



Dharma Realm Buddhist University Bylaws

Dharma Realm Buddhist University (DRBU) is a community dedicated to liberal education in the broad Buddhist tradition—a tradition characterized by knowledge in the arts and sciences, self-cultivation, and the pursuit of wisdom. Its pedagogical aim is thus twofold: to convey knowledge and to activate an intrinsic wisdom possessed by all individuals. Developing this inherent capacity requires an orientation toward learning that is dialogical, interactive, probing, and deeply self-reflective. Such education makes one free in the deepest sense and opens the opportunity to pursue the highest goals of human existence.

ARTICLE 1. NAME AND ADDRESS

The name of this University is Dharma Realm Buddhist University, hereinafter referred to as DRBU. DRBU is a division of the Dharma Realm Buddhist Association, hereafter referred to as DRBA. DRBA is a religious and educational nonprofit corporation incorporated under the laws of the State of California.

The main campus of the University is located at the City of Ten Thousand Buddhas, 4951 Bodhi Way, Ukiah (County of Mendocino), California 95482.

ARTICLE 2. BOARD OF TRUSTEES

Section 1. Governing Body

The Board of Trustees, which shall be composed of not less than nine (9) nor more than nineteen (19) persons, shall be the self-perpetuating governing body of the University, with its authority derived from Dharma Realm Buddhist Association.

Section 2. Authority

The Board of Trustees derives its authority to govern the University according to the DRBU Charter approved by the governing body of its parent organization, DRBA. To the extent that any provision of these Bylaws conflict with the DRBU Charter, the terms of the DRBU Charter shall govern.

Section 3. Powers and Duties

The DRBA Board established the DRBU Board as a self-perpetuating body to govern the University according to the DRBU Bylaws, and as such the DRBU Board shall have the power to supervise, control, and manage the affairs and to determine the long-term educational policy of the University. In addition, the DRBU Board is responsible for the quality, integrity, and



financial sustainability of DRBU and for ensuring the advancement of the institution's mission. In particular, the DRBU Board has the following powers and responsibilities:

Board Businesses

- Elect and remove Trustees of the DRBU Board
- Elect and remove Officers of the DRBU Board
- Amend the DRBU Bylaws
- Form and maintain standing committees
- Form and disband working committees as needed

University Governance

- Appoint and remove the President of the University
- Delegate to the President the powers:
 - To manage, control, and direct the University as an educational institution
 - To establish and maintain rules, regulations, and procedures for the administration and governance of the University
- Set expectations and review the President's performance
- Approve the President's appointments and removals of the Vice President for Finance and Administration, the Dean of Academics, and the Dean of Students
- Approve the President's appointments and removal of permanent professors
- Delegate the oversight of all instructional matters to the DRBU professors, led by the Dean of Academics
- Approve major program changes
- Grant degrees, honors, and certificates
- Make regular reports to the DRBA Board on the state of the University

Strategic Planning

- Affirm and interpret the University's mission and educational vision
- Participate in the development of strategic plans
- Review and approve DRBU's strategic plans
- Monitor and evaluate the University's progress along the pathway set forth in its strategic plans

Financial Oversight

- Approve annual budgets as submitted by the University administration and monitor their fulfillment



- Commission yearly financial audits and review the resultant reports and management letters provided by an external CPA firm
- Develop and procure resources to sustain the University's short- and long-term operations and advancement of its mission, including but not limited to:
 - Applying for annual grant from the DRBA Board
 - Working with the DRBA Board to develop campus grounds and buildings that DRBA owns

Section 4. Meetings

The Trustees shall meet a minimum of three (3) times a year. An annual meeting for the election of officers and the transaction of any other business shall be held near the end of the academic year at the principal office of the University or at such other time and place as may be designated by the Chairperson of the Board of Trustees or by the President. Special meetings for any purpose may be called at any time by the Chairperson of the Board of Trustees or by the President or by any three Trustees.

A quorum for any meeting shall be one plus one half of the members of the Board of Trustees then in office.

