

BY-LAWS
OF
WAT PHRASRIRATANARAM, INC.
THE BUDDHIST TEMPLE OF ST. LOUIS, MISSOURI

ARTICLE I

GENERAL

Section 1 - NAME

The name of this organization shall be

Wat Phrasriratanaram, Inc.

The Buddhist Temple of St. Louis, Missouri

Section 2 – PURPOSE

The specific and primary purpose for which this corporation is formed is to own, operate and maintain a Buddhist Temple and associated monastic community.

Section 3 – LIMITATION OF METHODS

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.

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.

Section 4 – PROHIBITION AGAINST PRIVATE INUREMENT

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.

ARTICLE II

MEMBERSHIP

Section 1 - CATEGORIES

The corporation shall have three categories of membership:

- (A) **ACTIVE MEMBER:** Any person of legal voting age who resides in the State of Missouri or adjacent States, and supports the goals and the ideals of the Thai Buddhist Temple whose name shall be enlisted in the Temple Directory
- (B) **ASSOCIATE MEMBER:** Any individual who resides in the same area of (A) who maintains his/her relationship with the Temple and participates in its activities and available services, but is not actively involved with Temple management. His/her name will also be enlisted in the Temple Directory.
- (C) **HONORARY MEMBER:** Any individual who has made substantial contribution to the Corporation and his/her eligibility is approved unanimously by the Board of Directors.

Section 2 – ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. A membership committee, appointed by the President in accord with Article VI, Section 1 and 2, shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof and shall be by a majority of those present at a duly constituted meeting.

Section 3 – DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

Section 4 – TERMINATION

- (a) Any member may resign from the corporation upon written request to the Board of Directors;
- (b) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the corporation, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 – VOTING

Each member shall be entitled to cast one (1) vote.

ARTICLE III MEETINGS

Section 1 – ANNUAL MEETING

The annual meeting of the corporation shall be held during July of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 – ADDITIONAL MEETINGS

General meetings of the corporation may be called by the President at any time or upon petition in writing or any twenty members in good standing.

- (a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- (b) Board of Directors meetings may be called by the President, or by him upon written application of three members of the Board of Directors; notice, including the purpose of. The meeting shall be given to each Director at least one (1) day prior to said meeting;
- (c) Committee meeting may be called at any time by the President or by the committee chairman.

Section 3 – QUORUMS

At any duly called general meeting of the corporation, a majority of the members shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; at committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, in which case five (5) shall constitute a quorum.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – COMPOSITION OF THE BOARD

The Board of Directors shall be composed of at least six (6) members but not more than twenty-six (26), one-half (1/2) of whom shall be elected annually to serve for two years, or until their successors are elected and have qualified. The governing and policy-making responsibilities of the corporation shall be vested in the Board of Directors which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 – SELECTION AND ELECTION OF DIRECTORS

At the first general meeting of the corporation, all six (6) members of the Board of Directors shall be elected. Three (3) of the initial members shall serve for a period of one (1) year and three (3) of its initial members shall serve for a period of two (2) years. Thereafter, all members of the Board of Directors shall serve a term of two (2) years. Election to the Board of Directors shall be by vote of the members of the corporation at the annual July general meeting.

Section 3 – SEATING OF NEW DIRECTORS

All newly elected members of the Board of Directors shall be seated at the regular July meeting and shall be participating members coinciding with their term beginning in July. All retiring Directors shall continue to serve until the election results have been determined.

The Board of Directors at its annual July general meeting shall organize for the coming year, and shall elect a Chairman of the Board of Directors, Vice Chair persons and a Secretary of the Board of Directors. It shall be the duty of the Chairman of the Board of Directors to preside at any and all meetings of the Board of Directors and shall be the chief member of the Board of Directors. The Chairman shall also have one vote. The Chairman, or his designated representative, shall subject to the approval of the Board of Directors deliver all directives, assignments, and responsibilities to the appropriate officer of the corporation as set forth in Article V hereof and shall be the chief spokesman for the Board of Directors, but always subject to the approval of the Board of Directors.

The Secretary of the Board of Directors shall serve the Board of Directors, and shall be one of its members, and shall cause to be prepared notices and minutes of the meetings of the Board of Directors and shall prepare all of their notices required pursuant to these By-Laws.

