

RECOVERY DHARMA: BY-LAWS

Article I Name of Corp	Section A	The name of the Corporation shall be Recovery Dharma. The Corporation shall maintain an office location in the State of Florida or other state of the United States.
	Section B	<p>Mission Statement (non-profit purpose)</p> <p>This corporation is organized exclusively for public benefit 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.</p> <p>It is the mission of Recovery Dharma to be an organization to:</p> <ol style="list-style-type: none"> 1. Develop, publish, and distribute literature and recovery-oriented material, and other activities to encourage recovery using Buddhist practice and principles. 2. Maintain listings of recovery meetings and communities, provide resources to help build recovery communities, develop networks of meetings, and encourage the formation of recovery meetings. 3. Provide support for online communities, websites, and other social media communication and collaboration. 4. Coordinate and support regional and national meetings and conferences and support training opportunities to support the growth and skills development of those providing service or leadership to their local communities. <p>Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.</p>
Article II Board of Directors	Section A	<p>Purpose (management)</p> <p>The purpose of the Board of Directors shall be the adoption of policies by a majority vote of the Board pertaining to the safe, effective and compassionate operation of Recovery Dharma in support of its mission and to help foster the spiritual path and recovery from addiction of the Sangha members 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 three (3) members, and up to fourteen (14) members. At any meeting of the Board, a majority of active members of the Board shall constitute a quorum.</p> <p>The Board may schedule meetings as needed. Meetings will be called by the Chair; however, any Board Member may call for a Board meeting to address a specific issue or issues that member wishes to bring before the Board. Attendance at Board meetings may be in person or by video or other electronic connection.</p>

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		<p>The Board shall hold its annual meeting once per year during the third Quarter. Board members 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 persons 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 C	<p>Qualification of Directors</p> <p>The Board accepts that the foundation of our organization rests upon mindful and caring relationships with those around us. We have a need for clear ethics guidelines for the Board. Board Members are asked to adhere to the following guidelines: We undertake the five precepts of</p> <ol style="list-style-type: none"> 1. Refraining from killing and we adopt the intention of non-harming. 2. Not taking what does not belong to us, and we commit to not misappropriating or diverting organizational funds. 3. Refraining from false speech. We commit to cultivating in our official communications the qualities of loving-kindness and honesty. 4. Refraining from sexual misconduct. We adopt the intention of not creating harm through sexuality, and we are committed to avoiding the use of power or authority in order to engage in a sexual relationship. 5. Refraining from intoxicants that cause heedlessness or loss of awareness. We commit to avoid use of intoxicants while participating in events, meetings, or occasions where additional suffering might be created for those who struggle with addiction. <p>When a Board Member or employee is made aware that a complaint or grievance regarding violation of these standards, in any setting or activity of that Board Member, may or has been forthcoming, the affected Board Member will immediately notify the Board by written notice to the Chair, of the existence or potential of such complaints or grievances. Failure to provide such notice in a timely manner will constitute a violation of the standards of conduct expected of Board Members and employees.</p>
	Section D	<p>Election of Directors</p> <p>The Chair shall appoint a nominating committee, which may include both current Board Members and non-Board Members, to nominate Directors. Members will be elected from a slate of candidates prepared by this committee to serve three (3) year terms on the Board.</p>
	Section E	<p>Terms</p> <p>Each Board Member shall serve a term of three years. Terms may be renewed through the normal nominating and appointment process.</p>
	Section F	<p>Vacancies/Removal of Directors</p>