Reasonable notice of all meetings shall be given to the Trustees at least fourteen (14) days in advance thereof, as prescribed by the Chairperson of the Board of Trustees or by the President. The transaction of any meeting, however called and noticed and whenever held, shall be valid if a quorum is present and if, either before or after the meeting, each Trustee not present signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof. Any such waivers, consents, or approvals shall be filed with or made a part of the Board minutes.

Any action by the Board of Trustees may be taken without a meeting if all the members of the Board of Trustees individually or collectively consent in writing (electronic version shall suffice) to this action. Such written consent or consents shall be filed with or made a part of the Board minutes.

Section 5. Voting

Each Trustee shall have the right to cast one vote. A simple majority of those present, if a quorum is present, shall be sufficient for taking any action unless otherwise provided in these Bylaws.

Section 6. Liabilities



No person who is now, or who later becomes, a member of the Board of Trustees of this University shall be personally liable to its creditors for any indebtedness, obligation, or liability; and any and all creditors of this University shall look only to the assets of this University for payment. No member of the Board of Trustees shall have any liability for dues or assessments.

Section 7. Term of Office

The term of office for each member of the Board of Trustees shall be three (3) years. The start and end of the term of office for each Trustee should coincide with the start and end of the University's academic calendar.

Section 8. Election

For the election of members to complete the Board of Trustees, or to fill vacancies thereon, or for re-election, a simple majority vote of the members of the Board of Trustees then in office shall be required. Each member so elected shall serve for a full term of three years. Any member may succeed himself or herself in office for one or more additional terms and shall abstain from voting in his or her own re-election.

For a trustee who was elected to fill a vacancy at a meeting other than the annual meeting, his or her term of office shall end at the end of the third academic year after his or her election. A trustee who was first elected to fill vacancies may succeed himself or herself in office for one or more additional terms and shall abstain from voting in his or her own re-election.

Section 9. Nominations

Any member of the Board may suggest one or more persons for nomination to the Board. The Committee on Trusteeship shall investigate the qualifications of persons so suggested and shall nominate for election to the Board those who are approved by a vote of the committee. Notice of nomination shall be sent with the notice of the annual or special meeting of the Board of Trustees at which the nomination shall be considered.

All Trustees shall commit to conducting themselves ethically, professionally, and lawfully in their governance of the University. Further, in considering the qualifications of the candidates suggested by the members of the Board, the Committee on Trusteeship shall follow this guideline:

- A. A majority of the Trustees must be unaffiliated with the University. These "at-large" Trustees must not:
 1. Be employed by the institution



2. Be family members related to the chief operating officers—the President, the Dean of Academics, the Dean of Students, and the Vice President for Administration and Finance
 3. Have a personal financial interest in the institution
 4. Be members of the governing board of DRBA
- B. All Trustees need to show commitment to serve DRBU, including:
1. Demonstrating resonance with and understanding of DRBU’s mission and affinity with the constituencies served by the University
 2. Having some expertise in some aspect of the DRBU’s functioning
 3. Being willing and able to devote time and expertise to board work
- C. All Trustees must have at least one of the following qualifications, and all listed qualifications need to be represented on the Board by at least one (1) Trustee:
1. Knowledge of higher education: one (1) or more Trustees shall have expertise in higher education to help the board understand issues in areas including DRBU’s programs, academic administration, faculty governance, learning outcomes, institutional effectiveness assurance, and accreditation
 2. Financial expertise: one (1) or more Trustees shall have financial expertise in order to oversee planning, budgets, and audits. In particular, such knowledge and skills include:
 - a. An understanding of generally accepted accounting principles (GAAP), generally accepted auditing standards (GAAS), and financial statements
 - b. The ability to assess the general application of such principles and standards in connection with the accounting for estimates, accruals, and reserves
 - c. Experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the organization’s financial statements, or experience actively supervising (that is, direct involvement with) one or more persons engaged in such activities
 - d. An understanding of internal controls and procedures for financial reporting
 - e. An understanding of audit committee functions
 3. Board experience: one (1) or more Trustees shall have experience serving on or for other governing boards
 4. Community leadership: one (1) or more Trustees shall be a community leader that brings stature to and strengthens the reputation of the University

Section 10. Resignation



Any member may resign at any time by giving written notice of such resignation to the Board of Trustees.

