

**CONSENT IN LIEU OF MEETING OF
THE BOARD OF BUFOONS AND DIRECTORS OF
THE CHURCH OF BUVU OF PORT TOWNSEND**

The undersigned, being a quorum of the Board of BuFoons and Directors of The Church of BuVu of Port Townsend, do hereby adopt the following resolution with the same force and effect as though adopted at a special meeting of said BuFoons and Directors duly called and held:

The By-Laws attached hereto are hereby adopted as the By-Laws of the Church of BuVu of Port Townsend, replacing any and all previous By-Laws, effective as of the latest signature and date set forth hereinbelow.

BY SIGNING THIS CONSENT the present quorum of the Board of BuFoons and Directors of The Church of BuVu of Port Townsend assent to be bound by the terms and conditions of this Consent-In-Lieu of Meeting, as evidence of their consent to, approval of, and ratification of the actions described herein.


.....
David Wayne Johnson, BuFoon and Director

5/4/19
.....
Date


.....
Steve Gillard, BuFoon and Director

4.16.2019
.....
Date

**The Church of BuVu
Port Townsend, Washington
a Washington Not-for-Profit Corporation**

BY-LAWS

**Section
I
Purposes**

The purposes for which this corporation is organized are:

To establish and maintain The BuVu Church and to provide a place for the administration of all rites and ceremonies of The BuVu Church according to their usages and forms; and

To promote the spirit and practice of the religion of Buddhism, including: Choose Not to Do Evil, Do Good, and Love all Sentient Beings; and

To promote the spirit and practice of the religion of Voudon, including turning curses into blessings, and recognizing and honoring the godliness of the body, soul, and spirit in all things; and

To promote freedom from addiction and idolatry by transformation through soulfulness; and

In all things to promote a religion that honors body, soul, and spirit, and all that is godly in heaven and earth; a religion of community ministry, compassion, kindness, service, creativity, soulful living, soulful relationship and communion with all things, and to further other religious and charitable work.

**Section
II**

Name; Registered Office; Registered Agent

2.1. Name.

The name of this corporation is The Church of BuVu, Port Townsend, Washington.

2.2. Registered Office and Registered Agent.

The address of the registered office of the corporation is:

1314-54th Street / P.O. Box 1007, Port Townsend, Washington.

and the name of the registered agent at such address is:

Stephen W. Gillard

**Section
III
Members**

3.1. *Annual Meeting.*

[a] An annual meeting of the Members shall be held each year during the month of May, upon written notice given to the Members, given at least fourteen [14] days prior to the meeting. Annual meetings shall be held at the principal executive office of the corporation or at such other place within the State of Washington as may be determined by the Members and designated in the notice of the meeting.

[b] No change in the time or place of the Annual Meeting may be made within seven-two [72] hours of the date for which the meeting is scheduled, and written notice of any change in the date of such a meeting must be given to each Member of record at least fourteen [14] days prior to the date for which any such meeting is rescheduled.

3.2. *Special Meetings.*

A special meeting of the Members may be called for any purpose. Such meetings may be called at any time by 3 (three) or more Members. On the request of any person or persons entitled to call a special meeting, the Chief Steward shall inform the other Members of such call, and the Chief Steward shall fix a time and place for the meeting that is acceptable to the 3 (three) or more Members who called the meeting.

3.3 *Adjournment.*

[c] Any Members' meeting, annual or special, may be adjourned by the affirmative vote of a majority of the Members represented at such meeting either in person or by proxy. An adjournment may be voted regardless of whether a quorum is present. When a Members' meeting is adjourned for fourteen [14] days or more, notice of adjourned meeting must be given as in the case of an original meeting. When a meeting is adjourned for less than fourteen [14] days, no notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting at which the adjournment is voted, unless after the adjournment a new record date is fixed for the adjourned meeting.

3.4. *Action by Written Consent.*

Any action required by law to be taken at a meeting of the Members, or to give notice of a meeting, and any other action that may be taken at a meeting of Members, may be taken without a meeting if written consent, setting forth the action so taken, is signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Such action may also be taken by telephonic or electronic communication between and among the Members, provided a summary of the communication, and the action taken, is reduced to writing and signed by Members having not less than the minimum number of votes that would be necessary

to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted.

