



Wat Lao Buddhavong

វត្តលាវបុទ្ទវង្ស

Washington, DC

BYLAWS

Approved by the Board of Directors elected on October 19, 2024

NOVEMBER 2024
WAT LAO BUHHAVONG, INC.
3043 Catlett Road, Catlett, Virginia 20119





Acknowledgements

The creation and finalization of the Wat Lao Buddhavong, Inc. Bylaws represent the collective dedication and efforts of many individuals who have contributed their time, expertise, and heartfelt commitment. We extend our deepest gratitude to:

- **The Legal Team from the Lao Global Heritage Alliance**
 - Your guidance and legal expertise have been invaluable in shaping our Bylaws.
- **The General Counsel of Lao Global Heritage Alliance**
 - Your counsel and support have ensured that our Bylaws stand on strong legal foundations.
- **The General Counsel of Wat Lao Buddhavong**
 - Your dedication and meticulous attention to detail have been instrumental in this process.
- **The Board of Directors of Wat Lao Buddhavong**
 - Your leadership and vision have steered us through this important endeavor.
- **The Advisory Board of Wat Lao Buddhavong**
 - Your insights and advice have enriched the quality and comprehensiveness of our Bylaws.
- **Temple Community Members**
 - Your contributions and unwavering support have been the cornerstone of our success. Your participation in various ways has led to the fruition of these Bylaws.

This achievement would not have been possible without the collective effort and passion of all those involved. We are deeply grateful for your commitment to the betterment of our community and the future of Wat Lao Buddhavong.

With heartfelt thanks and appreciation,

Wat Lao Buddhavong, Inc.



BYLAWS

of

Wat Lao Buddhavong

PREAMBLE

In observance of Buddha's message:

“The guardianship of Buddhism is the duties of 4 groups of people: Buddhist Monks, Buddhist Nuns, Male Lay Followers, and Female Lay Followers.”

These Bylaws of Wat Lao Buddhavong establish a clear and transparent framework for the roles, responsibilities, and membership of the Organization. By outlining the duties of Directors, Officers, and various committees, emphasize Wat Lao Buddhavong's commitment to ethical governance and accountability. They provide guidelines for the appointment of officers and authorize essential acts and functions to ensure the responsible, transparent, and efficient management of the Organization's operations

ARTICLE I: GENERAL

1. NAME, NON-DISCRIMINATORY POLICY, MISSION, VISION, GOALS, OBJECTIVES, AND ACTIVITIES

1. NAME

The name of this Organization shall be Wat Lao Buddhavong, Inc. also known as Wat Lao Buddhavong Temple or Wat Lao Temple, hereinafter referred to as "the Organization" or Wat Lao Buddhavong as incorporated in the state of Virginia as a non-profit organization in pursuant to IRS regulations 501 (C) (3). The organization has established a registered office called Wat Lao Buddhavong, located at 3043 Catlett Road, Catlett, Virginia 20119. The organization may change its registered office and may, from time to time, have the other offices when deemed necessary by the Board of Directors. The organization shall operate in accordance with the WLB Bylaws. No person, group, or Organization may use the name, seal, or any symbol of the Organization without prior written approval from the President or Director of the Organization, or their designee.

2. NON-DISCRIMINATORY POLICY:

The Organization, as a non-profit entity, is dedicated to fostering an environment free from discrimination based on race, color, gender, sexual orientation, age, religion, disability, marital status, national origin, or ancestry, in accordance with the law and principles of justice. At the same time, the Organization values its right and responsibility to select and retain individuals who positively contribute to its religious mission and the promotion of Buddhism and its traditions. We reaffirm this commitment and encourage all personnel to actively support and uphold this policy.

3. MISSION

Wat Lao Buddhavong is dedicated to fostering the practice of Theravada Buddhism, preserving Lao cultural heritage, and promoting spiritual growth and community well-being. We provide a sanctuary for meditation, education, and the cultivation of compassion, wisdom, and inner peace.

4. VISION

Our vision is to be a leading center for Theravada Buddhist practice and Lao cultural preservation in the Washington DC metropolitan area, fostering a harmonious community that embodies the principles of Buddhism and enriches the spiritual lives of its members.

5. GOALS

Our goals are to foster an open and supportive environment for Buddhist meditation and Dharma study, deepen understanding of the Buddha's path to liberation, and enhance personal spirituality



and growth among members. We aim to promote compassionate and mindful living within the community and develop a supportive network centered around Buddhist principles.