Section 11. Termination

Membership on the Board of Trustees is not transferable and shall be terminated by the death, resignation, or removal of a member. Any member may be removed by a simple majority vote of the members then in office.

Section 12. Trustee Compensation

Trustees do not receive any compensation related to their services to the University. The University may reimburse Trustees for expenses incurred while providing services to the University, such as any expense related to attending regular and special Board meetings.

Section 13. Honorary Trustees and Chancellors

From among those who have served at least one full term as Trustee of the University, the Board may elect by majority vote Honorary Trustees, from time to time. Honorary Trustees shall not be members of the Board of Trustees and shall not vote. Honorary Trustees shall have the right to attend meetings of the Board of Trustees and participate in their deliberations. They shall receive all official notices and may elect to participate in annual commencement exercises. Honorary Trustees shall serve indefinitely until their terms are terminated by death or resignation, or for a period specified by the Board.

From time to time, the Board of Trustees may wish to appoint a leader of society to the position of Honorary Chancellor in recognition of that leader's contribution to society in areas such as (but not limited to) education and peace among people. Honorary Chancellors shall not be members of the Board of Trustees and shall not vote. They shall serve indefinitely until their terms are terminated by death or resignation.

Section 14. Compliance with Accrediting or Regulatory Bodies

The Board of Trustees shall ensure that the University is compliant with the applicable regulations, policies, procedures, and standards of external regulatory or accrediting bodies through which DRBU is seeking or has obtained accreditation or approval. Actions that the Board of Trustees shall take to ensure compliance include but are not limited to the following:

- A. Describing the University in identical terms to all accrediting and regulatory bodies
- B. Communicating promptly to accrediting and regulatory bodies any changes in the University's status



- C. Disclosing to accrediting and regulatory bodies any and all information these bodies require to carry out their accrediting or approving responsibilities, including the activities of governmental bodies and other accrediting agencies that involve DRBU and any investigations, reports, and legal actions taken by or against the University
- D. Contacting accrediting and regulatory bodies should any violation to accreditation standards or regulations occur

ARTICLE 3. EXECUTIVE OFFICERS

Section 1. Officers

The officers of the University shall be the Chairperson of the Board of Trustees, the Vice Chairperson of the Board of Trustees, the President of the University, a Secretary, and such other officers as the Board of Trustees may elect or appoint. One person may hold two or more offices, except the offices of President and Secretary. The President, the Dean of Academics, the Dean of Students, and the Vice President for Finance and Administration of the University may not also be the Chairperson of the Board of Trustees. Officers other than the Chairperson of the Board of Trustees need not be members of the Board of Trustees.

Section 2. Chairperson of the Board of Trustees

If present, the Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Trustees or prescribed by these Bylaws. In the case of the resignation, dismissal, death, or incapacity of the President, the Chairperson shall, in consultation with the Officers, appoint an interim President from the faculty with permanent appointment and shall immediately initiate the process to appoint a new President pursuant to the provisions of Article 3, Section 8, of these Bylaws.

The Chairperson shall be elected by a simple majority vote of the Board members present at the annual meeting of the Board, unless a special election is held and all Trustees duly notified.

Section 3. Vice Chairperson of the Board of Trustees

The Vice Chairperson of the Board shall, in the absence of the Chairperson of the Board, preside at a meeting of the Board of Trustees and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Trustees or prescribed by these Bylaws. Upon the resignation, dismissal, death, or incapacity of the Chairperson of the Board, the Vice Chairperson shall serve as Chairperson of the Board until a new Chairperson is elected by the Board of Trustees.



The Vice Chairperson shall be elected by a simple majority vote of the Board members present at the annual meeting of the Board, unless a special election is held and all Trustees duly notified.

