



**BY-LAWS**

**OF THE**

**VIET VAJRA**

**FOUNDATION, Inc.**

*EIN# 13 -4318502*



Viet\_Vajra Foundation

Tibetan-Buddhism for Vietnamese Vajrayana Buddhists

## Article I – NAME(S)

### Section 1: Central Organization

This central organization shall be known as the Viet Vajra Foundation, Incorporated (hereinafter Viet Vajra or organization), a non-profit organization incorporated under the laws of the State of Maryland.

### Section 2: Subordinate Units

The subordinate units, both non-incorporated, namely, Viet Lotsawa Institute and Viet Tibet House, function under the general guidelines, policies, legal and financial governance of Viet Vajra. The establishment of the subordinate units are mainly for the classification of projects under Viet Vajra Foundation sponsorship; the units are not legal entities but exist solely for administrative purposes due to the different focuses of the projects undertaken by each unit. The central organization may seek group exemption for the subordinate units in the future if deemed necessary by the Board.

### Section 3: Adoption of Name(s)

For all duly authorized and official actions, activities, programs and projects sponsored or supported by the central organization or its subordinate units, the name adopted on all printings, documents, publication or affixation, unless otherwise noted, shall appear as any of the following: (1) Viet Vajra Foundation, (2) Viet Vajra Foundation/Viet Lotsawa Institute or (3) Viet Vajra Foundation/Viet Tibet House.

## Article II - OFFICES

### Section 1: Principal Office

The principal office of the central organization shall be located at 14905 Coles Chance Road, North Potomac, MD 20878 USA, or such other location or locations within or without the State of Maryland as the Board of Directors may specify from time to time by resolution.

### Section 2: Other Offices

Other offices or offices of the subordinate units may at any time be established at any other place or places in the United States as specified by the Board by resolution.

### Section 3: Office(s) in Foreign Country(ies)

Viet Vajra Foundation does not have any office(s) operated in a foreign country(ies). However, at the time of writing of this By-Laws, there are officers, advisors and members of our organization who live outside of the United States who may act as our contact person(s), and may lead or contribute to on-going translation projects or other related activities and programs. Should the need to have an office or offices in a foreign country or countries outside of the United States arise any time in the future, the Board by resolution will have to take all necessary actions to make sure that it can be rightfully and legally carried out under the regulations applied to tax exempt organizations.



### **Article III – NON-SECTARIANISM**

Viet Vajra is non-sectarian, and promotes respect and an appreciation for the great masters and teachings of Buddhism and its Three Vehicles, and of all four major schools or lineages of Tibetan-Buddhism, namely, Nyingma, Sakya, Kagyu and Gelug. Viet Vajra at all times shall maintain affiliation with, and have representatives from all four major schools, including sub-schools, of Tibetan-Buddhism of which purpose is to transmit the teachings of Mahayana and Vajrayana Buddhism under the auspice of His Holiness the Dalai Lama.



### **Article IV – GLOBAL PEACE & PRACTICE OF FOUR IMMEASURABLES**

Under all circumstances, Viet Vajra and its associates shall seek to promote global peace and follow the practice of the Four Immeasurables, of *loving-kindness*, *compassion*, *rejoice* and *equanimity*, in accordance with the teachings of the Lord Buddha Shakyamuni in the management and operation of the organization, and implementation of its programs and activities.



### **Article V – PURPOSES**

#### **Section 1: Purposes**

Viet Vajra Foundation, Inc. as a non-profit organization was founded exclusively for charitable, educational and religious purposes, more specifically to promote networking and to foster a deeper understanding of Tibetan-Buddhism and its culture in the Vietnamese communities in the United States and abroad. Tibetan-Buddhism is defined herein as the Mahayana and Vajrayana traditions of Buddhism as transmitted through authentic Tibetan Buddhist teachings and lineages under the auspice of His Holiness the Dalai Lama. Viet

Vajra seeks to provide an opportunity to establish mutual understanding and cooperation between Vietnamese and Tibetan ordained members, scholars, translators and lay practitioners, generating an appreciation for both Vietnamese and Tibetan cultures in the context of Buddhism, and providing support and resources to programs and projects that foster understanding and growth of Tibetan-Buddhism. The subordinate Special Project units, (1) Viet Lotsawa Institute with the main focus on translation, religious and language development, and (2) Viet Tibet House with the main focus on the arts, social, cultural and anthropological development, operate with the same purposes as set forth in this article.

#### **Section 2: Distributions of Earnings**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered by the Board to (1) reimburse for reasonable expenses, (2) pay reasonable compensation for unusual services rendered, and/or (3) make contributions in furtherance of the purposes set forth in Section 1, Article V.

