

# BY-LAWS OF WHITE PLUM ASANGA, INC<sup>1</sup>

## ARTICLE I OFFICES

### Section 1. PRINCIPAL AND BRANCH OFFICES.

The principal place of the transaction of the business of the White Plum Asanga, Inc. ( hereinafter sometimes referred to as the corporation) is hereby fixed and located at 21 Park Avenue, Yonkers, NY 10703-3401. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another.

### Section 2. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of New York, where it is qualified to do business, as its business or affairs may require and as the Board of Directors may from time to time designate.

## ARTICLE II MEMBERSHIP

### Section 1. MEMBERS

There shall be one type of membership in this corporation: Members may vote on the election of Directors or other affairs of the Corporation.

### Section 2. QUALIFICATIONS OF MEMBERS.

Membership shall be open to all Dharma Successors in the direct lineage of Taizan Hakuyu Maezumi Roshi who have received denbo or inka or an equivalent acknowledgement of Dharma transmission and who are approved by 2/3 of the members at the meeting where the proposal for membership is presented. Questions of eligibility for designation as a Dharma Successor will be determined by the Board of Directors.

### Section 3. ADMISSION OF MEMBERS

The Board of Directors shall enact procedures for the admission of members together with setting any admission fee for membership.

### Section 4. ELECTION OF ELDERS

A member who has served in a leadership capacity and has made a significant contribution to the White Plum Asanga over a period of years may be designated an “Elder of the White Plum Asanga” upon nomination by the Board of Directors and election by a majority vote of the members at the meeting where the proposal for such designation is presented. Elders of the White Plum Asanga shall serve the Officers and Board of Directors in an advisory capacity.

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<sup>1</sup> Last amended May 2, 2008

#### Section 5. TERMINATION OF MEMBERS

Membership may be terminated voluntarily by the member or involuntarily by agreement of 2/3 of the general members with or without cause. A vote upon a proposal to terminate a member or reinstate a member previously terminated shall be held upon the request of at least three general members.

#### Section 6. LIABILITIES OF MEMBERS.

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

#### Section 7. ANNUAL MEETING AND ELECTION OF BOARD OF DIRECTORS.

The exact date for each annual meeting shall be determined at the previous annual meeting. Notice shall be e-mailed to all members at their last known e-mail addresses no less than two (2) months before the date of the next annual meeting,

### ARTICLE III. BOARD OF DIRECTORS

#### Section 1. NUMBER OF DIRECTORS.

The Board of Directors shall consist of not less than three (3) Directors or more than twelve (12). Members of the Board shall serve three year terms and shall be elected by a majority of the members voting at the annual meeting at which their candidacy is presented.

#### Section 2. STAGGERED TERMS FOR BOARD MEMBERS

The members of the Board of Directors shall serve staggered terms, beginning in 2008. The terms of one-third (1/3) of the sitting directors shall expire each year at the date set for the conclusion of the annual meeting. To implement this provision, at the annual meeting in 2008 the slate of candidates shall consist of the then current members of the Board of Directors, two of which shall stand for a one year term, two of which shall stand for a two year term, and two of which shall stand for a three year term.

#### Section 3. QUORUM.

A quorum shall consist of at least one half of the sitting Directors.

#### Section 4. POWERS OF DIRECTORS

Subject to limitations of the Articles of Incorporation, other sections of the By-laws, and of New York law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors.

Without limiting the general powers, the Board of Directors shall have the following powers:

(a) Except as in these By-laws provided, to select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the By-laws, and fix their compensation.

(b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-laws.

(c). To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities.

(d) To fix and locate from time to time one or more subsidiary branches and offices of the corporation within or without the State of New York.

#### Section 5. NUMBER, ELECTION AND TERM OF OFFICE.

The number of Directors shall be set, and vacancies on the Board of Directors resulting from expiration of terms shall be filled at the Annual Meeting set forth in Article II by a majority vote of the members present at the meeting. The Board will determine how members may be nominated for vacancies on the Board of Directors, and which members shall stand for staggered terms in 2008 to implement Article III, Section 2 above.

#### Section 6. PRESIDENT OF THE CORPORATION SHALL BE CHAIR OF THE BOARD

The person elected President of the Corporation by the membership, pursuant to Article IV, Section 2 below, shall serve as the Chair of the Board of Directors. The term of the Chair shall be three years.