Section 4. President of the University

Subject to the oversight of the Board of Trustees and such supervisory powers as may be given by the Board of Trustees to the Chairperson of the Board of Trustees, the President shall be the Chief Executive Officer of the University and shall have general supervision, control, and direction of the affairs, the Faculty, the administration, and education policies of the University.

In the absence of the Chairperson and the Vice Chairperson of the Board of Trustees, the President shall preside at all meetings of the Board of Trustees. He or she shall be ex officio a member of the Board of Trustees and all its standing committees, and shall have the general powers and duties of management usually vested in the office of president of a university, and shall have such other powers and duties as may be prescribed by the Board of Trustees or these Bylaws.

The President shall attend all Board of Trustees meetings, except when the Trustees meet to consider matters relating to the President. He or she shall sign and deliver diplomas for academic and emeriti degrees conferred by the Board of Trustees

Section 5. Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Trustees may direct, a Book of Minutes of all meetings of the Board of Trustees. Such records shall include information such as the date, time, and location of each meeting; whether a meeting is regular or special; any notice given for it; and the names of those present at each meeting.

The Secretary shall keep the seal of the University and affix it to such papers and instruments as may be required, shall make service of such notices as may be proper, shall supervise the keeping of the records of the Board, and shall discharge such other duties of the office as prescribed by the Board of Trustees.

Section 6. Subordinate Officers

The Board of Trustees may appoint, and may empower the President to appoint, such other subordinate officers as the affairs of the University may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Trustees may from time to time determine.



Section 7. Appointment of Officers

A. Appointment of the President

The President of the University shall be appointed by the Board of Trustees for a term to be determined and renewable by the Board of Trustees. The Board of Trustees shall appoint the President as follows:

1. Provisions for Renewal of a Presidential Term

At the beginning of the last year of the current President's term, the Chairperson of the Board of Trustees shall determine if the President desires to serve an additional term. If the President desires to serve an additional term, the Chairperson shall appoint a Presidential Review Committee comprised of five (5) members of the Board of Trustees who are not also members of the faculty of the University. In consultation with the Faculty Presidential Review Committee (five [5] members of the Faculty appointed by the Instruction Committee, of which one member shall be a non-teaching Faculty), the Presidential Review Committee shall review the performance of the President. The Presidential Review Committee may then re-nominate the President for an additional term. If the Presidential Review Committee declines to re-nominate the President, or if the President is not re-appointed by the Board of Trustees, the Board of Trustees shall seek other candidates.

2. Provisions for Appointment of the President

To appoint a new President, or upon the resignation, dismissal, death, or incapacity of the President, the Chairperson shall appoint a Presidential Nominating Committee of five members of the Board of Trustees who are not also members of the faculty of the University. This Presidential Nominating Committee shall give priority consideration to candidates for President proposed by the Faculty of the University as outlined in the DRBU Faculty Governance. The Committee shall nominate one of the candidates to be President. If the Board fails to appoint that nominee, the Presidential Nominating Committee shall nominate another candidate.

3. Review of the President

The Board of Trustees shall determine the regular interval at which to review the performance of the President. The Chairperson shall appoint a Presidential Review Committee comprised of five (5) members of the Board of Trustees who



are not also members of the faculty of the University. In consultation with the Faculty Review Committee (five [5] members of the faculty appointed by the Instruction Committee, of which one member shall be a non-teaching faculty member), the Presidential Review Committee shall review the performance of the President at the interval determined by the Board of Trustees.

B. Appointment of Other Officers

The Board of Trustees shall elect and/or appoint all officers of the University other than the President for terms of one (1) year, or until their successors are elected and/or appointed and qualified. Any such officer shall be eligible for reappointment.

Section 8. Vacancies

A vacancy in any office because of death, resignation, or otherwise shall be filled by the Board of Trustees. If a vacancy occurs in any office, except the offices of Chairperson of the Board of Trustees or the President (which officers must be elected and/or appointed by the Board of Trustees), an officer may be appointed by the President to serve temporarily until the next meeting of the Board of Trustees.

