

**TIBETAN CULTURAL INSTITUTE OF ARKANSAS**  
**MEETING OF THE BOARD OF DIRECTORS**  
**July 11, 2011**

**Board Members Present:**

James Ownbey, President  
Sidney Burris, Vice President  
Karen Chotkowski, Co-Treasurer  
Jasmine Merced, Secretary  
Bill Symes, Member at Large  
Ellen Thompson, Treasurer

**Board Members Absent:**

Geshe Thupten Dorjee, Member at Large

**Committee Chairs Present:**

None

**Guests Present:**

Anna Butler  
Jay Barrow  
Stephen Marquardt  
Brian Lantaff

**Committee Chairs Absent:**

Cheryl Maese, Membership  
Kate MacNaughton Lonberger,  
Fundraising  
Students for a Free Tibet Liaison  
Christy Pollock, Community Outreach  
Georgia Lance, Land

6:58 pm Meeting called to order.

**NEW BUSINESS**

Meeting Guidelines and Membership Guidelines. James moved to adopt the Meeting Guidelines and Membership Code of Conduct (Appendix A). Bill seconded. Motion passed.

Approval of the Minutes. James moved to approve minutes that need approval. Sidney seconded. Motion passed.

Financial Reports, Ellen Thomson. There is approximately \$12,000 in the checking account, with about \$300 in outstanding checks. Geshela's travel expenses will be approved by the Board on a case-by-case basis. James moved to approve the amended financial statement. Jasmine seconded. Motion passed.

Update TCIA Bylaws. James moved to adopt the amended ByLaws (Appendix B) with the understanding they will be revisited/refined in the future. Bill seconded. Motion passed.

Initial Terms of Directors. The updated ByLaws increased the number of Board members to 9. James moved to accept Terms as itemized on Director Terms handout (Appendix C). Jasmine seconded. Motion passed.

Membership Policy. James moved to approve revised Membership policy (Appendix D) as a starting point for the Membership Committee. Jasmine second. The Membership Committee will maintain all Membership Lists. Bill suggested that we consider a lifetime membership option. Motion passed.

Construction. Jay estimated that \$15k will likely cover the rest of materials.

Finance and Fundraising. Anna Butler is willing to serve as Chairman of Fundraising and Financing for 6 months.

The remaining agenda items are tabled until next meeting.

Meeting adjourned 7:53p

**TIBETAN CULTURAL INSTITUTE OF ARKANSAS  
MEETING GUIDELINES AND MEMBERSHIP CODE OF CONDUCT**

**Article I: General Conduct**

At any event or function in which a member's affiliation with the Institute is apparent, members shall refrain from engaging in illegal, unprofessional, or unethical actions that might bring disrepute to the Institute or its members, and shall act in a way that promotes the Six Perfections of Generosity, Ethical Discipline, Patience and Tolerance, Joyous Enthusiasm and Perseverance, Concentration, and Wisdom. Members shall refrain from engaging in any of the Ten Non-Virtuous Actions, consisting of killing, stealing, sexual misconduct, lying, divisive speech, harsh or insulting speech, idle gossip, covetousness, harmful intent or ill will, and wrong views. Members shall comply with all established protocols, procedures, and policies.

**Article II: Open Meetings and Executive Session**

**Section I: Open Meetings**

1. Meetings of the Board of Directors shall be open to the general public, except when the Board meets in Executive Session. Only members of the Board of Directors are entitled to speak and propose and vote on motions of the Board. Non-directors may be heard at the discretion of the presiding officer given constraints of time, agenda, and relevance. The presiding officer shall make a good faith effort to ensure that non-members are heard in a fair manner consistent with both transparency and effective meeting management.
2. Meetings of the general membership shall be open to the general public. Members must meet all applicable requirements in order to propose and vote on motions. The rights and obligations of members at general membership meetings shall be as established in the bylaws of the organization.
3. During any Directors or membership meeting, the Board of Directors may adjourn to executive session upon the order of the presiding officer, or upon a majority affirmative vote upon a motion and second submitted by any Board member. Executive sessions will include members of the Board of Directors and other individuals expressly invited by the Board. Except under unusual circumstances as evidenced by an affirmative vote upon a motion at the beginning of the session, executive sessions shall be off the record, and any action resulting from such a session shall be made in open meeting.