#### **Section 3: Non-Political**

No part of the activities of the organization shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the 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 provision of these articles, this organization shall not engage in any activities or exercise any powers that are not in furtherance of the charitable, educational and religious purposes.



## **Article VI – MEMBERSHIP**

### **Section 1: Membership Criteria**

Consistent with the purpose of the organization, it is the Founders' intent that participation in the organization be open to all interested individuals or groups who support the purposes and guidelines set forth in Articles III, IV and V, without regard to race, sex, ethnicity, age, physical disability or geographical location.

### **Section 2: Voting Membership**

Voting members shall consist of the Board of Directors (hereinafter Board).

### **Section 3: Non-Voting Membership**

Non-voting membership shall consist of members of the Outreach Council (hereinafter Council), the Advisory Board, and other sympathetic individuals and groups (hereinafter Friends of Viet Vajra).

### **Section 4: Termination of Membership**

Any voting or non-voting member may be terminated from membership by a three-fourths vote of the Board of Directors whenever in their judgment the best interest of the organization would be served thereby. The Board shall notify the individual in writing of his or her removal from membership.



## **Article VII – MEETINGS OF MEMBERS**

### **Section 1: Annual Meetings**

The date of the regular annual board meeting shall be set by the Board of Directors who shall also set the time and place. Board meetings shall be open to all members of Viet Vajra. Official board meetings requires that each voting member have a written notice at least 10 days in advance, unless this provision be waived by a majority of the Board. Only Board Directors shall vote at the meetings.

### **Section 2: Regular Meetings**

Regular meetings of the Board shall be called at the discretion of the President or by the majority of the Board.

### **Section 3: Special Meetings**

Special meetings of the Board may be called by the President, and shall be called by the Secretary upon receipt of a written request approved by one-third of the Board.



## **Article VIII – BOARD OF DIRECTORS**

### **Section 1: Board Role, Size and Compensation**

The Board is responsible for the overall policy and direction of the organization and subordinate units, and delegates responsibility of day-to-day operations to the staff, committees and volunteers. The Board shall have up to nine (9) but no fewer than three (3) Directors (hereinafter Directors or Board members). Board members receive no compensation other than reasonable expenses authorized by the Board.

### **Section 2: General Powers**

The property, affairs and business of the organization and subordinate units shall be managed by the Board of Directors. The Directors shall in all cases act as a board, and except as otherwise expressly provided by law, the Articles of Incorporation or these By-laws, all the powers of the organization shall vest in such Board, and the Directors may adopt such rules and regulations for the conduct of their meetings as they many deem proper.

### **Section 3: Non-Sectarianism**

The Board shall maintain a non-sectarian position, and shall seek to have representation from all four major schools, including sub-schools, of Tibetan-Buddhism.

#### **Section 4: Board Election**

The first Board shall consist of those persons named at the initial Board in the Articles of Incorporation of the organization. They shall hold office until their successors have been duly selected and qualified. Thereafter, beginning in the year 2006, election shall take place every two years during the annual meeting, called in accordance with the provisions of these By-laws. New Board members shall be elected by a majority of Directors, present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

#### **Section 5: Term of Office**

All Board members shall serve two-year terms, and shall hold office until his or her successor shall have been duly elected. Board members shall be eligible for re-election.

#### **Section 6: Quorum**

A quorum must be attended by at least fifty-percent of Board members for business transactions to take place and motions to pass. Board members participating by telephone or internet are counted as part of the quorum.

#### **Section 7: Officers and Election**

The Officers of the organization shall be a *President*, *Vice-President*, *Treasurer*, and *Secretary* and shall serve in their respective capacities both with regard to their function as such and as members of the Board of Directors. When deemed necessary by the Board, the Officers of the organization shall also include one *Executive Director* of Viet Lotsawa Institute and one *Executive Director* of Viet Tibet House, and they shall serve in their respective capacities both with regard to their function as such and as members of the Board of Directors. The Officers of the organization and subordinate units shall be appointed by the Board. Any two or more offices may be held by the same person.

#### **Section 8: Duties of Officers**

The duties of the Officers are as follows:

The *President* shall preside at all meetings of the Board, or arrange for another officer to preside at each meeting in the following order: vice-president, secretary, treasurer. The *President* shall also have the responsibility for the general management of the affairs of the organization, and shall carry out the resolutions of the Board consistent with the organization's purposes.

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

The *Treasurer* shall have the care and custody of all the funds and securities of the organization and subordinate units, and shall deposit said funds in the name of the organization in such bank accounts as the Board may from time to time determine. When duly authorized by the Board and when the expenditure is within the organization's authorized budget, the *Treasurer* (or other designated Board members as assigned by the Board) may make authorized disbursements, sign checks, drafts, notes, orders for the payment of money, and contracts without counter-signature. The *Treasurer* shall render a report of the finances of the organization and subordinate units at least once each year to the Board and the public, or whenever requested by the Board, including a review of all receipts and expenditures for the current year. The fiscal year shall be the calendar year (beginning January 1, ending December 31). The *Treasurer* shall be responsible for filing the annual information group returns and submitting other financial related documents as required by the Internal Revenue Service.