Section 9. Removal

Any officer may be removed, either with or without cause, by the Board of Trustees by the affirmative vote of at least a simple majority of the Trustees present at any regular or special meeting thereof, or by any officer upon whom such power of removal may be conferred by the Board of Trustees.

Any officer may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE 4. COMMITTEES

Section 1. Standing or Special Committees

There shall be four (4) standing committees of the Board of Trustees: the Committee on Instruction, the Finance Committee, the Audit Committee, and the Committee on Trusteeship.

The Board of Trustees may also constitute special committees, which shall have and exercise such authority and responsibilities as may be delegated to them by the Board of Trustees. Each



committee may adopt rules for its own procedures which are not inconsistent with these Bylaws or with any direction from the Board of Trustees to such committee or committees.

Except for members ex officio, the Chairperson of the Board shall appoint the members of each committee from among the Trustees at a meeting of the Board of Trustees. Members ex officio may take full part in the deliberation of the committee but may only vote if they are also members of the Board of Trustees. The Chairperson of the Board of Trustees shall appoint a committee chairperson for renewable terms of three (3) years. The Chairperson of the Board of Trustees may appoint as members of special committees any member of the Board of Trustees or other qualified person.

Section 2. Committee on Instruction

The Committee on Instruction shall make recommendations to the Board of Trustees concerning the educational and academic programs of the University, as well as on matters relating to accreditation and faculty.

The Chairperson, the President, and the Dean of Academics of the University shall be members ex officio. There shall be a minimum of three (3) other members appointed from among the members of the Board, two (2) of whom must be “at-large” members of the Board. The Dean of Academic serves as the chairperson ex officio of this committee. At least one “at-large” member of the Committee shall have knowledge and experience in higher education. The Committee on Instruction shall meet at least once a year.

Section 3. Audit Committee

The Audit Committee ensures the University’s financial accountability and the adequacy of its financial management and controls. It receives and reviews the annual financial performance reports. The Committee validates the University’s accountability by commissioning and reviewing the results of an external financial audit annually. The Committee reports back to the Board its findings and recommendations for action.

The Chairperson, the President, and the Vice President for Finance and Administration shall be members ex officio. There shall be a minimum of three (3) members appointed from among the “at-large” Trustees. The chairperson of the Committee shall be appointed from among the members who are “at-large” trustees. At least one “at-large” member of the Committee shall have accounting and auditing expertise. The Audit Committee shall meet at least once a year.

Section 4. Finance Committee



The Finance Committee shall make recommendations to the Board of Trustees concerning the annual budget, the business and financial management of the University, and any long-range financial plans. The committee receives and reviews the University's annual budget and evaluates whether it is balanced and aimed at advancing DRBU's mission and its priorities. At its discretion, the Committee may also choose to examine one or more operating units' budgets. The Committee reports to the Board of Trustees the result of its evaluation and recommendations of actions, including putting forth a motion to the Board of Trustees to approve or reject the University's annual budget. The Finance Committee may choose to consult with DRBU's President, Vice President for Finance and Administration, and other finance personnel in order to understand the budget and rationale for specific allocations.

The Chairperson, the President, and the Vice President for Finance and Administration shall be members ex officio. There shall be a minimum of three (3) other members, two of whom shall be appointed from among the "at-large" Trustees. The chairperson of the Committee shall be appointed from among the members who are "at-large" trustees. At least one "at-large" member of the Committee shall have financial expertise. The Finance Committee shall meet at least once a year.

Section 5. Committee on Trusteeship

The Committee on Trusteeship shall actively investigate new prospects for Board membership and shall make recommendations for standards of Board membership. The Committee shall nominate candidates for election or re-election to the Board of Trustees, and for officers of the Board other than President. The Chairperson, President, and Secretary are members ex officio.