### **Article III: Code of Conduct During Meetings**

1. All individuals attending or participating in a meeting will be treated with dignity, honoring their uniqueness and value. There will be no tolerance for abuse, defamation, derogatory remarks, personal insults, hostility, threats or any form of intimidation or discrimination.
2. Attendees shall deal with each other in an open, honest and respectful fashion.
3. Attendees shall respect the views of others and allow others the opportunity to speak without interruption.
4. Meeting attendees are expected to be positive, constructive, and to represent the best interests of the Institute rather than individual constituencies.
5. Communication in meetings will be clear, timely, concise, to the topic and avoid indecorous language and/or reference to personalities.
6. Participants will engage in communications in an orderly fashion such that multiple conversations aren't occurring at the same time.
7. Individual participants will not seek to dominate proceedings.
8. Deference shall at all times be paid to the authority of the presiding officer and on all points of order, competency, and relevancy, his or her ruling shall be final.
9. Attendees will refrain from disruptive behavior during meetings. This will include interrupting the current speaker, engaging in side conversations, making loud noises, heckling, clapping, shouting, booing, hissing or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
10. It is the duty of the presiding officer to preserve order and to ensure that members obtain a fair hearing. In the event of disorder, the presiding officer has absolute discretion to adjourn the meeting, and by quitting the Chair will bring the meeting to an end.
11. In the event of any attendee at a meeting disregarding the authority of the presiding officer or of being guilty of obstructive or offensive conduct or conduct in violation of this code, a motion may be moved and seconded to suspend such member for the remainder of the sitting. Such a motion will be put to the Board of Directors without discussion and if supported by a majority of members of the Board present and voting will be declared carried. The presiding officer will then take whatever actions are necessary and reasonable to effect the removal of the offending member. No further action will be taken until the offending member has been removed and order has been restored.

Adopted by the Board of Directors July 11, 2011.

**BYLAWS OF  
THE TIBETAN CULTURAL INSTITUTE OF ARKANSAS INC.**

**ARTICLE I: NAME & PURPOSE**

**Section I: Name:**

The name of the nonprofit organization shall be "Tibetan Cultural Institute of Arkansas Inc."

**Section II: Purpose:**

The Tibetan Cultural institute is a nonprofit organization created exclusively for charitable and religious purposes under §501(c)(3) of the Internal Revenue Code to educate and increase public awareness of Tibetan culture and the teachings and practice of the Tibetan Buddhist faith, and to support and develop charitable giving programs that are consistent with Tibetan culture and religious practice.

**ARTICLE II: MEMBERSHIP**

**Section I: Eligibility:**

All persons who support the purpose stated in Article I, Section II shall be eligible for membership. All persons or organizations interested in the Tibetan Cultural Institute of Arkansas Inc. may become members upon payment of the established dues, in advance, for one year. The Board of Directors may grant special categories of membership to persons providing special services or remuneration to the Tibetan Cultural Institute of Arkansas Inc. Dues shall be established by the Board of Directors and said dues shall be payable on a calendar-year basis.

**Section II: Dues:**

- (a) A schedule of dues shall be determined by the Board of Directors at the first meeting as to the amounts which are considered to be equitable to the membership and at the same time in the best interests of the Tibetan Cultural Institute of Arkansas Inc.
- (b) The Board of Directors shall review the schedule of dues periodically and make whatever adjustments and determinations they may deem necessary. Dues shall be payable at the time of enrollment and annually thereafter. A majority vote of the Board is required for any increases in dues.

