

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

BYLAWS

**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 The Three Precepts: Choose Not to Do Evil, Do Good, and Save 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:

210 Taylor St., #10 / 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 Board of Directors and designated in the notice of the meeting.

[b] If, in any year, the election of Directors is not held at the annual meeting of the Members or an adjournment of the meeting, the Board of Directors shall call a special meeting of the Members as soon thereafter as reasonably possible for the purpose of holding the election and transacting such other business as may properly be brought before the meeting. In the event the Board of Directors fails to call a special meeting within two [2] months after the date prescribed for the annual meeting, any Member may call such a meeting and, at such a meeting, the Members may elect Directors and transact all other business properly brought before the meeting.

[c] No change in the time or place of a meeting for the election of Directors may be made within seven [7] days 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.

[d] 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.

3.2. Special Meetings.

Special meeting of the Members may be called for any purpose. Such meetings may be called at any time by the Chairperson of the Board, the President, the Board of Directors, or by the number of members entitled to cast not less than twenty-five percent [25%] of the votes at the meeting. On the written request of any person or persons entitled to call a special meeting, the Secretary shall inform the Board of Directors as to such call, and the board shall fix a time and place the meeting. If the board fails to fix a time and place, the meeting shall be held at the principal executive office of the corporation at a time fixed by the Secretary.

3.3. Action by Written Consent.

Any action required by law to be taken at a meeting of the Members, 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, 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, if the consents of all Members entitled to vote were solicited in writing.

3.4. Notice of 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 fourteen [14] days nor more than thirty [30] days before the date of the meeting. Such notice must be given personally or by mail or by other means of written communication, addressed to the Member at the address appearing on the books of the corporation or given by the Member to the corporation for the purpose of notice. If no such address appears or is given by a Member of record entitled to vote at the meeting, notice is given at the place where the principal executive office of the corporation is located, or by publication at least once in a newspaper of general circulation in the county where the principal executive office is located.

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 communication. An affidavit of mailing of any notice in accordance with the provisions of this section executed by the Secretary shall be prima facie evidence of the giving of notice.

3.5. 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.

3.6. Record Date.

[a] For the purpose of determining those Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any other proper purpose, the Board of Directors may fix, in advance, a date as the record date for the determination of Members. Such date shall be not more than thirty [30] days, and for a meeting of Members, not less than fourteen [14] days, or in the case of a meeting where a merger or consolidation will be considered, not less than fourteen [14] days, immediately preceding such meeting.

[b] If a record date is not fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the record date shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

[c] If no record date is fixed, the record date for determining Members entitled to give consent to corporate action in writing without a meeting, when no prior action by the board of Directors is necessary, shall be the day on which the first written consent is given.

[d] If no record date is fixed, the record date for determining Members for any other purpose shall be at the close of business on the day on which the board of Directors adopts the resolution relating thereto, or the 15th day prior to the date of such other action, whichever is later.

[e] When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment of such meeting, unless the board of Directors fixes a new record date for the adjourned 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. The affirmative vote of the majority of Members represented at a meeting at which a quorum is present shall be the act of the Members unless the vote of a greater number is required by the Articles of Incorporation, these bylaws, or the laws of the State of Washington.

Section IV Board of Directors

4.1. *General Powers.*

All corporate power shall be exercised by or under the authority of the Board of Directors, subject to the limitations of these bylaws, and the business and affairs of the corporation shall be controlled by the Board of Directors.

4.2. *Number, Tenure.*

The Board of Directors shall consist of at least one (1) and not more than thirteen (13) Directors, who shall be members of the corporation. Directors shall be elected at the annual meeting of Members and shall serve until the next succeeding annual meeting.

4.3. *Meetings.*

Meetings shall be held at the same time, and subject to the same provisions regarding time, place, notice, special meetings, action by written consent, and quorum as are set forth hereinabove for meetings of Members. Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of Directors.

The initial director shall be one and he shall be designated as the *Executive Founding Director*. The term of office of the executive founding director shall be one year, or until appointment of his successor(s), which appointment shall be made as soon as reasonably possible following the expiration of their initial one year term of office. At the conclusion of his term, the Executive Founding Director shall appoint a director or directors to succeed him, which successors may include the Executive Founding Director. Following such appointment(s), and hereafter in perpetuity, unless these By-Laws are otherwise amended by procedures set forth herein, the maximum number of directors for the corporation shall be thirteen (13). The term of office of the director(s) shall be for one year from the date of appointment. New director(s) shall be appointed each year at the conclusion of the terms of office of previously appointed director(s), (which appointment may include re-appointment of director(s) serving pursuant to expiring terms.)

