

EXHIBIT

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**BYLAWS
OF
THE UNIFIED BUDDHIST CHURCH OF VIETNAM-GIAO HOI PHAT GIAO VIETNAM THONG NHAT**

ARTICLE I - NAME, ADDRESS, AND PURPOSE

Section 1.1 Name.

The name of this organization shall be the **UNIFIED BUDDHIST CHURCH OF VIETNAM-GIAO HOI PHAT GIAO VIETNAM THONG NHAT** (hereinafter called the **UBCVN-GHPGVNTN**).

Section 1.2 Principal Office.

The principal office of the **UBCVN-GHPGVNTN** shall be located at **13913 S. POST OAK BLVD, #B, HOUSTON TX 77045**.

Section 1.3 Mission.

The **UBCVN-GHPGVNTN** is a religious organization for (1) the advancement of Buddhism, Buddhist studies and teaching, (2) defending the basic human rights recognized by the Universal Declaration of Human Rights and the promotion of a free and democratic Vietnam, (3) the betterment of the Vietnamese-American communities in the USA and the Vietnamese people in Vietnam, (4) actively defending and protecting the Vietnamese community from unfair treatment or discrimination, (5) the advancement of the Vietnamese-American's just causes, while protecting the community from harmful policies, and (6) sharing the views and help promote the issues that concern the Vietnamese-Americans and Vietnamese people.

ARTICLE II - COMPLIANCE WITH APPLICABLE LAW

Words and phrases used in the Bylaws shall have the same meanings, respectively, as in the applicable federal, state, or local law. Indeed, any activity described in the Bylaws shall be engaged in only to the extent permitted by applicable federal, state, and local law.

ARTICLE III - NON-VOTING MEMBERS

Section 3.1 Non-Voting Membership

Non-voting membership in the **UBCVN-GHPGVNTN** shall be open to any person lawfully enrolling in and contributing to the **UBCVN-GHPGVNTN**. The internal affairs and all lawful business and activity shall be the sole responsibility of the Board of Directors of the **UBCVN-GHPGVNTN** and its officers, as described in the Bylaws. Non-voting members shall be free to communicate with the officers and directors of the **UBCVN-GHPGVNTN** at all times regarding any aspect of the **UBCVN-GHPGVNTN** activity, and make recommendations.

Section 3.2 Improper Use of insignia

Only the **UBCVN-GHPGVNTN** directors and officers may act on behalf of the **UBCVN-GHPGVNTN** with regard to any matters relating to the functions of the **UBCVN-GHPGVNTN**. Any membership badge, insignia, or card shall not confer or vest any authority, apparent or implied, in the recipient and is intended to reflect recognition of membership status only.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. Number

The organization shall have at least seven (7) members, but no more than twenty-one (21), and collectively they shall be known as the Board members.

Section 4.2. Qualifications

Members shall be at least 21 years of age, US citizen or legal permanent residents, and have resided in the United State at least five (5) years.

Section 4.3. Powers

Subject to the provisions of the laws of this state and any limitations in the Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the **UBCVN-GHPGVNTN**, the activities and affairs of the **UBCVN-GHPGVNTN** shall be conducted and all powers shall be exercised by or under the direction of the Board members.

Section 4.4. Duties and Responsibilities

The Board of Directors of the **UBCVN-GHPGVNTN** shall have the duty (1) to appoint the executive officers, who will manage the affairs of the **UBCVN-GHPGVNTN** for the Chairperson, and (2) to set short and long term goals for the **UBCVN-GHPGVNTN**.

The Board of Directors of the **UBCVN-GHPGVNTN** shall have (i) the fiduciary duties to the Organization, (ii) the duty of loyalty to their Organization and members to act for the Organization's benefit only and with an eye to the Organization's best interest, without regard for any personal interest the directors may have, and (iii) the duty of care to the Organization, such care includes, but not limited to, give the Organization business the same degree of care as and diligence that a prudent persons would exercise in their own affairs in similar situation, and invest time and attention to the Organization business.