The Board of Directors shall meet at least once every three (3) months unless four (4) or more members of the Board of Directors assent at least one (1) day in advance to the cancellation of a meeting for a particular month.

Section 4 – VACANCIES

A member of the Board of Directors who shall be absent for four (4) consecutive regular meetings of the Board of Directors shall automatically be dropped from the Board of Directors unless confined by illness or otherwise decreed by a majority vote of these voting at a meeting of the Board of Directors.

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the remainder of the term of the member of the Board of Directors who had previously held such position.

Section 5 – POLICY

The Board of Directors is responsible for formulating and implementing the policies of the organization.

Section 6 – INDEMNITY

Each person who is or was a Director or Officer of the corporation shall be indemnified by the corporation as of right to full extent permitted or authorized by the General Corporation Law of the State of Missouri, including, but not limited to, the provisions of Section 351.355. Revised Statutes of Missouri, as amended against any liability, civil or criminal, cost or expense asserted against him and, incurred by him in his capacity as a Director or Officer of the corporation. The corporation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against and such liability, cost or expense.

ARTICLE V

OFFICERS

Section 1 – DETERMINATION OF OFFICERS

At the July meeting, the Board of Directors shall elect the following officers as the operating officers of the corporation, all of whom are subject to control and direction of the Board of Directors: (1) President, (2) , Vice Presidents (not more than 3), (3) Secretary, (4) Treasurer and (5) Two (2) Assistant Treasurers. The officers may, also be members of the Board of Directors. All officers shall serve for a period of one (1) year and/or until their successors assume the duties of said office.

Section 2 – DUTIES OF OFFICERS

- A. President. The President shall serve as the chief officer of the corporation and shall be answerable to the Board of Directors and shall attend any and all meetings other than Board of Directors meeting. The President shall, with advice and counsel of the other officers of the corporation, and subject to the approval of the Board of Directors, determine all committees, select all chairpersons, and assist in selection of committee personnel.
- B. Vice-President. The duties of Vice President shall be such as may be assigned by the President and Board of Directors. If the first Vice President is unable to perform the assigned duties, the second Vice President will resume such responsibilities. If the second Vice President is unable to perform the said duties previously prescribed, the third Vice President shall finally assume these responsibilities.
- C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions as approved by the Board of Directors, subject to checks signed by the Treasurer and the President, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board of Directors. The Treasurer shall be bonded in an amount determined by the Board of Directors. The Assistant Treasurers will automatically resume all duties and responsibilities assigned to the Treasurer, if the Treasurer is unavailable.
- D. Secretary. The Secretary shall serve the officers, and cause to be prepared notices and minutes of meetings of the officers and minutes of membership meeting, and shall prepare all other notices required pursuant to these By-Laws as required by the Board of Directors. The Secretary shall have such other and further duties as the President or the Board of Directors may from time to time direct.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1 – APPOINTMENT AND AUTHORITY

The President by and with approval of the Board of Directors, shall appoint all committees and committee chairperson, including the committee and committee chairperson of the membership committee. He or she may appoint such ad hoc committees and their chairperson as he/she deems necessary to carry out the purposes of the corporation. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Boards of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

Section 2 – LIMITATION OF AUTHORITY

No action by any member committee, director or officer shall be binding upon, or constitute an expression of, the policy of the corporation until it shall have been approved or ratified by the Board of Directors.

Committees, except the membership committee, shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 – EXECUTIVE COMMITTEE

The Committee has authority to exercise the full authority of the Board of Director except the executive committee cannot authorize such things as the distribution of assets larger than \$10,000, (ten thousand U.S. Dollars), dissolution or merger, the sale of substantially all the assets, or amendments or repeal of the corporate articles or bylaws.

The executive committee shall consist of not more than 9 members. Those are president, vice presidents, secretary, treasurer, chairpersons of finance committee, bylaws committee, memberships nominating committee and a member at large. One of them will be elected to serve as executive committee chairperson. The executive committee may meet once a month except the month that the board of directors meet.