1.6. OBJECTIVES

1) Religious Practice and Spiritual Development

- a. To provide a place of worship and practice for followers of Theravada Buddhism.
- b. To conduct religious ceremonies, rituals, and meditation sessions in accordance with Lao Buddhist traditions.
- c. To offer spiritual guidance, counseling, and teachings from ordained monks and qualified lay practitioners.
- d. To unite a community of practitioners to study Buddhist teachings and through regular meetings, offering an approach to deepen one's spiritual practice.

2) Cultural Preservation and Education

- a. To preserve and promote Lao culture, heritage, and traditions within the community.
- b. To organize and celebrate cultural festivals, events, and educational programs that reflect Lao Buddhist values.
- c. To provide language classes, cultural workshops, and other educational opportunities for all age groups.
- d. To inspire people to practice and increase love and compassion through our local communities and to think globally.

3) Community Service and Outreach

- a. To support and engage in charitable activities that benefit the local and global community.
- b. To collaborate with other religious and community organizations in promoting peace, understanding, and mutual respect.
- c. To offer support services such as food distribution, health fairs, and assistance to those in need.
- d. To provide services to our community through public teachings, providing opportunities for teachings and retreats designed to improve cultural and social needs and offering our members and children the educational lessons and opportunities to learn about generosity, harmony and patience

4) Youth and Family Programs

- a. To provide programs and activities that support the moral and spiritual development of youth.
- b. To offer family-oriented events and educational programs that strengthen family bonds and community ties.

5) Interfaith and Multicultural Dialogue

- a. To promote interfaith dialogue and cooperation with other religious and cultural groups.
- b. To participate in and host interfaith events and activities that foster mutual understanding and respect.
- c. To facilitate regular meditation and Buddhist practice that is open to anybody.

ARTICLE II: OWNERSHIP & MEMBERSHIP

2. OWNERSHIP & MEMBERSHIP

1. OWNERSHIP

- 1) **Property Ownership:** All property acquired by the Organization shall be held, owned, and titled in the name of the Organization. No individual, trustee, officer, or member shall have any personal ownership interest in any of the Organization's property, including real estate, personal property, and financial assets.
- 2) **Deed and Title Management:** All deeds, titles, and other documents of ownership shall be maintained in the name of the Organization. These documents shall be kept in a secure location as designated by the Board of Directors, and access to these documents shall be strictly controlled and documented.
- 3) **Transfer of Property:** The Organization's real property may not be purchased, disposed of, or encumbered without the approval of a majority vote of a quorum of voting members present at a Voter's Assembly. Any transfer of property must be conducted in a manner that ensures the property remains under the Organization's control.
- 4) **Prohibition on Personal Benefit:** No part of the net earnings or assets of the Organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except for reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.
- 5) **Non-Distribution Clause:** Upon the dissolution of the Organization, any remaining assets shall be distributed to another nonprofit organization with similar purposes and tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. No assets shall be distributed to any individual member or private person.
- 6) **Political Activities:** The Organization shall not engage in activities involving propaganda or attempts to influence legislation. It shall not participate in or intervene in political campaigns for or against any candidate for public office.
- 7) **Compliance with Tax-Exempt Status:** The Organization shall not conduct any activities not permitted for an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or for an organization where contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 8) **Restrictions on Encumbrance:** No real property owned by the Organization shall be used as collateral for any personal loan or obligation of any member, trustee, officer, or private person. Any mortgage or lien on the Organization's property must be approved by the Board of Directors and must serve the Organization's interests.
- 9) **Audit and Transparency:** The Organization shall conduct regular audits of its assets and property holdings to ensure transparency and adherence to these bylaws. Audit results shall be made available to the voting members upon request.

2.2. MEMBERSHIP

The Organization offers two distinct classes of membership: (1) voting member, (2) supportive member. Each class is designed to accommodate individuals and organizations that wish to support and engage with the mission and objectives of the Organization, with varying rights and responsibilities tailored to their level of involvement.

The Board of Directors may revoke membership for cause, provided the member is allowed a hearing with the Board during a regular meeting.