There shall be a minimum of three (3) other members chosen from among the members of the Board, two (2) of whom must be "at-large" Trustees, from whom the chairperson of the Committee shall be appointed. At least one member of the Committee on Trusteeship should have board governance experience. The Committee on Trusteeship shall meet at least once a year.

ARTICLE 5. ACADEMIC ADMINISTRATION

Fundamental responsibility for the operations of Dharma Realm Buddhist University rests, by law and the University Charter, with the Board of Trustees. These Bylaws, which are enacted by the Board of Trustees, set the basic framework of governance at the University and delegation of responsibility within such framework to the President and the Faculty.

Section 1. Organization of the Faculty

The Faculty of DRBU is comprised of:



- A. Administrative officers, responsible for organization and advancing the mission and carrying forward the work of the University, and
- B. Instructional staff, including professors and assistant professors, who are responsible for delivering DRBU's curricula to students.

Section 2. Responsibilities of the Faculty

The Faculty, for the purpose of the transaction of business, shall consist of both the administrative and instructional personnel. The Faculty is delegated the authority and the responsibility by these Bylaws to prescribe academic curricula, to adopt and refine instructional methods, and to carry on all of the educational and administrative functions of the University for the best interest thereof, except where the Board of Trustees may take general or special action in reference thereto. The Faculty shall have oversight of the non-academic life on the University campus, with such delegation of responsibility to committees or organizations from the campus community, including its student body, as is deemed appropriate.

Section 3. Responsibilities of the President

The President shall be named by the Board of Trustees to serve as the Chief Executive Officer of the University according to Article 3, Section 8, of these Bylaws. The President shall appoint the other administrative officers of DRBU subject to provisions of these Bylaws and the *Faculty Governance Manual*. The President shall attend the meetings of the Board of Trustees as an ex officio member. The President shall be the Board's principal advisor on all matters pertaining to the educational programs and the general welfare of DRBU and shall make recommendations for the proper conduct of the institution. The President may act with freedom from interference by the Board of Trustees within the lines of general policy laid down by the Board, but upon any particular matter upon which the Board of Trustees may have passed, the President shall follow the specific action taken.

Section 4. DRBU Administration

A major leadership role in DRBU's educational programs must inevitably rest with the President, under the policies of the Board of Trustees. In the administration of these programs, as with the fiscal and developmental aspects, however, responsibilities must be shared among other administrative officers and Faculty committees. The President shall present to the Board once a year a report on the organizational, administrative, and committee structures and their functioning.



Care shall be taken to see that there are clear delegations of responsibility and authority for establishing and maintaining instructional standards; for supervising the curricula and the work of the Registrar; for maintaining close and helpful associations with the members of the Faculty in their teaching and administrative capacity, and in relation to their salaries and working conditions; and for supervision of the fiscal and developmental activities.

ARTICLE 6. ADVISORY BOARD & BOARD OF VISITORS

Section 1. Advisory Board

The Board of Trustees from time to time may appoint selected individuals who are interested in the development and endowment of the University in introducing the University to new friends and potential benefactors, to serve as advisors when their areas of expertise are needed, and in generally fostering and advancing the welfare of the University to serve on the Advisory Board.

The individuals so appointed shall serve at the pleasure of the Board of Trustees for three-year terms. The President and the Chairperson of the Board shall serve as ex-officio members of the Advisory Board. Advisory Board members are not required nor expected to attend Board meetings but will receive notice of certain meetings of the Board of Trustees and are invited to attend meetings from time to time as needed.

The Advisory Board may elect a Chairperson and such officers as may be appropriate and may adopt rules for procedure which are not inconsistent with these Bylaws or policies established by the Board of Trustees.

Section 2. Board of Visitors

The Board of Trustees from time to time may appoint selected individuals of prominence who are interested in advancing the reputation and interests of the University to serve on a Board of Visitors. The individuals so appointed shall serve at the pleasure of the Board of Trustees for terms of indefinite duration.

The Board of Visitors may elect a Chairperson and such other officers as may be appropriate and may adopt rules for procedure which are not inconsistent with these Bylaws or policies established by the Board of Trustees.