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		<p>Any number of Directors may be removed by the Board of Directors by vote of two thirds of the Directors in office:</p> <ol style="list-style-type: none"> 1. With or without cause; 2. If by the determination of the Board of Directors or a committee designated to make such determination, the Director has engaged in conduct materially and seriously prejudicial to the interests of the corporation, or self-interest; or 3. After missing three (3) consecutive meetings of the Board of Directors. <p>Any action to remove a Board Member may be considered at a regular or emergency Board Meeting, attended by a quorum of Board Members. Any Director or group or committee composed of Directors may make a motion to remove or suspend a Director for cause. The Director shall be given an opportunity to be heard at such regular or emergency meeting prior to any vote of the Board to remove or suspend a Member. Minutes of the meeting at which any vote is taken to remove or suspend a Director shall include a clear statement of the reason or reasons for the removal.</p> <p>The Director shall be given an opportunity to be heard and the matter considered by the Board at such time as the Director has had such opportunity.</p>
	Section G	<p>Conflicts of Interest</p> <p>Even when no harm was intended, the appearance of impropriety may have negative effects on the recovery movement at large. As such, all board members must recuse themselves of voting on or participating in any transaction or arrangement that may benefit private interests financially directly or indirectly. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) 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 interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.</p>
	Section H	<p>Grievance Procedure</p> <ol style="list-style-type: none"> 1. 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 environment for all 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 to fully understand and address the suffering of all concerned.

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		<p>2. To support this effort, when a conflict or grievance of a perceived violation of the five precepts by a Board Member is brought to our attention by whatever means, the Board will empower an ethics committee composed of no less than two current Board Members and one interested party not a member of the Board, appointed by the Chair, to seek resolution and consultation regarding the conflict. When a conflict cannot be resolved through dialogue, mediation, and reconciliation, the committee will investigate and recommend to the Board a response or resolution.</p> <ol style="list-style-type: none">a. Upon formation of such a committee, the affected party or parties who are members of the Board will 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 actions forming the basis of the conflict. The statement may be made by an affected party, the Chair of the Board of Directors, or any interested or concerned sangha member.c. Upon receipt of the complaint, the committee will:<ol style="list-style-type: none">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 whatever information it feels may be helpful in fully, fairly, and compassionately determining what would best support and protect the Organization and its members, andv. 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 they are fully informed, and in a timely manner, the committee will make a confidential, consensus-based report to the full Board of Directors. If no consensus can be reached, a minority report or reports may be presented and considered by the Board. The committee may make recommendations including but not limited to:<ol style="list-style-type: none">i. Suspension or removal from the Board of Directors or other service positions connected to Recovery Dharma,ii. Removal from participation in organizationally sponsored events, workshops, conferences, or activities, and/oriii. No official action by the Organization.f. The Board may adopt, amend, or reject the recommendations of the committee by a two-thirds vote of members present at a regular or
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		<p>special meeting of the full Board for which notice is given that the report will be considered. The Board may seek and obtain non-binding advice from any additional source as a part of its consideration of the report.</p> <p>g. Any actions of the Board will be publicly released as a report of an action by the Board on behalf of the Organization.</p>
	Section I	<p>Public Records</p> <p>The Secretary of the Board or designee shall be responsible to ensure accurate minutes are kept of any meeting of the Board of Directors. Such minutes shall be reviewed by members of the Executive Committee and the Executive Director, and after such review shall be distributed for review to all current Board Members. Minutes will be approved or amended by majority vote at the next occurring Board Meeting, and such approved minutes shall be published using the Organization’s social media outlets.</p> <p>All Board Minutes and Records shall be open to public inspection except where the Board passed a motion to keep a specific portion confidential where it pertains to staffing decisions, on-going legal controversies, or the removal or conflict of interest of any Director. All papers and materials considered by the Board in taking or not taking any action shall be open to public inspection following the meeting at which they were considered.</p> <p>At any meeting of any committee operating pursuant to directive from the Board, a record or report from the committee shall be submitted in writing to the Board of Directors, and such report shall be posted using the Organization’s social media outlets under the terms and guidelines outlined above.</p> <p>Recovery Dharma shall provide its Internal Revenue forms and filings, by-laws, conflict of interest policy, and financial records to any member of the general community who requests such records in writing within 30 days.</p>
Article III Indemnification		<p>Indemnification of Directors, Officers, Employees</p> <p>The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that they are or were a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any</p>