Section 4.5. Term of Office

Each member shall hold office for a one-year term and only serve no more than 4 consecutive terms. The Terms shall be computed from the day of their election.

Section 4.6. Compensation

Members shall serve without compensation except that a reasonable fee may be paid to members for attending regular and special meetings of the board. In addition, when approved by the majority of the Board members, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 4.7: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for excess absences from the Board, by 1/2 vote of the remaining members, if s/he has four or more un-excused consecutive absences from Board meetings in a year.

A Board member may also be removed for other reasons by 2/3 vote of the remaining members.

Section 4.8: Board Elections

Election of new members or election of current members to a second term shall occur as the first item of business at the Board meeting.

New members will be elected by a 2/3 vote of the quorum members.

Section 4.9: Conflict of Interest

Upon full disclosure of a direct or indirect conflict of interest, breach of fiduciary duty, duty of loyalty or duty of care, in any issues and matters relating to or incidental to the organization or the operation of the **UBCVN-GHPGVNTN**, any Board members may request the Board to vote on the removal of the member who has a conflict of interest.

Section 4.10. Place Of Meetings

Meetings shall be held at the principal office of the **UBCVN-GHPGVNTN**, by tele-conference call, e-mail or any electronic means, unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board members.

Section 4.11. Regular Meetings

Regular meetings of members shall be held each week at 9:00pm with date and time of Houston, Texas, or at any other date, time, and place agreed by the majority of the quorum members.

Section 4.12. Special Meetings

Special meetings of the Board may be called by the Chair of the Board, the Vice Chair, the Secretary, by any three members, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the **UBCVN-GHPGVNTN** or, if different, at the place designated by the person or persons calling the special meeting.

Section 4.13. Notice of Meetings

Unless otherwise provided by the Bylaws, or provisions of law, the following provisions shall

govern the giving of notice for meetings of the Board members:

- a. Regular Meetings. Notice could be given of any regular meeting of the board members at the previous meeting or at least two days, 48 hours. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine or e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- b. Special Meetings. Notice shall be given by the Secretary of the **UBCVN-GHPGVNTN** to each director at least one day, 24 hours, of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine or e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any member of the **UBCVN-GHPGVNTN** under provisions of the Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

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Section 4.14. Quorum for Meetings

A quorum shall consist of 51% or more of the Board members, one of whom is the Chairperson or Vice Chairperson.

Except as otherwise provided under the Bylaws or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 4.15. Majority Action As Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board members, unless the Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 4.16. Conduct of Meetings

Meetings of the Board shall be presided over by the Chairperson of the Board, in his or her absence, the Vice-Chair or, in his or her absence, by the Secretary. The Secretary of the **UBCVN-GHPGVNTN** shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding board member shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert’s Rules, insofar as such rules are not inconsistent with or in conflict with the Bylaws or with provisions of law.

Section 4.17. Voting procedure

Members may cast his/her vote (1) in-person, (2) via e-mail to the Chair, vice-Chair and Secretary before the meeting, or (3) by telephone call during the meeting.

Section 4.18. Vacancies

Vacancies on the Board members shall exist (1) on the death, resignation or removal of any member, and (2) whenever the number of authorized members is increased.

Any member may resign effective upon giving written notice to the Chairperson of the Board, the Vice-Chair, or the Secretary.

A member may be removed from the Board by 2/3 of the entire Board members.

Unless otherwise prohibited by the Bylaws or provisions of law, vacancies on the Board may be filled by the approval of the Board members. If the number of members then in office is less than a quorum, a vacancy on the Board may be filled by the approval of a majority of the Board then in office or by a sole remaining member. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board members or until his or her death, resignation or removal from office.