#### Section 7. VACANCIES.

Vacancies in the Board of Directors arising between Annual Meetings as a result of resignation removal, or incapacity, shall be filled by a majority vote of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A successor Director so elected shall serve for the unexpired term of their predecessor. In the event that the position of Chair of the Board of Directors shall become vacant, the person selected by the remaining Directors to fill that position shall serve only until the conclusion of the next annual meeting.

#### Section 8. PLACE OF MEETING.

Regular meetings of the Board of Directors shall be held at any place, within or without the state, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of this designation regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated or at the principal office.

#### Section 9. SPECIAL MEETINGS.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair or by any three (3) Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail, e-mail or by other form of written communication, charges prepaid, addressed to them at their address

as it is shown on the records of the corporation, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least seven (7) days before the time of the holding of the meeting.

#### Section 10. ACTION WITHOUT A MEETING: PARTICIPATION BY CONFERENCE TELEPHONE, ETC.

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing or by e-mail to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Section 11. REMOVAL.

A Director may be removed from office, with or without cause, by the vote of a majority of the Directors, except that the Chair may not be removed other than by the vote of the members at an annual meeting. The Chair of the Board of Directors may be suspended from that position, and from exercising the powers of President of the Corporation upon the vote of a majority of the Directors. Such suspension shall continue until the next annual meeting, at which the continued tenure of the Chair shall be put before the members. During such suspension, the Vice President shall serve as the Chair.

#### Section 12. COMPENSATION.

Directors shall not receive any stated salary for their services as Directors, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any compensation therefore.

## ARTICLE IV OFFICERS

#### Section 1. OFFICERS.

The officers of this Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. Any one person may hold more than one office, save that the President and the Secretary may not be the same person. Officers shall hold office for terms of three years. The President of the Corporation shall be elected by the vote of a majority of the members attending the meeting at which the issue is presented.

#### Section 2. ELECTION.

The Board of Directors shall elect the Vice President, Treasurer and Secretary. The President shall appoint all other officers, subject to ratification by the Board of Directors.

### Section 3. VACANCIES.

A vacancy in office of the President, Vice President, Treasurer, or Secretary because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors. A vacancy in any other office, shall be filled by appointment by the President, subject to ratification by the Board.

### Section 4. PRESIDENT.

Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business affairs of the corporation and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### Section 5. VICE PRESIDENT

In the absence or disability of the of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

### Section 6. SECRETARY.

The Secretary shall keep a full and complete record of the proceeding of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

### Section 7. TREASURER.

The treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the Treasurer or by such officers as may be designated by the Board of Directors as authorized to sign them.

## ARTICLE V AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed by the vote of a majority of the General Members at an Annual Meeting. However amendments to the By-laws must be proposed in writing prior to the meeting, and notice of the amendments must be sent to the General Members at least 2 weeks in advance of the date of that meeting.

## ARTICLE VI INDEMNIFICATION

### Section 1. DEFINITIONS

For the purposes of this Article VI, “agent” means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VI.

### Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that such a person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

### Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3

- a) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, in the performance of such person’s duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- b) of amounts paid in settling or other wise disposing of a threatened or pending action, with or without court approval.

#### Section 4. INDEMNIFICATION AGAINST EXPENSES

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article VII, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

#### Section 5. REQUIRED DETERMINATIONS

Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VI, by:

- a) a majority vote or a quorum consisting of directors who are not parties to such proceedings; or
- b) the court in which such proceeding is or was pending upon application made by the corporation or the agent or attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

#### Section 6. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

#### Section 7. OTHER INDEMNIFICATION

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, By-Laws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

#### Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED

No indemnification or advance shall be made under this Article VI, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

- a) that it would be inconsistent with a provision of the Articles, These By-Laws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE

The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI.

Section 10. NON APPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS

This Article VII does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VI.

ARTICLE VII CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly appointed and acting Secretary of White Plum Asanga, Inc. , a New York nonprofit corporation, and that the foregoing By-Laws comprising 8 pages constitute the By-Laws of said corporation as duly adopted at a meeting of the Members thereof duly held on May 2, 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name the 13th day of May, 2008.

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Anne Seisen Saunders  
Secretary