- 1) **VOTING MEMBERS:** To become a Voting Member, must be over 18 years old, support the Lao community, and respect Buddhist teachings. . A membership form will be provided and must be completed and provided to the Secretary or designee for each member. Voting Members have the right to review, question, and challenge any records or decisions related to the welfare of the organization. They also have the right to petition for the recall of any board members (Board of Directors and Officers) and to impeach the Abbot(s). Voting Members have the right to vote in the selection of the Board of Directors and on any proposed changes to the Bylaws. Each Voting Member is entitled to cast one vote. Voting members will pay a \$10 fee to vote for each election (not an annual fee unless elections are held annually) in order to vote. The voting fee shall only be used to offset costs of the election. If a voting fee is not paid, or waived by a majority vote of the Directors, the member is not eligible to vote. Voting fees can be paid anytime up to and including on the day of the election However, for the initial election held in 2024, no voting fee will be required.
- 2) **SUPPORTIVE MEMBERS:** Any person interested in Buddhist teachings, regardless of their own religious background, can become a Supportive Member. All members, adherents, and visitors are entitled to the spiritual comfort and educational experiences provided by the Temple. Supportive members are not eligible to vote.

ARTICLE III: GOVERNING BODY, DIRECTORS & OFFICERS

3. GOVERNING BODY, DIRECTORS, & OFFICERS

1. GOVERNING BODY

The Board of Directors shall be the governing body of the Organization.

To serve on the Board of Directors, it is highly encouraged that members possess an understanding of and connection to Lao heritage, culture, and religious practices. As Buddhism plays a central role in the spiritual and cultural life of the Lao community, board members should: (1) Be of Lao Heritage with a direct connection to Lao heritage ensures a deep understanding of the cultural values, traditions, and practices that are integral to the temple and its community; (2) Commitment to Buddhist Values by demonstrating an understanding and

respect for the principles of Theravada Buddhism, which is central to the Lao Buddhist faith, and show respect for the religious and spiritual traditions upheld by the temple; (3) recognize the importance of preserving and promoting Lao culture and language, as well as actively supporting the temple's role in maintaining these traditions within the community. . An individual will be disqualified to be a board of director if he/she has been convicted of a felony in the last 10 years. If the felony conviction is greater the board of directors may by majority vote may approve the individual to serve as a director. No individual Board of Director shall simultaneously serve as a director or officer of another entity or organization which service creates a real or apparent conflict of interest with the mission and vision of Wat Lao Buddhavong. A board of director shall not also be an officer of Wat Lao Buddhavong

3.2. BOARD OF DIRECTORS

The Board is responsible for the overall policy and direction of the Organization and delegates day-to-day operations to the Officers and committees. The Board shall have seven (7) members. The Abbot(s), deputy Abbot(s) and/or Monks are not able to serve as a Board of Director or an Officer but will attend meetings to provide guidance and advice.

1) ELECTION AND TERMS:

- **Election:** Board members are elected by the Voting members of the Organization who have voting rights. Elections shall be conducted at the Annual General Meeting or any special meeting called for this purpose.
- **Term Limits:** Board members shall serve for a term of three years and may be re-elected for additional terms. However, to ensure continuity and retain institutional knowledge, the initial terms will be staggered. Group A of four (4) members will serve an initial term of four years, while Group B of three (3) members will serve an initial term of three years. Thereafter, all Board members will serve three-year terms. No Board member shall serve more than three consecutive terms. After serving three consecutive terms, a Board member must step down for at least one full term (three years) before being eligible for re-election for up to two additional consecutive terms. This structure helps maintain continuity while also bringing in fresh perspectives and leadership.

2) POWER AND AUTHORITY:

- **Policy and Governance:** Establish and amend Organizational policies and bylaws; ensure compliance with legal, ethical, and regulatory standards; provide strategic direction and approve long-term plans.
- **Financial Oversight:** Approve the annual budget and ensure sound financial management; monitor financial performance and safeguard assets; authorize major expenditures and transactions.
- **Fundraising and Resource Development:** Oversee and participate in fundraising efforts; ensure adequate resources are available for the organization's mission; approve major funding proposals and capital campaigns.