The *Secretary* shall keep an accurate record book that shall include, among other things, the minutes of the Board meetings. The *Secretary* shall serve notices for the organization which shall have been authorized by the Board, and shall have responsibility for all non-financial corporate books and records related to the *Secretary's* functions, such as minutes and required corporate reporting of the organization.

The *Executive Director* of Viet Lotsawa Institute (hereinafter Viet Lotsawa Director) and *Executive Director* of Viet Tibet House

(hereinafter Viet Tibet Director) shall be appointed by the Board, and shall work closely with the Board to determine the overall policy for, and to provide guidance and direction to their respective subordinate units. They are voting members and are responsible for the general management of the affairs of their respective subordinate units, and shall carry out the resolutions of the Board consistent with the organization's purposes and guidelines set forth in Articles III, IV and V.

### **Section 9: Committees, Teams, Work Groups and Subordinate Organizations**

Whenever the Board shall consist of more than four (4) persons, the Board may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees, teams, work groups, or subordinate units, such as Viet Lotsawa Institute and Viet Tibet House, with such powers as the Board may lawfully delegate consistent with the organization's purposes and guidelines as set forth in Articles III, IV and V. Subordinate units shall be on the same accounting period of The central organization and are to be included in group returns to be filed annually.

### **Section 10: Vacancies**

When a vacancy on the Board exists mid-term, the *Secretary* must receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

### **Section 11: Resignation, Termination and Absences**

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he/she has more than three unexcused absences from Board meetings in a year. A Board member may be removed for other

reasons by a three-fourths vote of the remaining Directors.



## **Article IX – OUTREACH COUNCIL, ADVISORY BOARD AND FRIENDS OF VIET VAJRA**

### **Section 1: Outreach Council**

Members of the Outreach Council shall be appointed or invited by the Board, and shall act as contact persons or liaisons between the Board and representatives of all four major schools, including sub-schools, of Tibetan-Buddhism, and from whom the Board from time to time may seek advice. There may be more than one contact person or liaison for each school if deemed necessary by the Board. Their name, title and affiliated organization may be included on the letterhead of the organization. Members of the Outreach Council do not have any powers with respect to the management of the organization.

### **Section 2: Advisory Board**

Directors may at their discretion appoint or invite Advisors. Members of the Advisory Board include spiritual teachers, members of the ordained, scholars, translators, lay practitioners and other sympathetic individuals or groups to whom the Board may from time to time consult for their expertise and seek advice from. The Advisory Board shall maintain a non-sectarian position, and shall have representatives from all four major schools, including sub-schools, of Tibetan-Buddhism. Their names, title, and organization may be included on the letterhead of the organization. Advisors do not have any powers with respect to the management of the organization.

### **Section 3: Friends of Viet Vajra**

Members of Friends of Viet Vajra include volunteers, benefactors, sympathetic individuals and groups who wish to participate in and provide support to the different activities and programs or projects of the organization,

including those organized by Viet Lotsawa Institute and Viet Tibet House.



**Article X – LIMITATIONS OF LIABILITIES**

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



**Article XI – AMENDMENT OF BYLAWS**

**Section 1 – Procedure**

These By-laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the members of the Board who shall be present or represented by proxy at any meeting duly called by the organization, or by a majority vote of such members responding to a mail ballot or email messaging provided a notice of the substance of the proposed changes is provided to all such members at least five (5) days prior to the time fixed for the meeting at which a vote will be taken, or at the time fixed for a return of mail or email ballots.

**Section 1 – Mail or Email Ballots**

When proposed changes to the By-laws are sent by mail ballot or email messaging, those eligible to cast ballots shall mail the same to the organization’s principal office or email the same to the Secretary’s email address. At the time fixed for the counting of the ballots, tabulate the same, and report in writing to the membership on the results.



**Article XII – DISSOLUTION**

By the majority vote of the Board, the Board may dissolve the central organization and subordinate units. The Board shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall inure, or be distributed, to the members of the organization and subordinate organizations. On dissolution or final liquidation of the organization and subordinate units, any remaining assets shall, after payment or the making of provision for payment of all of the lawful debts and liabilities of the organization and subordinate organizations, be distributed to one or more of the following with the approval of the Board: (1) a tax-exempt organization anywhere in the world, or (2) a tax-exempt Tibetan-Buddhist organization anywhere in the world.



*May all beings benefit.  
May it always be virtuous.*

Adopted on November 11, 2006