3.5. *Notice of Meetings; Notifications; Calls or Requests for Meetings.*

Written notice specifying the place, day, and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted, shall be given not less than five [5] days before the date of the meeting. Such notice must be given personally or by mail or by other means of written, telephonic, or electronic communication, addressed to the Members at the addresses, telephone numbers, or email addresses appearing on the books of the corporation or given by the Members to the corporation for the purpose of notice. No notice need be given to any Member who has not provided an address, telephone number, or email address.

The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written, telephonic, or electronic communication.

It is expected that electronic mail (email) will be the principal means of communication for purposes of providing any required notices, notifications, calls or requests for meetings as set forth in these By-Laws. However, all other means of communication, notice, notifications, calls or requests shall also be authorized as set forth hereinabove in this sub-section 3.5.

3.6. *Waiver of Notice.*

A Member may waive notice of any annual or special meeting by signing a written waiver of notice either before or after the date of such meeting.

3.7. *Quorum.*

The presence, at any Members' meeting, of a majority of the persons entitled to vote shall constitute a quorum for the transaction of business.

3.8. *Voting.*

Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. Only the affirmative unanimous vote of Members represented at a meeting at which a quorum is present shall be the act of the Members. If a vote on a particular matter has been taken 3 (three) times, without a unanimous affirmative vote, the matter shall be tabled until such time as it can be taken up again at a *subsequent* general or special meeting of the Members. If the matter remains contested for (3) three consecutive general or special meetings, at a 4th (fourth) such meeting the affirmative vote of at least 2/3 (two-thirds) of Members represented at the meeting shall be the act of the Members.

3.9. *New Members and Ordination.*

New Members shall only be admitted upon the unanimous vote of all Members present at any Meeting wherein a person or persons is/are nominated for Membership in The Church of

BuVu of Port Townsend. All Members are entitled to Ordination, as a Priest (BuFoon) of The Church of BuVu of Port Townsend, upon their written request.

3.10 Standing Meetings.

Members may convene and attend such informal, *ad hoc*, standing, or other spontaneous meetings or events, including a weekly meeting at a regular time and place. Such meetings shall *not* be the forum for official business of The Church of BuVu of Port Townsend, unless such meetings have been identified as Annual or Special Meetings, subject to the terms and conditions applicable to such meetings as set forth in these By-Laws.

Section IV Stewards

4.1. General Powers.

Actions or projects undertaken by the corporation may be organized, led, and directed by a Steward or Stewards selected by the Members and remaining under the authority of the Members. The Members may select a Chief Steward, to oversee the actions and activities of the Corporation if they choose to do so. The Chief Steward shall remain under the authority of, and be responsible to, the Members. The duties and terms of service for such Chief Steward shall be determined according to the purpose or purposes assigned to the Chief Steward by the Members. The selection of Stewards and the Chief Steward, and the duties and terms of service assigned to them, shall be by majority vote of the Members present at a meeting convened for such purposes, including, but not limited to, the Annual Meeting.

Section V Officers

5.1. Enumeration of Offices.

The corporation may have as Officers a president, vice-president, secretary, and treasurer, *if, and only if* the Members agree that there is a purpose, continuous or temporary, for appointing such Officer or Officers. The duties and terms of service for such Officer or Officers shall be determined according to the purpose or purposes assigned to the offices and Officer or Officers by the Members. Officers shall be appointed, by election, by majority vote of the Members present at a meeting convened for such purpose, including, but not limited to, the Annual Meeting.

The corporation *shall* have a registered agent, as required by the Laws of the State of Washington, which registered agent shall be elected by majority vote of the Members present at a meeting convened for such purpose, including, but not limited to, the Annual Meeting.

**Section
VI
Corporate Actions**

6.1. *Contracts.*

Authority to execute contracts shall only be granted by the Members, who may authorize the president or other Officer, the Chief Steward or other Steward, to enter into such contract on behalf of the corporation.