- **Program Oversight:** Monitor the effectiveness of programs and services; ensure alignment with the organization's mission and goals; evaluate program outcomes and make necessary adjustments.
 - **Community Relations and Advocacy:** Represent the organization in the community; build and maintain relationships with stakeholders; advocate for the organization's mission and objectives.
 - **Board Self-Governance:** Conduct regular evaluations of board performance; provide training and development for board members; ensure an effective board structure and composition.
- 3) **RESIGNATION:** A Board member may resign at any time by providing written notice to the Board. The resignation shall be effective upon receipt or at a later time specified in the notice.
 - 4) **REMOVAL:** A Board member shall be removed for cause by a two-thirds vote of the remaining Board members, provided the member in question has been given an opportunity to be heard at a regular or special meeting of the Board.
 - 5) **VACANCIES:** Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Board members after providing at least 30 days' notice to the membership and provide an opportunity for individuals to express an interest in filling the vacancy . A Board member appointed to fill a vacancy shall serve for the remainder of the unexpired term. All vacancies, absent extenuating circumstances, shall be filled by the Board of Directors in no more than three (3) months from the date of vacancy unless extended by majority vote of the Board of Directors.
 - 6) **MEETINGS:** The Board of Directors shall meet at least quarterly. Special meetings may be called by the President or any three Board members. Notice of meetings shall be given to each Board member at least seven days in advance.
 - 7) **AUTHORITY TO AMEND BYLAWS:** The Board of Directors shall have the authority to amend the bylaws by a two-thirds vote of the Board, provided that notice of the proposed amendment has been given to each Board member at least 30 days in advance.
 - 8) **DELEGATION OF POWERS:** The Board of Directors may delegate specific powers and responsibilities to the Officers and committees, or individual Board members as necessary to achieve the Organization's objectives.
 - 9) **LIMITATION ON SERVICE AS OFFICER:.** A Board of Director shall not also serve as a Officer. This structure is intended to ensure clarity in the roles and responsibilities within the Organization, preventing potential conflicts of interest and enabling the Board to focus on governance while also fulfilling necessary operational functions. This policy allows for a more efficient filling of both board and officer positions, ensuring effective leadership and oversight.
 - 10) **Compensation.** The Board of Directors shall serve without compensation.
 - 11) **Gifts and Transfers:** The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or device for the general purpose, or for any special purpose, of the Organization. Furthermore, no gift or other transfer shall be made by this Organization to any person or entity other than a person or entity devoted to purpose and objectives, which are

consonant with those of the Organization as, described in its Articles of Incorporation and these Bylaws and are approved by a two-thirds vote of the Board of Directors.

ARTICLE IV: OFFICERS

4. OFFICERS

1. OFFICERS

The term of the President shall be three (3) years and shall be elected during the same election as the Directors. The Officers of the Organization are:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer

4.2. Appointment

- 1) **President:** The President appointed by the board of directors.
- 2) **Vice President, Secretary, Treasurer:** The Vice President, Secretary, and Treasurer will be nominated by the President and approved by majority vote of the Board of Directors. Unless reappointed and approved, the term of the Vice President, Secretary, and Treasurer will expire at the expiration of the term of the President.
- 3) **Qualifications:** As Buddhism plays a central role in the spiritual and cultural life of the Lao community, an officer should: (1) Be of Lao Heritage with a direct connection to Lao heritage ensures a deep understanding of the cultural values, traditions, and practices that are integral to the temple and its community; (2) Commitment to Buddhist Values by demonstrating an understanding and respect for the principles of Theravada Buddhism, which is central to the Lao Buddhist faith, and show respect for the religious and spiritual traditions upheld by the temple; (3) recognize the importance of preserving and promoting Lao culture and language, as well as actively supporting the temple's role in maintaining these traditions within the community. . An individual will be disqualified to be an officer if he/she has been convicted of a felony in the last 10 years. If the felony conviction is greater the board of directors may by majority vote may approve the individual to serve as an officer. No individual officer shall simultaneously serve as a director or officer of another entity or organization which service creates a real or apparent conflict of interest with the mission and vision of Wat Lao Buddhavong.

4.3. RESIGNATION & REMOVAL & VACANCIES

- 1) An Officer may resign at any time by providing written notice to the President or the Board of Director. The resignation is effective upon receipt or at a specified later date.

- 2) An Officer may be removed from office by two-thirds affirmative vote of the Board of Directors at a Board or Special Board Meeting.
- 3) Vacancies among the Officers shall be filled by appointment with a two-thirds affirmative vote of the current Board members. The appointed Officer shall serve until the next Annual Meeting.

4.4. PRESIDENT

- **Role:** The President serves as the principal officer of the Organization, presiding over meetings and providing leadership.
- **Duties:**
 - 1) **Preside:** The President shall preside over all meetings of the Board of Directors and the General Meeting.
 - 2) **Authority:** As the Officer, the President shall oversee the general management and operation of the Organization, ensuring that all policies and decisions of the Board are implemented.
 - 3) **Appointment of Committees:** The President, with approval of the Board, may appoint all standing and select committees.
 - 4) **Contract Signing:** The President, along with the Secretary or another authorized Officer, shall sign contracts and other documents authorized by the Board. This authority may be delegated to another Officer or agent of the Board as specified.
 - 5) **Additional Duties:** The President shall perform all duties customary to the office and any other duties assigned by the Board of Directors.