4.4. Vacancies.

A vacancy in the board of Directors shall be filled by appointment, according to the same terms and conditions set forth in paragraph 4.3 hereinabove. Each Director so appointed shall hold office for the unexpired term of his or her predecessor in office. Any Directorship that is to be filled as a result of an increase in the number of Directors must be filled by appointment, as set forth in paragraph 4.3 hereinabove, at an annual or special meeting of the Members called for that purpose.

4.5. Removal.

Any Director or Directors may be removed from office, with or without cause, by direction of the Founding Executive Director, *and only* by such direction.

4.6. Indemnification.

The corporation shall indemnify all persons who have served or may serve at any time as Directors 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 Officers or Directors 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 V Officers

5.1. Enumeration of Offices.

The corporation shall have as Officers a president, vice-president, secretary, and treasurer.

5.2. Election and Term of Office.

The Officers shall be elected by the board of Directors at its annual meeting and shall serve until the next succeeding annual meeting.

5.3. Vacancies.

A vacancy in a corporate office, except a vacancy occurring by the removal of an Officer, may be filled by the vote of a majority of the Board of Directors.

5.4. Removal.

[a] At any regular meeting of the Board of Directors, or at any special meeting called for such purpose, any Officer may be removed from office, with or without cause, by the vote of a majority of the Board of Directors.

[b] New Officers shall be elected by the Board of Directors for the unexpired terms of Officers removed from office at the same meetings at which such removals are voted.

5.5. Powers and Duties of Officers

President. Subject to the the control of the Board of Directors, the president shall be the principal executive Officer of the corporation, and shall supervise and direct generally all the business and affairs of the corporation. The president shall preside at all Members' meetings. The president may sign, with the secretary, any documents or instruments authorized for execution by the Board of Directors.

Vice-President. The vice-president shall perform the duties of the president in the absence of the president, for any reason. The vice-president shall also perform such duties as are assigned by the president or the Board of Directors.

Secretary. The secretary shall perform the following tasks and duties:

1. Keep the minutes of all corporate meetings.
2. See that all notices are given.
3. Be the custodian of the corporate records and the corporate seal.
4. Keep a register of all Members, and keep and maintain all Membership books.
5. Sign, with the president, any documents or instruments authorized for execution by the Board of Directors.
6. Such additional duties as are assigned by the president or the Board of Directors.

Treasurer. The treasurer shall have the following powers and duties:

1. Be the custodian of all funds and securities of the corporation
2. To receive and give receipts for money due and paid to the corporation.
3. To deposit monies paid or received in such depositories as shall be determined by the Board of Directors.
4. To perform such additional duties as are assigned by the president or the Board of Directors.

5.6. Indemnification.

The corporation shall indemnify all persons who have served or may serve at any time as Officers 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 Officers or Directors 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
VI
Corporate Actions**

6.1. *Contracts.*

Authority to execute contracts shall only be granted by the Board of Directors, who may authorize the president or other Officer 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 Board of Directors.

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 Board of Directors.

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 Board of Directors.

**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 Chairman of the Board of Directors and Directors 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 Directors not inconsistent with the purposes of the corporation or the not-for-profit and tax exempt status of the corporation.

8.2. Budget

All funds from any source whatsoever, excepts as hereinafter provided, shall be allocated to a General Fund and thereafter disbursed in accordance with a Budget organized for that purpose. The Budget shall be recommended by the Chairman of the Board of Directors and submitted to the Directors for consideration and adoption at their annual meeting. The budget proposal shall be coordinated with the various heads of departments and committees in the corporation.

8.3. 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 Directors for consideration and approval.

8.4. Corporation Payments

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

8.5. Annual Audit

The books of account of the corporation's financial proceedings shall be audited annually, in the first month of every fiscal year, by an outside auditor.

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.

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.

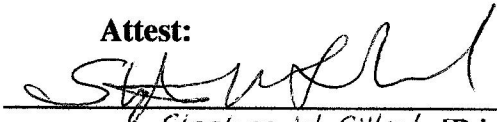
The corporation shall keep complete and accurate records of all assets, liabilities, debts, obligations, dealings, transactions, acts, meetings, and any other business of the corporation. Such records shall be made available to any Member, Director, or Officer of the corporation upon reasonable notice and request to the president or secretary.

11.2. Amendments

These bylaws may be altered, amended, or repealed by approval of a majority vote of the Board of Directors of the corporation.

Bylaws adopted this 2 day of July, 20 08.

Attest:


_____, BuFoon
Stephen W. Gillard [Print name]