6.2. *Loans.*

No loans shall be made or contracted on behalf of the corporation unless authorized by the Members.

6.3. *Checks, Drafts, or Orders.*

All checks, drafts, or orders for the payment of money by or to the corporation, and all notes and other evidence of indebtedness shall be signed and executed only upon the authorization of the Members.

6.4. *Deposits.*

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such depositories as shall be determined by the Members.

6.5. *Indemnification.*

The corporation shall indemnify all persons who have served or may serve at any time as Members, Officers, or Stewards of the corporation, and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may be asserted against any such persons, or in which any such persons are made parties by reason of their being or having been Members, Officers, or Stewards of the corporation. However, this right of indemnification shall not exist in relation to matters to which it is adjudged in any action, suit, or proceeding that any such persons are liable for negligence or misconduct in the performance of their duty.

**Section
VII
Auxiliaries**

7.1. *Auxiliaries.*

Any organization, group, or club whose Membership is primarily for a corporation activity, shall be considered an auxiliary of the corporation and shall be subject to the Articles of Incorporation and Bylaws. An auxiliary organization shall exist only in cooperation with the

Members, Officers, and Stewards of the corporation, and its business and financial operations shall be subject to their oversight and approval.

**Section
VIII
Finances**

8.1. Corporation Funds.

All funds for the maintenance of the corporation or its activities shall be provided by the voluntary contributions of the Members of the corporation, the charitable contributions of the general public, or the lawful activities of the corporation, its Members, Officers, and Stewards not inconsistent with the purposes of the corporation or the not-for-profit and tax exempt status of the corporation, including its auxiliaries and other subordinate organizations.

8.2. Fund Raising.

Special fund-raising activities may be conducted by the corporation, by committees, auxiliaries, and other organizations. All funds raised in this manner shall be independent of the corporation budget. Requests for such special fund-raising shall be submitted, in writing, to the Members for consideration and approval.

8.3. Corporation Payments.

All payments by the corporation shall be by check supported by proper documentation or billing.

**Section
IX
Annual Accounting Period**

9.1. Accounting Period

The annual accounting period for the corporation shall begin on January 1 and end on December 31.

9.2 Audit.

An audit of any financial records may be requested by the members by an affirmative, unanimous vote at any Special or Annual Meeting of the Members.

**Section
X
Dissolution of the Corporation**

10.1. Dissolution of the Corporation

In the event of the dissolution of the corporation or the winding up of its affairs, the corporation's property, assets and funds shall not be conveyed or distributed to any individual or

to any organization created or operated for profit, but shall be conveyed or distributed only as follows:

The property, assets, and funds of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a church, or a convention or association of churches, within the meaning of section 509(a)(1) and 170(b)(1)(A) (i) of the Internal Revenue Code.

**Section
XI
Miscellaneous**

11.1. Corporate Records and Inspections.


The corporation shall keep complete and accurate records of all assets, liabilities, debts, obligations, dealings, transactions, acts, meetings, and any other business of the corporation. Such records shall be made available to any Member of the corporation upon 5 (five) days written notice and request made to any Member who is, at the time of the request, the Officer or Steward currently the custodian of any such record or records.

11.2. Amendments

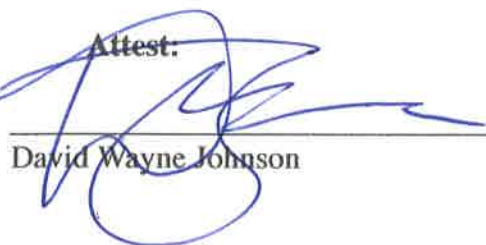
These bylaws may be altered, amended, or repealed by approval of a vote of the Members of the corporation, such vote to be taken in accordance with the provisions of paragraph 3.8, *Voting*.

Bylaws adopted this 4th day of May, 2019.

Attest:


_____, Member / President / Chairman Board of Directors
Steve Gillard

Attest:


_____, Member / Secretary / Director
David Wayne Johnson