4.5. VICE PRESIDENT

- **Role:** The Vice President assists the President and assumes their responsibilities in their absence.
- **Duties:**
 - 1) **Presidential Succession:** The Vice President shall assume the role of President in the event of the President's absence or inability to continue in office.
 - 2) **Authorization to Sign:** The Vice President is not authorized to sign documents unless specifically authorized in writing by the Board of Directors.
 - 3) **Support Duties:** The Vice President shall support the President in performing their duties and shall carry out additional duties and responsibilities as delegated by resolution of the Board of Directors.
 - 4) **Annual Meeting:** The Vice President shall be responsible for scheduling the Annual Meeting and notifying the membership. They may work with an Annual Meeting Committee to plan and organize the event.

4.6. SECRETARY

- **Role:** The Secretary maintains records and manages communications.
- **Duties:**

- 1) **Meeting Records:** The Secretary shall take, prepare, and keep accurate records of all meetings of the general membership, Board of Directors, and ensure that these records are properly maintained.
- 2) **Distribution of Minutes:** The Secretary shall distribute the minutes of general membership meetings to all members of the Organization.
- 3) **Notices and Records:** The Secretary shall ensure that all required notices are given in accordance with the Bylaws and applicable laws, act as custodian of the Organization's records, maintain a register of members' names and addresses, and tally election results.
- 4) **Annual Meeting Documentation:** The Secretary shall process and distribute official business conducted at the Annual Meeting (e.g., resolutions, motions, directives) before the incoming Secretary assumes their responsibilities.

4.7. TREASURER

- **Role:** The Treasurer oversees the Financial Management of the Organization and shall have an understanding of budgeting and financial accounting.
 - **Duties:**
 - 1) **Funds Management:** The Treasurer shall collect annual dues, receive all funds accruing to the Organization, and disburse funds as directed by resolutions or orders of the Board of Directors.
 - 2) **Financial Reporting:** The Treasurer shall prepare a financial statement for submission at the Annual Meeting, detailing receipts and disbursements.
 - 3) **Expense Guidelines:** The Treasurer shall establish and oversee guidelines for expense reimbursement, ensure that all expense payments are approved in accordance with these guidelines, and pre-approve anticipated expenses to ensure sufficient funds are available.
 - 4) **Custody and Deposits:** The Treasurer shall manage or appoint the President to manage the receipt of all funds due to the Organization, ensure deposits are made in the Organization's name at banks or financial institutions selected by Board of Directors and perform all other duties related to the office of Treasurer as assigned by the Board of Directors.
 - 5) **Transition:** Upon the end of their term, the Treasurer shall submit all financial accounts, funds, and records to the newly elected Treasurer. The new Treasurer may request a formal audit by the Audit Committee of the Organization's financial records for the fiscal year ending December 31.
8. **Other Officers:** The Board of Directors may approve other Officer positions as the need may arise. Upon a majority vote of the Directors, a single individual can serve as the secretary and treasurer if qualified applicants are lacking.

9. COMPENSATION

The Officers shall serve without compensation.

4.10. GIFT AND TRANSFERS

. No gift or other transfer shall be made by this Organization to any person or entity other than a person or entity devoted to purpose and objectives, which are consonant with those of the Organization as, described in its Articles of incorporation and these Bylaws and are approved by a two-thirds vote of the Board of Directors.

ARTICLE V ABBOT, DEPUTY ABBOT, and MONK(S)

5. ABBOT AND DEPUTY ABBOT

1. ABBOT AND DEPUTY ABBOT

The Abbot is subject to confirmation by a majority of votes by the Voting members. The current Abbot may appoint a deputy Abbot, subject to confirmation by a majority of votes cast by the Voting members. The Voting members may nominate an individual to be the Abbot or Deputy Abbot subject to approval by a majority of votes cast by the Voting members. The Abbot and any deputy Abbot shall demonstrate the following qualities:

1. ມີ ພໍ່ ນາສາວິ ມອນແກ່ ຕໍ່ ກຳນົດ ໑ ຄົນ ກຳນົດ ໓ ພໍ່ ນາສາວິຂໍ້ ນໄປ
Be ordained as a monk at least three years

2. ຮູ້ ຫລັກ ກຳນົດ ມະນຸດ ໃນ ອາຣຽນ ຫລັກ ໃນ ວັດ ດ ອຳນາດ ອາຣຽນ ພະ ພະ ວັດ
ທຳ ນິຕິ ທຳ ນິຕິ ທຳ ນິຕິ ທຳ
Knowledgeable of the Buddhist Vinaya and monastery rules, has a basic understanding of the law

3. ຮູ້ ກ່າວສອນ ທັງ ມະ ທຳ ສາ ສູ ດ ໃນ ໂອກາດ ຕ່ າງ
Able to teach Dharma, provide sermons, chant in various religious rituals and occasions.