**Section III: Resignation:**

- (a) A member may resign at any time.
- (b) An officer or director may resign at any time by providing notice by filing a written notice to another officer of the organization. The failure of an officer or director to attend three consecutive regular Board meetings without prior notice to and approval by the Board may be construed as resignation upon review of the Board. Upon the resignation of an officer or director, the Board shall appoint a replacement to fulfill the term left vacant by the resignation.
- (c) The resignation of an officer or director, however, does not dissociate other officers or directors of the organization or cause the winding up of the organization.
- (d) An existing officer or director is entitled to be elected to replace another officer or director upon a resignation. However, Article II, Section III (b), shall

be completed before the existing officer or director may be considered for the open position.

- (e) The resignation of a member does not relieve the member from any obligations the member may have to the organization as a result of obligations incurred or commitments made prior to resignation.

**Section IV: Liability:**

Any acts and liability incurred by the Tibetan Cultural Institute of Arkansas Inc. in its course of business shall be limited; and therefore, the acts and liability attributed to the nonprofit organization shall not be the acts of the members individually. A member of the organization is not, as such, personally liable for the acts, debts, liabilities, or obligations of the organization.

**Section V: Expulsion or Suspension of Members:**

- (a) The Tibetan Cultural Institute of Arkansas Inc. may expel any member of the organization upon a majority vote by the Board of Directors.
- (b) The Tibetan Cultural Institute of Arkansas Inc. may expel any officer or director of the organization upon a majority vote by members of the organization.
- (c) No member shall be expelled or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith.
- (d) Any member expelled owes a fiduciary duty to the organization and to its members.
- (e) The procedures shall provide:
  - (i) not less than fifteen (15) days prior written notice of the proposed expulsion or suspension and the reasons thereof, thereby placing the member on 'review'; and
  - (ii) an opportunity for the member on review to be heard by all members, orally or in writing, not less than five (5) days before the effective date of the majority vote for expulsion or suspension by the officers of the organization.
- (f) The procedures for expulsion of an officer or director shall also be afforded the same procedures set out in Article II, Section V (e )(i) & (ii), except that section (ii)' s majority vote shall be by the members of the organization present at an expulsion meeting held at a reasonable time thereafter.
- (g) Any written notice must be given by first-class mail or certified mail and sent to the last address of the member shown on the organization's records.
- (h) Any challenge to an expulsion or suspension, including a challenge in which defective notice is alleged, must be commenced within one (1) year after the effective date of the expulsion or suspension.
- (i) An expelled or suspended member, including an officer or director, is entitled to one (1) challenge to the determination and a subsequent vote by majority to reinstate the member held not less than three (3) months from the date the written notice of review is written.
- (j) A member who has been expelled or suspended is liable to the organization for unpaid dues, assessments, fees, or other liabilities as a result of obligations incurred or commitments made prior to expulsion or suspension.
- (k) An expelled member is not liable for acts of the organization subsequent to expulsion.

**Section VI: Conduct of Members:**

At any event or function in which a member's affiliation with the Institute is apparent, members shall refrain from engaging in illegal, unprofessional, or unethical actions that might bring disrepute to the Institute or its members, and shall act in a way that promotes the Six Perfections of Generosity, Ethical Discipline, Patience and Tolerance, Joyous Enthusiasm and Perseverance, Concentration, and Wisdom. Members shall refrain from engaging in any of the Ten Non-Virtuous Actions, consisting of killing, stealing, sexual misconduct, lying, divisive speech, harsh or insulting speech, idle gossip, covetousness, harmful intent or ill will, and wrong views. Members shall comply with all established protocols, procedures, and policies.

**ARTICLE III: MEETINGS OF THE GENERAL MEMBERSHIP****Section I: Annual Meetings of the General Membership:**

The annual meeting of the general membership of the Tibetan Cultural Institute of Arkansas Inc. shall be held each year at a time and place determined by the Board of Directors. The annual meeting shall be for the purpose of electing officers, reporting on activities and finances, and reviewing other matters as deemed appropriate. Newly elected officers will assume their positions at the next Board of Directors meeting following the Annual Membership meeting.