ARTICLE 7. CONFLICT OF INTEREST

Trustees and Officers are fiduciaries of the University and are expected to avoid conflicts and the appearance of conflicts between their personal interests and the interests of the University. Trustees and Officers shall disclose any personal interest that may create a conflict with the



interests of the University and to refrain from voting or otherwise influencing a decision of the University on any matter in which such a conflict or the appearance of a conflict exists.

Section 1. Definition of Conflict of Interest

A. A conflict of interest exists when the Trustee or Officer or any of her or his family:

1. Has an existing or potential financial or other interest which impairs or might appear to impair the Trustee's or Officer's independence of judgment in the discharge of her or his responsibilities to the University. Such a conflict will be presumed to exist when the Trustee or Officer or his or her family is (i) an officer, director, trustee, stockholder or partner in a closely-held, non-publicly traded corporation or other entity, or (ii) an officer, director, trustee, partner, or holder of more than five percent of the issued and outstanding stock of a publicly traded corporation or other entity, and such entity does, or proposes to do, business with the University; or
2. May or will receive a direct or indirect material or financial benefit from confidential information belonging to the University; or
3. May or will receive gifts of any kind with a value greater than \$50.00 from organizations or businesses doing or seeking to do business with the University. Acceptance of such gifts is prohibited under this policy.

B. "Family" includes spouse, domestic partner, parents, siblings, children, or any other individuals living in the same household with the Trustee or Officer.

Section 2. Disclosure

A. Particular Transactions

A Trustee or Officer who believes that he or she or any member of his or her family may have a conflict of interest or may appear to have a conflict of interest with respect to any particular transaction shall promptly and fully disclose the conflict to the President and the Chairperson of the Board of Trustees, who shall take appropriate action.

B. Annual Statement

Each Trustee and Officer shall file a financial disclosure statement at least annually with the Secretary of the Board. Such statement shall include the names of any closely-held, non-publicly traded corporation or other entity of which the Trustee or Officer or his or



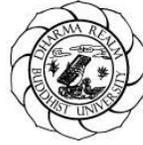
her family is an officer, director, trustee, stockholder, or partner and the names of any publicly traded corporation or other entity in which the Trustee or Officer or his or her family member is an officer, director, trustee, partner, or holder of more than five percent of the issued and outstanding stock and that the Trustee or Officer reasonably believes does or may propose to do business with the University. Trustees and Officers have an affirmative obligation to update the financial disclosure statement as they become aware of changes in their financial situations.

C. General Treatment of Disclosures

1. All disclosures shall be made known to the Officers of the Board, which shall determine what action, if any, to take and whether further disclosure to other members of the Board is required.
2. All information concerning actual or potential conflicts of interest shall be maintained by the Secretary of the University and disclosed only to the Officers of the Board of Trustees and, if necessary, members of the Finance and Audit Committee and consultants involved in the University's auditing process. In addition, members of the President's senior administrative team will receive information about disclosures on a need-to-know basis. Only the Officers jointly may decide to share disclosed information with others not listed above.
3. Any Trustee or Officer may request a determination from the Officers jointly as to the existence of a conflict of interest or the appearance of a conflict of interest.
4. The Secretary of the Board annually, and at other times on request from any member of the Board, shall make available to the members of the Board copies of this policy and forms for disclosing conflicts.

Section 3. Refrain from Voting or Influencing the Decision

The Trustee or Officer having such conflict shall not vote and shall not participate or use any personal influence in the discussion of the subject or make any recommendations regarding the subject. However, when the Trustee or Officer in consultation with the Officers deems it appropriate, the Trustee or Officer may be asked to briefly state the nature of the conflict to the entire Board and may also be asked to respond to pertinent questions from the other Trustees and Officers when the Trustee or Officer's knowledge of the subject will assist the Board. The minutes of any meeting attended by the Trustee or Director at which the subject involving the conflict is discussed shall reflect that a disclosure was made and that the director refrained from discussion, except to the extent provided above, and did not vote on the subject.