4. ບໍ່ ບາດ ຄ້າ ອາໄຫມ ກ່ ອນ (ອາໄຫມ
ກອນ) Never committed crimes

5. ຮູ້ ຈັດ ກຳນົດ ສ້າງ ຂອນ ວັດ ອາຣຽນ ພະ ພະ ກຳນົດ ບາດ ມັດ ຂອງ ວັດ
Know and lead about the temple reconstruction and restoration, up keeping and maintenance.

6. ມີ ການ ພົວພັນ ນິຕິ ທຳ ທັງ ພາຍໃນ ແລະ ພາຍນອກ ພົວພັນ ພາຍໃນ ແລະ ພາຍນອກ
ທັງ ມ
Has good relationship with the resident monks and the temple community

1. Succession by Appointment

The Abbot may appoint a successor, subject to confirmation by a majority of votes cast by the Voting members.

2. Impeachment.

Impeachment of Abbot and/or deputy Abbot proceedings may be initiated by a two-thirds majority vote of the Board of Directors currently in office. The Abbot and/or deputy abbot may be removed only for misconduct, according to Vinaya failing to demonstrate general knowledge of the at least 7 of the 35 precepts, and/or prolonged failure to perform the duties of Abbot. The Board must notify the voting members and arrange for a vote within 30 days of the initiation of proceedings. The impeachment shall be subject to confirmation by a majority of votes cast by the voting membership.

5.2. ABBOT(S) and MONK(S)

The Buddhist Abbot(s) and monk(s) residing at the temple shall have responsibilities including, but are not limited to:

- 1) Preserving and teaching the doctrines of Buddhism.
- 2) Performing religious ceremonies and will strive to perform the daily 10 activities of a monk.
- 3) Defining and issuing precepts.
- 4) Providing counseling and guidance when requested.
- 5) Teaching language, cultures and traditions.
- 6) Preserving and promoting Lao culture and customs.
- 7) Adhering to the rules and ethical guidelines established by the temple, as well as the disciplinary codes and practices expected of Buddhist monks. The Board reserves the right to take disciplinary actions if an abbot or monk fails to comply with these guidelines or engages in behavior deemed inappropriate or harmful to the community.

5.3. OTHER TENANTS OR RESIDENTS

No other tenants or residents are permitted to stay anywhere within the temple premises without the explicit approval of the Board. This policy ensures that all individuals residing at the temple do so with the consent and oversight of the board maintaining the integrity and sanctity of the temple environment.

ARTICLE VI: MEETINGS

6. MEETING

1. ANNUAL MEETING

There shall be an annual meeting of the Organization, held at a time and place selected by the Board of Directors, and upon thirty (30) days written or electronic notice to all members (Voting and Supportive) of record.

2. SPECIAL MEETINGS

- 1) Special Meetings shall be held at a time and place as determined by the Board of Directors.
- 2) A Special Meeting of the Organization can be called by the President, a majority of the Board of Directors. The Secretary shall notify any Special Meeting at least fifteen (15) days. The notice shall include the agenda for the meeting.
- 3) Conducting Special Meetings via e-mail, conference call or other telecommunications is acceptable when feasible and applicable.

3. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least once per quarter, as called by the President of the Organization. Meetings may be conducted via telecommunications when feasible and applicable.

4. MEETING MINUTES

The Secretary shall record and keep minutes of all Annual Meetings, Special Meetings, and Meetings of the Board of Directors. The Secretary shall forward a copy of the minutes of the annual meeting to the membership within thirty (30) days after the meeting.

5. VOTING

Voting at Annual Meeting and Special Meetings shall be limited to Voting members of the Organization with one vote for each member. Any question or issue other than an amendment to the Bylaws shall be determined by a simple majority vote of the quorum of Voting members present. The Board of Directors may elect to submit any question by mail or e-mail. Nothing in this section prevents the Board of Directors from voting on matters within its responsibilities.