**Section II: Special Meetings of the Members:**

Special meetings of the members may be called by the Board of Directors. Special meetings shall also be called by the President upon receipt of a petition for a special meeting signed by at least 5% of the membership stating the purpose for which the meeting is to be called.

**Section III: Notice of Membership Meetings:**

Notice of the annual meeting of the members, or of any special meetings of the members, will be sent by mail or email and/or published on the Institute's web site no later than two (2) weeks in advance of either meeting. All notices, at a minimum, shall state the place, date, time, and purpose of the meetings. If either the time or notice requirement is not followed, the meeting shall be ineffective.

**Section IV: Membership Voting:**

Each member shall be entitled to one vote. Proxy voting is not allowed.

**ARTICLE IV: BOARD OF DIRECTORS****Section I: Board role, size, and compensation:**

The Board of Directors is responsible for overall policy and direction of the Tibetan Cultural Institute of Arkansas Inc. The Board shall consist of four Officers and at least one (1) and no more than five (5) directors at large. The spiritual leader/advisor of the Institute shall serve as a permanent ex-officio non-voting member of the Board. The Board receives no other compensation other than reasonable expenses.

For the purpose of these bylaws, except where a distinction is explicit and required, the terms "officer", "director", and "board member" shall interchangeably apply to an elected member of the Board of Directors. The term "executive director" shall apply to the President, Vice President, Treasurer and/or Secretary.

**Section II: Eligibility:**

To serve as an elected Officer or Director, a person must be a member of the Tibetan

Cultural Institute of Arkansas Inc. in good standing.

**Section III: Terms of Directors:**

- (a) The term of office will be for three (3) years and the Officers and Directors are eligible for reelection. The terms of the directors shall be staggered so that election or re-election of no more than three (3) directors occurs as the first item of business as the Annual Membership meeting.
- (b) The four (4) initial executive officers, who shall serve as President, Vice President, Secretary, and Treasurer, will be divided into three groups so that terms can be staggered. The directors who are serving as President and Treasurer will be in Group A and will serve an initial term of three (3) years. The director who is serving as Vice President will be in Group B, and will serve an initial term of two (2) years. The director who is serving as Secretary will be in Group C, and will serve an initial term of one (1) year. Additional directors at large will be added to Groups A, B, and C so that the Groups remain as equal as possible.
- (c) Upon the expiration of a director's term, the director shall continue to serve until the successor of such director is elected or there is a decrease in the number of directors.

**Section IV: Board of Directors Meetings:**

- (a) The Board shall have at least four (4) meetings per calendar year, once every three months, at an agreed upon time, date, and place.
- (b) Special meetings of the Board may be called by the President, 20% of the Board, the Executive Committee, or by 10% of the voting members.

**Section V: Notice of Annual and Special Meetings of the Board:**

- (a) Written notice of each previously unscheduled official Board meeting must be given to each officer, by first class or registered mail or via email. Notice shall be sent to the last known mailing address or email address of officers, at least five (5) days before the meeting.
- (b) Written notice of special meetings of the Board shall be to each officer, by the Secretary, five (5) days before the meeting and shall include the date, time, and place of meeting.
- (c) Any Board action to remove an officer or to approve a matter that would require approval by the members, if the organization had members, requires that each officer be given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting.
- (d) An officer may, at any time, waive any notice of meetings of the Board. The waiver must be in writing, signed by the officer entitled to the notice and filed with the minutes of the corporate records. Assigned waiver delivered by facsimile transmittal or e-mail shall constitute a valid waiver of notice.

