recovery Dharma sangha.

#### Section B: Membership Voting Rights

Members are entitled to cast one vote unless provisions within these bylaws allow more than one vote.

#### Section C: Voting Method

Voting may be by voice or by ballot at a meeting or by written or electronic ballot.

### Article V: Indemnification

#### Section A: Indemnification of Directors, Officers, and Employees

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 RDG arising out of or related to RDG'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.

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 RDG or is or was serving at the request of RDG as a director, officer, employee, contractor, or agent of another organization, partnership, joint venture, trust, or other enterprise, whether or not RDG would have the power to indemnify the person against such liability under the provisions of this section.

### Article VI: Officers

#### Section A: Positions

There will be a President, Vice-President, Treasurer, and Secretary. No one person may occupy or serve in more than one of these positions at the same time.

#### Section B: Terms

Officers shall serve one-year terms. Officers can only serve two consecutive terms for the same office.

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### Section C: Election

The Board shall nominate candidates from within its members to fill each position. Election shall take place no sooner than the second Board meeting after the Annual Meeting. Election to any position shall be by a vote of those Directors present at the meeting.

### Section D: Duties

1. The President may preside over all meetings of the Board or appoint any other Board member to do so. The President shall be an ex-officio member of all committees of RDG unless otherwise stated. The President shall sign and execute all documents of RDG. The signature of the President shall be attested to by the Secretary.
2. The Vice President will assume the role of President if the President resigns or 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.
3. The Secretary shall be responsible for creating and circulating the agenda prior to each Board meeting and keeping a complete record of all Board correspondence. The Secretary shall keep minutes of all the meetings of the Board and 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 the Treasurer's report, are posted on the website. For internal Board purposes, the term "Registrar" may be used instead of Secretary.
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 an annual report.

### Section E: Removal of Officers

Officers serve at the pleasure of the Board and can be removed at any time by a two-thirds vote of the Board.

## Article VII: Committees

### Section A: Establishing Committees

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. 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.

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### Section B: Executive Committee

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.

## Article VIII: Restrictions

### Section A: Use of Funds (financial policy, private benefit excluded)

No substantial part of the activities of RDG 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.

Notwithstanding any other provisions of these bylaws, RDG shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### Section B: Board Approval for Expenditures

Any Director or committee may request individual expenditures up to two thousand dollars (\$2,000), which can be made with approval by the Treasurer. Any individual expenditure from two thousand to five thousand (\$2,000-\$5,000) requires approval from the Treasurer and President. Anything above five thousand dollars (\$5,000) requires Board approval.

### Section C: Outside Events/Affiliation

RDG 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.

### Section D: Adoption of Policy

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.

### Section E: Solicited Funds

RDG may only solicit donations to further its mission. When considering whether to solicit or accept donations, RDG will consider the following factors:

1. *Values*: whether the acceptance of the donation compromises any of the Core Intentions of RDG.
2. *Compatibility*: whether there is compatibility between the intent of the donor and RDG's use of the donation.

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3. *Public Relationships*: whether acceptance of the donation damages the reputation of RDG.
4. *Form of Donation*: whether the donation is offered in a form that RDG can use without incurring substantial expense or difficulty.

## Article IX: Fiscal Year

RDG's fiscal year shall be the Calendar year.

## Article X: Bylaws

Any amendment to the Articles of Incorporation or Bylaws of RDG shall require an affirmative approval of no less than two-thirds (2/3) of the then-serving Directors. The above-stated By-laws were adopted by the Board of Directors on February 9, 2025.

## Article XI: Dissolution

Upon the dissolution of RDG, assets shall be distributed for 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 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 RDG 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.