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		<p>proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.</p> <p>The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.</p>
Article IV Officers	Section A	<p>Positions</p> <p>There shall be a Chair who will also be the President of the Organization, Treasurer, and Secretary, selected from current membership of the Board and elected by the Board. No one person may occupy or serve in more than one of the Organizational positions (Chair, Treasurer, and Secretary).</p>
	Section B	<p>Terms</p> <p>Officers shall serve one-year terms, renewable by regular vote of the Board.</p>
	Section C	<p>Election</p> <p>The Board shall nominate candidates from within its members to fill each position. Election shall occur at a regularly scheduled meeting of the Board for which notice of election was provided. Election to any position shall be by majority vote of those present at the meeting.</p>
	Section D	<p>Duties</p> <ol style="list-style-type: none"> 1. The Chair shall preside over all meetings of the fellowship. The Chair shall be an ex-officio member of all committees of this fellowship except the nominating committee. The Chair shall sign and execute all conveyances, encumbrances, and all other documents of the fellowship. The signature of the Chair shall be attested to by the Secretary. 2. The Secretary shall keep a complete record of all correspondence of the fellowship and the Board. The Secretary shall keep a journal of all the meetings of the Board. Such journal shall record the place and time of the meeting, the names of all directors and officers present, the business transacted, the resolutions passed, and any other items that may be of permanent interest to the fellowship. The Secretary shall

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		<p>keep a roll of the members of the organization and shall perform all other duties usually pertaining to the office of the Secretary.</p> <p>3. The Treasurer shall pay all 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 investment committee if one is established. In the absence of the Treasurer, the power to sign checks may be delegated by the Board to another Board member. The Treasurer shall prepare and file with the IRS a yearly report and shall publish and make available to the public such annual report.</p>
<p>Article V Committees</p>	<p>Section A</p>	<p>Power to establish Standing and Ad Hoc Committees</p> <p>The Chair by and with approval of the Board of Directors, shall appoint all committees and committee chairpersons, including the committee members and committee chairperson of the standing committees.</p> <p>The Chair may appoint such ad hoc committees and their chairperson to carry out the purposes of the corporation upon direction from the Board of Directors. Committee appointments shall be at the will and pleasure of the Chair and in no event shall exceed the term of the appointing Chair.</p> <p>It shall be the function of each committee to make investigations, conduct studies and solicit input from Regional Representatives, local Sanghas, and Sangha members; make recommendations to the Board of Directors; and to carry on such activities as may be delegated to them by the Board of Directors. The Chair may nominate both Members of the Board and non-members to each ad hoc committee established hereunder.</p>
	<p>Section B</p>	<p>Executive Committee</p> <p>There shall be a standing Executive Committee composed of the Chair, Treasurer and Secretary of the Board. The Executive Committee, while authorized to broadly apply Board positions and policies to respond to emergent concerns in a timely manner, may not create or adopt policy or authorize actions on matters that have not been subject to discussion and vote by the entire Board.</p> <p>The Executive Committee or members of the committee 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. The Executive Committee, or any member thereof, may initiate and request such a discussion and vote by electronic means to respond to specific concerns or requests of the Executive Director, their own concerns, concerns raised by Regional Representatives, or concerns raised by members of the Community.</p> <p>In the event of a request by the Executive Director or any Board Member for action relative to an emergent or time-sensitive issue, and for which no</p>

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		official position has been adopted by the Board of Directors, any member of the Executive Committee shall be authorized to conduct an electronic discussion and vote using the forums identified herein with abbreviated timelines to ensure prompt guidance from the Board.
Article VI Restrictions	Section A	<p>Use of funds (financial policy, private benefit excluded)</p> <p>No substantial part of the activities of this corporation 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 corporation 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 corporation shall not carry on any activities not permitted to be carried on (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.</p>
	Section B	<p>Board approval of expenditures</p> <p>The Executive Director shall have discretion to make expenditures within the purposes of the Organization up to two thousand dollars (\$2,000) per individual expenditure. Any transaction between two and five thousand dollars (\$2,000-\$5,000) requires prior Executive Committee approval. 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, both for-profit and not-for-profit. 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>
	Section D	<p>Adoption of Policy</p> <p>No policy, position, committee, or action may be represented as being an official Board policy, position, committee, or action unless the Board has voted to adopt or create such policy, position, committee or action.</p> <p>Vote may be by majority vote at a regularly called or emergency Board Meeting at which a quorum exists as defined by the By-Laws of the Organization, or by documented vote of the entire Board through electronic voting in compliance with the By-Laws of the Organization. Passage by electronic means shall require agreement of a two-thirds ($\frac{2}{3}$) majority of those voting.</p>