**Section VI: Notice of Annual and Special Meetings of the Board:**

Any action required or permitted to be taken at a meeting of the Board of Directors (excluding amendment of these Bylaws) may be taken without a meeting if a quorum majority of the members of the Board consent in writing to take the action without a meeting and to approve the specific action. Consent may be given in the form of a writing, facsimile, or email. Upon receipt of a valid affirmative vote, the individual director requesting the action shall forward documentation and a record of all votes and abstentions to the President for certification. The President shall review the

documentation, and upon determination that the action is valid and in compliance with the bylaws and other applicable requirements, shall notify the Board of Directors that the action is approved and authorized, and forward the results to the Secretary for recording in the minutes of the Institute. Only upon successful completion of all these steps, will an action be deemed to be approved. Any action taken in violation of this section shall be deemed an unlawful action.

**Section VII: Quorum:**

A quorum of the Board consists of a majority of the. A quorum must be established before business can be transacted or motions made or passed. Furthermore, if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board.

**Section VIII: Termination or Resignation of Officers:**

- (a) An officer may be removed with or without cause by a three-fourths (3/4) vote of the remaining directors present at a meeting which is called for the purpose of removing the director and for which the meeting notice stated that the purpose, or one of the purposes, of the meetings is removal of the director.
- (b) An officer may resign at any time by delivering written notice to the Secretary or the President. Such resignation shall take effect immediately upon receipt of the notice, unless specified in the notice. If a resignation is made effective at a future date and the Board accepts the future effective date, the Board may fill the vacancy before the effective date if the Board provides that the successor does not take office until the date of resignation.

**Section IX: Vacancies:**

Any unexpected vacancy on the Board of Directors may be filled by the Board and shall be for the remainder of the term.

**Section X: Voting:**

Members and officers of the Board of Directors must be present at a meeting to vote. No voting proxy shall be permitted.

**Section XI: Indemnification of Officers:**

The organization shall indemnify an officer, who was wholly successful in the defense of any proceeding to which the officer was a party because he or she is or was an officer of the organization, against reasonable expenses actually incurred by the officer in connection with the proceeding.

**Section XII: Personal Liability of Officers:**

Unless an officer complies with the applicable standards of conduct, an officer who votes for or assents to an unlawful distribution that exceeds what could have been distributed is personally liable for the unlawful distribution. The liable officer is entitled to contribution from every other officer who voted for or assented to the distribution without complying with the applicable standards of conduct and from each person who received an unlawful distribution for the amount of the distribution, whether or not the person receiving the distribution knew it was made in violation of the director's applicable standard of conduct.

## **ARTICLE V: AUTHORITY AND DUTIES OF OFFICERS**

### **Section I: Officers:**

The officers of Tibetan Cultural Institute of Arkansas Inc. shall be a President, a Vice President, Secretary, and a Treasurer, and such officers and directors at large as the Board of Directors may designate. A candidate for office must be a member of the organization. The spiritual leader of the Institute shall be a permanent ex-officio non-voting member of the Board.

### **Section II: Election and Term of Office:**

The Board of Directors shall elect the executive officers and directors at their first meeting following the Annual Meeting, with the newly elected and former officers and directors, if relevant, participating. The term of office shall be three (3) years.

### **Section III: Vacancies of Office:**

If an officer becomes vacant, the Board of Directors shall elect a successor who shall hold the office until the expiration of the term. If there is no other officer to fill this office, an existing officer shall be elected by majority vote by the Board to handle the responsibilities of the office that have been vacant until the next Annual Membership Meeting, when a new officer can be elected.