ARTICLE 8. MISCELLANEOUS

Section 1. Seal

This University shall have a seal in such form as may be approved by the Board of Trustees. The Secretary of the Board of Trustees shall keep the seal.

Section 2. Gifts

The Board of Trustees may accept on behalf of the University any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the University.

Section 3. Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the University, in addition to any officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances.

Section 4. Securities

The President and the Secretary, or such other officer or officers as the Board of Trustees may select for that purpose, are authorized to vote, represent, and exercise on behalf of this University all rights incident to any and all voting securities of any other institution or institutions standing in the name of this University. The authority herein granted to said officers to vote or represent on behalf of this University any and all voting securities held by this University in any other institution or institutions may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officers.

ARTICLE 9. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by the vote or written consent of a two-thirds majority of the members of the Board of Trustees when a quorum is present, or the vote of a simple majority of a quorum at a meeting called for that purpose and which is the vote of the majority of those present and voting.

ARTICLE 10. INDEMNIFICATION: ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

Section 1. Legal Standing



Because Dharma Realm Buddhist University is not separate from Dharma Realm Buddhist Association and not a legal entity; in this article “the University” or “DRBU” refers to DRBA on behalf of the University.

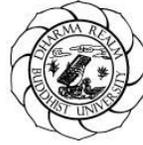
Section 2. Transaction and Indemnification

A. The University shall indemnify any person who has been or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of this University itself) by reason of the fact that this person is or was an agent of Dharma Realm Buddhist University (“agent” means trustee, officer, employee or other agent), against expenses, including attorneys’ fees, judgments, and amounts paid or incurred by him (or her) or rendered or levied against him (or her) in connection with such action, suit, or proceeding if this person acted in good faith and in a manner he (or she) reasonably believed to be in or not opposed to the best interests of the University. The termination of any action, suit, or proceeding by judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner which he (or she) reasonably believed to be in or not opposed to the best interests of the University.

B. The University shall indemnify any person who has been or is threatened to be made a part to any threatened, pending or completed action, or suit by or in the name or on behalf of this University to procure a judgment in its favor by reason of the fact that he (or she) is or was such an agent against expenses, including attorneys’ fees, actually and reasonably paid or incurred by him (or her) in connection with the defense or settlement of such action or suit if he (or she) acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of this University; provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for misfeasance or nonfeasance in the performance of his (or her) duty to this University, unless and only to the extent that, despite the adjudication of liability but in view of all circumstances of the case, such person fairly and equitably merits indemnification.

C. To the extent that a person who may be entitled to indemnification under this section is or has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections A or B, or in defense of any claim, issue, or matter therein, he (or she) shall be indemnified against expenses, including attorneys’ fees, actually and reasonably paid or incurred by him in connection herewith.

D. Any indemnification under subsections A or B shall be made only as authorized in the specific case upon a determination that indemnification is proper in the circumstances



according to the applicable standards of conduct set forth in those subsections. Such determination shall be made (1) by the Board of Trustees upon the majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum of disinterested Trustees so directs, or if no such quorum is available to act, by independent legal counsel in a written opinion, (3) if required by law, by the court in which such action, suit, or proceeding was brought, or another court of competent jurisdiction.

E. Expenses incurred in defending a civil action, suit, or proceeding may be paid by this University in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in subsection D upon receipt of an undertaking by or on behalf of the Trustee to repay such amount unless it shall ultimately be determined that he (or she) is entitled to be indemnified as authorized in this section.

F. The provisions of this section shall apply to the estate, executors, administrators, heirs, legatees, or devisees of a person entitled to indemnification hereunder, and the term “person” where used in the section shall include the estate, executors, administrators, heirs, legatees, or devisees of such person.

Section 3. Statement of Transaction or Indemnification

The University shall furnish annually to the members of the Board of Trustees a statement of any transaction or indemnification described in Section 1 above, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the notice of the annual general meeting.