6. ORDER OF BUSINESS

The order of this Organization's annual Meeting shall be:

Call to Order by President

- (1) Invocation
- (2) Reports of Officers and Committees
- (3) Unfinished Business
- (4) New Business
- (5) Program
- (6) Adjournment

6.7. GOVERNANCE

Unless otherwise directed by resolution, or Bylaws, the conduct of meetings shall be generally guided by Roberts Rules of Order (robertsrules.com).

ARTICLE VII: COMMITTEES

7. COMMITTEES

1. PURPOSE OF COMMITTEES

The Board of Directors will create committees as needed to support the Organization's goals. Each committee's objectives, activities, and structure will be outlined in its charter.

2. TYPES OF COMMITTEES

The Organization will utilize the following types of committees:

- (1) **Committees.** The Board of Directors may establish Committees for ongoing or recurring functions. Committees may include an Finance and Governance Committee, , a Fundraising and Membership Committee, and any other committees approved by the Board The President, with Board approval, may appoint members to the Committees. .

7.3. INTERNAL AFFAIRS COMMITTEES

The Internal Affairs Committee deals with all internal and operational issues. The committee consists of the following:

- 1) Finance and Governance Committee. The President, with Board approval, may appoint members to the Finance and Governance Committee. This Committee is responsible for assisting in the management of the temple's financial and governance activities, including budgeting, financial planning, and overseeing financial transactions. They ensure the temple's financial health and report their findings to the Board. Additionally, this Committee is responsible for assisting with the and planning for the upkeep and maintenance of the temple's facilities, ensuring they are suitable for worship, mission activities, and fellowship.

2) Fundraising and Membership Committee. The President, with Board approval, may appoint members to the Fundraising and Membership Committee. This Committee focuses on recruiting new members, maintaining member records, and fostering a welcoming environment for all members of the temple and planning fundraising activities. This Committee set goals, manage events, and oversee the fundraising budget. Additionally, the Committee develops marketing strategies, recruits and trains volunteers, and evaluates fundraising activities to improve future efforts.

4. OTHER COMMITTEES

The President, with Board approval, may appoint other committees as needed. The Board may grant these committees specific powers and responsibilities, as deemed appropriate, and set any conditions for their operation.

5. RECORDS KEEPING

All committees shall keep detailed written records of their meetings and send copies of the records to the Organization's office or the secretary. Each committee shall report in writing to the Board either directly or through the President.

6. COMMITTEE ANNUAL PLANS OF WORK

Each committee chair, if applicable and necessary as the Board deems necessary, shall prepare an annual work plan, including a budget, for their committee. The work plan will detail specific short-term objectives and planned activities to achieve those objectives. These plans must be submitted to the President and approved by the Board of Directors.

7. COMMITTEE REPORTS

Each committee chair shall submit a written annual report on committee activities and accomplishments to the President for presentation at the annual meeting. Interim reports may be requested by the Board of Directors.

ARTICLE VIII: FINANCIAL AFFAIRS

8. FINANCIAL AFFAIRS

1. DEPOSITS

The Treasurer shall deposit all funds of the Organization in a bank or banks designated by the Board of Directors as depositories for the funds of the Organization.

2. WITHDRAWAL OF FUNDS

The Board of Directors must approve the withdrawal of any funds from the Organization's account.

3. PAYMENT OF EXPENSE ACCOUNTS

- 1) The Board of Directors may refuse to pay any expense accounts by any person or committee until all required expense accounts are properly presented to and filed with the Treasurer and have been approved by the Board of Directors.

8.4. FISCAL YEAR

The fiscal year of the Organization shall begin on January 1, and end on December 31.

ARTICLE IX: CONFLICT OF INTEREST POLICY

9. CONFLICT OF INTEREST POLICY

1. DEFINITION AND DISCLOSURE

A conflict of interest occurs when an individual has a financial interest in any transaction or arrangement involving the Organization, whether directly or indirectly. This includes ownership, investment, or compensation from entities engaged with or negotiating with the Organization. Individuals must disclose any potential conflicts to the Board of Directors or relevant committee.

2. RECUSAL AND EVALUATION

Those with disclosed financial interests must recuse themselves from discussions and votes related to the transaction or arrangement. The Board or a designated committee will review the situation, consider alternatives, and ensure that no better option is available.

3. DECISION AND DOCUMENTATION

The Board or committee will vote on whether the transaction is in the Organization's best interest and fair. All decisions and disclosures will be documented in the meeting minutes. The Board may refer to external sources for further guidance as needed.