### **Section IV: Duties of Each Executive Officer:**

- (a) The President shall preside at all meetings of the Board of Directors, the membership and the Executive Committee. The President shall perform all duties incident to the office and shall be a spokesperson for the Tibetan Cultural Institute of Arkansas Inc.
- (b) The Vice President shall perform the duties assigned by the President and shall preside in his or her absence. In the President's absence, the Vice President will act as and perform the duties of President until a new President is elected. The Vice President will chair special committees as designated by the Board.
- (c) The Secretary will record and file the minutes of all membership, Board of Directors and Executive Committee meetings. The Secretary may delegate the taking of minutes to another member, subject to the approval of the President, but must retain responsibility for the accuracy of the minutes. He or she will be responsible for the accuracy of the minutes. He or she will be responsible for giving notice of all Board of Directors and membership meetings. The Secretary will also carry on any other activities incident to the office.
- (d) The Treasurer shall maintain the funds and accounting records of the Tibetan Cultural Institute of Arkansas Inc. and shall keep a full and accurate record of all receipts and disbursements. The Treasurer shall provide a written financial report at each regular meeting, and will provide the same immediately upon request by any director. The Treasurer shall submit the books to be reviewed as stated in Article X. The Treasurer shall carry on any other activities incident to the office.

## **ARTICLE VI: COMMITTEES**

### **Section I: Creation of Committees:**

The Board of Directors may create committees as needed, such as fundraising, etc. The

Board appoints all committee chairs. Except where otherwise specified, Board members are eligible to serve in any Committee capacity. Except when the Board meets in executive session, committee chairs are expected to attend and participate in Board meetings, although committee chairs do not vote on Board matters.

### **Section II: Standing Committees:**

The following committees shall be established and maintained as permanent, standing committees:

- (a) **Membership:** Develops and implements membership policies, subject to Board approval; coordinates member ceremonies; maintains the membership directory; welcomes newcomers; and other activities designed to facilitate member recruitment and retention.
- (b) **Finance and Fundraising:** Monitors the financial status of the Institute; develops and implements financial policies, subject to Board approval; coordinates fundraising activities; develops the annual budget; works with the Membership Committee to encourage financial stewardship; ensures Institute compliance with all financial and record-keeping requirements; and other activities designed to ensure the financial health of the Institute. The Institute's treasurer shall serve as a permanent ex officio member of this Committee, but shall be ineligible to serve as chairperson.
- (c) **Sangha:** Represents the needs of the core religious services congregation; facilitates regular meditation meetings and retreats; protects and maintains religious artifacts and relics; other activities designed to promote a vigorous and healthy religious environment.
- (d) **Community Outreach:** Coordinates the Institute's web site and other online resources; prepares press releases for Institute activities and events; encourages participation in community events; and other activities designed to promote the Institute's presence in the wider community.
- (e) **Student Outreach:** Serves as liaison between the Institute and the University student community, especially the University chapter of Students for a Free Tibet.
- (f) **Facilities:** Oversees the Institute's physical facilities; develops and implements acquisition of facilities essential to the Institute's purpose, subject to Board approval.
- (g) **Nominating:** Selects and submits a slate of candidates for officers and directors at the annual membership meeting.

### **Section III: Executive Committee:**

There shall be an Executive Committee consisting of the executive officers and a director at large or member of the Tibetan Cultural Institute of Arkansas Inc., elected at large. The Executive Committee shall have powers and authority of the Board in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board, except for the power to authorize amendments to the Bylaws or Articles of Incorporation, or the power to authorize distribution of assets or the dissolution of the organization.

## **ARTICLE VII: STAFF**

### **Section I: Paid Staff:**

The Board of Directors may hire such paid staff as they deem proper and necessary for the operations for the Tibetan Cultural Institute of Arkansas Inc. The powers and duties

of the paid staff shall be as assigned or as delegated by the Board.

## **ARTICLE VIII: CONFLICTS OF INTERESTS**

### **Section I: Definition:**

A conflict of interest transaction is a transaction with the organization in which a director or officer of the organization has a direct or indirect interest. An officer has an indirect interest in a transaction if (1) another entity in which the officer has a material interest or in which the officer is a general partner is a party to the transaction, or an officer has a direct interest in which the officer (2) is a director, officer, or trustee is a party to the transaction.