Section 4 – FINANCE COMMITTEE

At the first meeting of the Board of Directors, a Finance Committee shall be established which shall be responsible for designating the depositories in which the assets of the Foundation shall be deposited. The Finance Committee shall also direct the financial affairs of Wat Phrasriratanaram, Inc., including but not limited to budgeting , investing fund raising

and auditing under the supervision of the Board of Directors. It shall report at least once a year to the Board of Directors the financial condition of Wat Phrasriratanaram, Inc. The Finance Committee shall consist of four (4) members, one (1) of whom shall be the Chairperson, whom shall serve on the Finance Committee until their respective successors are elected by the Board of Directors. The Treasurer shall be an ex-officio member of this committee.

Section 5 – MEMBERSHIP AND NOMINATING COMMITTEE

At the first meeting of the Board of Directors, a Membership Committee shall be established which shall be responsible for the search, nomination and election of the Chairperson-Elect and Board of Directors, as prescribed in the By-Laws, to be approved by the Board of Directors and voted upon at the annual meeting. The Membership Committee shall consist of at least five (5) members, one (1) of whom shall be the Chairperson, whom shall serve on the Committee on at least nominations until their respective successors are elected by the Board of Directors.

Section 6 – BY-LAWS COMMITTEE

At the first meeting of the Board of Directors, a By-Laws Committee shall be established which shall be responsible for the review and preparation of suggested amendments to the By-Laws. The By-Laws Committee shall act under the supervision and direction of the Board of Directors. The By-Laws Committee shall consist of at least five (5) members of the Corporation, one (1) of whom shall be the Chairperson, whom shall serve on the By-Laws Committee until their respective successors are elected by the Board of Directors.

Section 7 – COMMITTEES

There shall be such other Committees of the Corporation as the Chairperson, or the Board of Directors may, from time to time, designate, and the Committees-so designated shall perform such duties and fulfill such functions as the Chairperson or Board of Directors, as the case may be, shall prescribe in establishing such Committee.

ARTICLE VII

FINANCES

Section 1 – FUNDS

All monies paid to the corporation shall be placed in a general operating fund. Funds not needed or unused for the current year's budget shall be placed in reserve account that is interest bearing.

Section 2 - DISBURSEMENTS

All disbursements shall be made by the Treasurer after obtaining the necessary co-signature but any expenditure in excess of Five Hundred Dollars (\$500.00) must first obtain the approval of the Board of Directors. Also, any disbursements to any person, firm, corporation, partnership or association that total more than Five Hundred Dollars (\$500.00) in any thirty (30) day period must be first approved by the Board of Directors. All disbursements shall be by check.

Section 3 – FISCAL YEAR

The fiscal year of the corporation shall close on June 30.

Section 4 – BUDGET

As soon as possible after the election of the new Board of Directors and officers, the Board of Directors shall compile a budget of estimated expenses for the period of October 1 of each year to September 30 of the following year.

ARTICLE VIII

REMUNERATION

There shall be no salary or other compensation paid to any member of the Board of Directors nor any officer of the corporation for services rendered to the corporation.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The current edition of Roberts' Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles of Incorporation or these By-Laws of the corporation.

ARTICLE X

AMENDMENTS

These By-Laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided that notice of the meeting includes a proposal for amendment of the By-Laws. Any proposed amendments or alterations shall be submitted to the Board at least five (5) days before the meeting at which they are to be acted-upon.

ARTICLE XI

REAL ESTATE

Before any of the real estate acquired by the corporation can be either sold, gifted or in any way transferred, the Board of Directors shall give at least sixty (60) days written notice of a meeting of the membership to each member of the corporation setting forth that said notice of the intent of the Board of Directors to either sell, gift or transfer any of the real estate owned by the corporation and the reasons therefore. Said sale, gift or transfer shall not take place without the consent of at least three-fourths (3/4) of the members of the corporation present at said meeting.

ARTICLE XII

CONFLICT OF INTEREST

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**.

Conflict of Interest herein defines 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 Governing Board of Wat Phrasriratanaram, INC.

Neither an individual officer nor any committee member of Wat Phrasriratanaram, INC. shall be allowed or authorized to seek personal benefit in term of monetary, recognition, or return in any favor by using his or her current/former position at Wat Phrasriratanaram, INC.

These By-Laws are adopted this _____ day of _____,
20____

Chairman

ATTEST:

Secretary