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		<p>Issues or concerns of any Board Member or the Executive Director may be posted via email notification and/or utilization of a commonly accessible and utilized media channel set up for the Board of Directors. If the discussion leads to a proposed policy, position, committee, or action, the Secretary shall contact each Board Member to record their vote on the proposal, and such vote shall be documented in the next regularly issued Board Minutes.</p> <p>Seventy-two hours from the initial publication of the motion to all Members will be allowed for each Board Member to officially cast his or her vote on any proposal. Any Member not voting during that period shall be deemed to have abstained from the vote.</p>
	Section E	<p>Interested Parties</p> <p>No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private person, except that the corporation 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 corporation.</p> <p>The purpose of this ARTICLE is to protect this tax-exempt corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, committee or group of the individuals as defined in Section 4958 of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations.</p> <p>Conflict of Interest herein is defined as 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.</p> <p>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.</p>
	Section F	<p>Solicited Funds</p> <p>Recovery Dharma actively solicits donations to further the mission of the organization. Recovery Dharma will seek the advice of legal counsel in matters relating to acceptance of donations when appropriate. Recovery Dharma shall not engage in fundraising activities on behalf of individuals and/or their families. When there is the potential for controversy if certain donations are accepted, the standards in this Section must be considered.</p>

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		<p>When considering whether to solicit or accept donations, Recovery Dharma will consider the following factors:</p> <ol style="list-style-type: none"> 1. Values—whether the acceptance of the donation compromises any of the core values of Recovery Dharma. 2. Compatibility—Whether there is compatibility between the intent of the donor and Recovery Dharma’s use of the donation. 3. Public Relationships—whether acceptance of the donation damages the reputation of Recovery Dharma. 4. Primary Benefit—whether the primary benefit is to Recovery Dharma versus the donor. 5. Consistency—is acceptance of the donation consistent with prior practice? 6. Form of Donation—Is the donation offered in a form that Recovery Dharma can use without incurring substantial expense or difficulty? 7. Effect on Future Donating—Will the donation encourage or discourage future donations? <p>All decisions to solicit and/or accept potentially controversial gifts will be made by a simple majority of vote of the Board of the Directors. The primary consideration will be the impact of the donation on the organization.</p>
Article VII Activities	Section A	<p>Meetings</p> <p>Recovery Dharma supports Peer-led and locally governed Recovery Meetings providing Meditation and Dharma Study for those who seek opportunities for supporting recovery from all forms of addiction through Buddhist practice and knowledge, and development and discipline of mind and body, as reflected in the authorized materials of the incorporated public benefit organization Recovery Dharma.</p>
	Section B	<p>Development of literature</p> <p>Publishing and distribution of literature and creation of literature to support the mission and activities of the incorporated public benefit organization Recovery Dharma.</p>
	Section C	<p>Maintain social media</p> <p>Maintenance of a website and use of other digital media for the purpose of publicizing the mission and activities of the incorporated public benefit organization Recovery Dharma.</p>
	Section D	<p>Other Activities</p> <p>The Board and Organization may engage in such other activities it deems necessary, not in conflict with any provision of these by-laws or applicable laws or regulations governing not-for-profit organizations, as may support and further the mission of the Organization.</p>
Article VIII		The Organization’s fiscal year shall be the Calendar year.

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Fiscal Year		
Article IX By-Laws		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 Board Members. The above stated By-laws were adopted by the Board of Directors on July 29, 2019
Article X Dissolution		Upon the dissolution of the corporation, 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 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.