A conflict of interest is defined as an actual or perceived interest by a staff member or Board member in an action that results in or has the appearance of resulting in, personal, organizational, or professional gain. A conflict of interest occurs when an employee/Board member has a direct or fiduciary interest which include: Ownership with, employment of or by, contractual relationship with, creditor or debtor to, consultative or consumer relationship to a member of the Board of Directors or an employee where one or the other has supervisory authority over the other or with a client who receives services.

It is in the interest of the organization, individual staff, and Board members to strengthen trust and confidence in each other, to expedite resolution of problems, to mitigate the effect and to minimize organizational and individual stress that can be caused by a conflict of interest.

### **Section II: Authorization of a Conflict of Interest:**

A conflict of interest may be authorized or approved if the transaction is reasonable and fair to the organization at the time it was entered into and there is an affirmative vote of a majority of the Board of Directors, who has no direct or indirect interest in the transaction. At a minimum, the officer must provide notice that he or she has a conflict or he or she is immediately subject to review.

Employees and Board members are to avoid any conflict of interest and even the appearance of a conflict of interest. This organization serves the community as a whole rather than only serving a special interest group. The appearance of a conflict of interest can cause embarrassment to the organization and jeopardize the credibility of the organization. Any conflict of interest, potential conflict of interest or appearance of a conflict of interest is to be reported to the Board of Directors immediately.

Employees and Board members are to maintain independence and objectivity with clients, the community and organization. Employees and Board members are called to maintain a sense of fairness, civility, ethics and personal integrity even though law, regulation or custom does not require them.

Employees, members of employee's immediate family, and members of the Board are prohibited from accepting gifts, money or gratuities from the following:

- (a) Any person or entity performing or seeking to perform services under contract with the organization; and
- (b) Persons who are otherwise in a position to benefit from the actions of any

employee or director of the organization.

Employees may, with the prior written approval of the Board of Directors, receive honoraria for lectures and other such activities while on personal days, compensatory time, annual leave or leave without pay. If the employee is acting in any official capacity, honoraria received by an employee in connection with activities relating to employment with the organization are to be paid to the organization.

The above conflict of interest policy was adopted unanimously by the Board of Directors of the Tibetan Cultural Institute of Arkansas Inc. The content of the policy was proposed to the board by its attorney.

## **ARTICLE IX: LOANS FOR OFFICERS**

### **Section I: Loans:**

The Tibetan Cultural Institute of Arkansas Inc. may not lend money to or guaranty any obligation to an officer of the organization.

## **ARTICLE X: FINANCES**

### **Section I: Expenditures:**

The Treasurer shall submit a current annual budget of the Tibetan Cultural Institute of Arkansas Inc. and a projected annual budget for the next fiscal year to the Board of Directors at the organizations' quarterly meeting or furnished immediately upon request by another director.

### **Section II: Audit or Financial Review:**

At the end of each fiscal year, the Board of Directors will review that year's financial records and will appoint person(s) to review the financial records of the organization. The person(s) need not be officers or members of the Tibetan Cultural Institute of Arkansas Inc.

## **ARTICLE XI: PROHIBITED AND RESTRICTED DISTRIBUTIONS**

### **Section II: Campaigns:**

No funds or resources of organization may be used to support a candidate for public office. Thus, Corporation will not take part in activities which carry on propaganda or otherwise attempt to influence legislation.

## **ARTICLE XII: DISSOLUTION**

### **Section I: Authorization:**

Dissolution is authorized if approved by a unanimous vote of the Board of Directors at the time of approval.

### **Section II: Notice:**

Notice of any officers' meeting in which approval of dissolution is to be obtained shall be provided. The notice shall state that the purpose of the meeting is to consider dissolution of the organization and shall contain a copy of the plan for dissolution.

**Section III: Articles of Dissolution:**

Once dissolution is authorized by a unanimous vote of the officers at the time of authorization, the organization will deliver articles of dissolution to the Secretary of State giving the name of the organization, the date of dissolution was authorized, a statement that dissolution was approved by unanimous vote by the Board, and a statement to the effect that approval by members was not required.