ARTICLE X: AMENDMENT OF BYLAWS

10. AMENDMENT OF BYLAWS

1. AMENDMENT OF BYLAWS

- 1) **Proposal:** Amendments to the Bylaws may be proposed by a member of the Board of Directors, any Organization member, or a designated committee. Proposed amendments must be submitted in writing. Any amendment related to the removal of the members' voting rights or the change in the number of directors must be approved by a majority vote of the voting members in accordance with state law. All other amendments to the Bylaws can be adopted by a super-majority vote of the Board of Directors.
- 2) **Notification:** All members (Voting and Supportive) must be notified of the proposed amendments at least thirty (30) days before the Special Meeting where the vote will occur. The notification should include a copy of the proposed amendments and the sections of the Bylaws to be affected.
- 3) **Meeting and Voting:** Amendments will be discussed and voted on at a Special Meeting. An amendment to the Bylaws, except for those identified above which can be approved by the Board of Directors, shall be approved by a majority of the votes cast by the Voting Members of those present at the Special Meeting. .
- 4) **Documentation:** Approved amendments will be documented in writing and included in the official Bylaws. Copies of the amended Bylaws will be distributed to all Board members and filed with any required regulatory bodies.
- 5) **Implementation:** The amended Bylaws will take effect immediately unless a different effective date is specified in the amendment.

ARTICLE XI: BOOKS AND RECORDS

The Organization shall keep correct and complete records account and shall also keep minutes of the proceedings of its Board of Directors and its committees, and shall keep at the office record giving the names and addresses of the Board of Directors. All books and records of the Organization may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII: INDEMNIFICATIONS OF DIRECTORS AND OFFICERS

- 1) **General Indemnification:** The Organization shall indemnify its Directors and Officers against any liability or expense incurred while acting in their official capacity, to the fullest

extent permitted by law. This includes, but is not limited to, legal fees, judgments, fines, and amounts paid in settlement.

- 2) **Conditions for Indemnification:** Indemnification will be provided if the Director or Officer acted in good faith and in a manner, they reasonably believed to be in the best interest of the Organization. This protection applies to actions taken while performing duties for the Organization and does not extend to matters arising from gross negligence, willful misconduct, or violations of law.
- 3) **Procedure for Indemnification:** To seek indemnification, the Director or Officer must submit a written request to the Board. The Board will review the request and determine whether the indemnification criteria are met.
- 4) **Advancement of Expenses:** The Organization may advance expenses incurred by a Director or Officer in defending a legal action, provided that the Director or Officer agrees to repay such amounts if it is determined they are not entitled to indemnification.
- 5) **Insurance:** The Organization may maintain insurance to cover indemnification obligations, subject to Board approval.
- 6) **Limitation of Indemnification:** Indemnification provided by the Organization shall be in addition to any other rights to which a Director or Officer may be entitled, whether under law, insurance, or other provisions.

This Article ensures that Directors and Officers are protected from personal liability for actions taken in good faith while serving the Organization, consistent with nonprofit regulations and best practices.

ARTICLE XIIV: DISSOLUTION OF THE ORGANIZATION

- 1) In the event of the dissolution of the organization and after the payments for all of debts/liabilities of the organization, the Board of Directors, with its sole discretion, shall transfer or donate all net assets of the organization to a non-profit organization/foundation that is organized and operated exclusively for charitable and educational purposes. The receiving organization must have its tax exempt established under section 501(C) (3) of the Internal Revenue Code during the year the dissolution occurs. Any assets not so disposed of, will be disposed as required by regulations as prescribed by the state of Virginia for Non-profit corporations.
- 2) No single individual, including but are not limited to the Board of Directors, Officers (President, Vice President, Treasurer, Secretary, Financial Auditor) or any other members of the organization shall have the power nor authority to transfer, sell, donate or otherwise transact the property or assets of the organization without approval from the majority of Board of Directors and the President.

CERTIFICATION

It is hereby certified the Bylaws were duly adopted by Board of Directors on November 5, 2024.

1. Dr. Watt S. Sengkhayavong, Board of Director Watt Sengkhayavong
2. Paul Moukhaty, Board of Director Paul Moukhaty
3. Vath Phimmakaysone, Board of Director Vath Phimmakaysone
4. Vilasith Sananikone, Board of Director Vilasith Sananikone
5. Kessa Chathavong, Board of Director Kessa Chathavong
6. Vilayphone, Panyasithavong, Board of Director Vilayphone Panyasithavong
7. Sen, Panavong, Board of Director Sen Panavong