The organization shall be officially dissolved and the entity shall not exist upon the filing articles of dissolution.

**Section IV: Liquidating and Transferring Assets:**

Once dissolution is unanimously voted, the assets of the organization must be liquidated and the proceeds distributed to another §501(c)(3) nonprofit in good standing pursuant to state and federal laws. The distribution shall be made to a nonprofit voted upon a majority vote by the Board of Directors. If no agreement is reached as to distribution by the Board, the choice shall be vested in the President of the organization. Liquidation may only occur if the assets are sold at a fair and reasonable price and if the liquidation will enable the organization to pay its debts and liabilities.

**Section V: Disposing of Known Claims:**

All known claimants shall be notified in writing once dissolution is effective and all claims shall be paid.

**ARTICLE XIII: AMENDMENTS****Section I: Process:**

The bylaws of the Tibetan Cultural Institute may be amended when necessary by a two-thirds (2/3) vote by the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**CERTIFICATION**

The above bylaws of the Tibetan Cultural Institute of Arkansas Inc. were duly adopted on October 27, 2007 by action of the initial Board of Directors pursuant to the laws of the State of Arkansas and federal laws of the United States of America.

**AMENDMENTS**

July 11, 2011

- Article I, Section II revised
- Article II, Section III revised
- Article II, Section V revised
- Article II, Section VI added
- Article III, Section III revised
- Article IV, Section I revised
- Article IV, Section III revised
- Article IV, Section V revised
- Article IV, Section VI revised
- Article IV, Section VII revised
- Article V, Section I revised
- Article V, Section II revised

- Article V, Section IV revised
- Article VI, Section I revised
- Article VI, Section II added
- Article VI, Section III revised
- Article VIII, Section II revised
- Article X, Section II revised

**TIBETAN CULTURAL INSTITUTE OF ARKANSAS  
INITIAL TERMS OF DIRECTORS  
EFFECTIVE JANUARY 1, 2011**

Pursuant to Article IV, Section III, Paragraph (c) of the revised bylaws, the following Directors are established:

Group A      Term expires December 31, 2013

- President, James Ownbey
- Treasurer, Ellen Thompson
- At-large 1, Karen Chotkowski

Group B      Term expires December 31, 2012

- Vice President, Sidney Burris
- At-large 2, Bill Symes
- At-large 4, vacant

Group C      Term expires December 31, 2011

- Secretary, Jasmine Merced
- At-large 3, vacant
- At-large 5, vacant

## **TIBETAN CULTURAL INSTITUTE OF ARKANSAS MEMBERSHIP POLICY**

Any person may become a member of the Institute who subscribes to and is in sympathy with the purposes of the Institute as stated in Article I of the Bylaws, who completes a membership application, and who meets the obligations stated in Article II of the Bylaws. All persons completing the membership requirements shall become eligible to vote at the annual meeting thirty (30) days after their membership is accepted.

Membership is open to all persons regardless of race, color, gender, national origin, affectional or sexual orientation.

Membership bestows the right to vote in the Institute's annual meetings, chair Institute committees, and serve on the Board of Directors. Members are entitled to reasonable services of the Institute's spiritual leader for weddings, funerals, memorial services, spiritual counseling, etc.

Dues are established as a minimum identifiable donation of twenty-five dollars (\$25.00) per calendar year. Membership dues paid on or after October 1 of any calendar year shall extend the membership through the next calendar year. The Board of Directors may waive the minimum donation requirement on an individual basis.

The Membership Committee shall maintain and publish a directory of currently active members. The directory shall include the member's name, address, telephone number, and e-mail address.

Once a year, the Membership Committee in consultation with the Treasurer shall review the membership directory to ensure that all current members are in compliance with this policy and with Article II of the bylaws. Members not in compliance will be removed from the membership roster.

Adopted by the Board July 11, 2011