Section 4.19. Non-Liability of Members

The members who were elected and joined the Organization, after August 17, 2015 (Houston date and time), shall not be personally liable for the debts, liabilities or other obligations of the

Organization incurred before the August 17, 2015.

The members shall not be personally liable for the debts, liabilities or other obligations of the **UBCVN-GHPGVNTN** incurred **ONLY AFTER** August 20, 2015.

Section 4.20. Indemnification by UBCVN-GHPGVNTN of Executive Members and Officers

The members and officers of the **UBCVN-GHPGVNTN** shall be indemnified by the **UBCVN-GHPGVNTN** to the fullest extent permissible under the laws of this state.

Section 4.21. Insurance For UBCVN-GHPGVNTN's Agents

Except as may be otherwise provided under provisions of law, the Board members may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the **UBCVN-GHPGVNTN** (including a director, officer, employee or other agent of the **UBCVN-GHPGVNTN**) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the **UBCVN-GHPGVNTN** would have the power to indemnify the agent against such liability under the Bylaws or provisions of law.

Section 4.22. Duties of the Chair

The Chairperson shall, subject to the control of the Board members, supervise and control the affairs of the **UBCVN-GHPGVNTN** and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Bylaws or which may be prescribed from time to time by the Board members. Unless another person is specifically appointed as Chairperson of the Board, the Chairperson shall preside at all meetings of the Board of Directors and, if this **UBCVN-GHPGVNTN** has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Bylaws, he or she shall, in the name of the **UBCVN-GHPGVNTN**, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of members.

Section 4.23. Duties of Vice Chair

In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Bylaws or as may be prescribed by the Board of members.

Section 4.24. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the **UBCVN-GHPGVNTN** the original, or a copy, of the Bylaws as amended or otherwise altered to date.

Keep at the principal office of the **UBCVN-GHPGVNTN** or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of

committees, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

Be custodian of the records and of the seal of the **UBCVN-GHPGVNTN** and affix the seal, as authorized by law or the provisions of the Bylaws, to duly executed documents of the **UBCVN-GHPGVNTN**.

Keep at the principal office of the **UBCVN-GHPGVNTN** a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any member of the **UBCVN-GHPGVNTN**, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book and the minutes of the proceedings of the members of the **UBCVN-GHPGVNTN**.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Bylaws or which may be assigned to him or her from time to time by the Board of members.

Section 4.25. Duties Of Treasurer

The Treasurer shall administer the financial affairs of the **UBCVN-GHPGVNTN** and shall have custody of all assets of the **UBCVN-GHPGVNTN** and shall keep in books belonging to the **UBCVN-GHPGVNTN** full and accurate accounts of all receipts and disbursements. He or she shall cause the deposit of all monies, securities, and other valuable effects in the depository(s) established by the **UBCVN-GHPGVNTN** within five (5) days of receipt. The Treasurer shall disburse the monies and other assets of the **UBCVN-GHPGVNTN** as directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Chairman of the **UBCVN-GHPGVNTN**, whenever requested, an account of all transactions and of the financial conditions of the **UBCVN-GHPGVNTN**.

In addition, the Treasurer shall have the duties and responsibilities prescribed by any applicable law, including but not limited to the following:

- (a) He or she shall keep a detailed and exact account of (i) all Contributions made to the **UBCVN-GHPGVNTN**; (ii) all Expenditures made by or on behalf of the **UBCVN-GHPGVNTN**; and (iii) the identification of every person to whom any expenditure is made, the date and amount thereof and the name and address of, and office sought by, each candidate on whose behalf such expenditure was made.

(b) He or she shall gather and preserve all receipted bills, accounts and other records as required under applicable federal, state or local law.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Bylaws or which may be assigned to him or her from time to time by the Board members.

ARTICLE V - EXECUTIVE OFFICERS

Section 5.1. Executive Committee

With the exception of the president, the Board of Directors may, by a majority of the quorum members, appoint and designate the Executive Officers consisting of 3 Board Directors and may delegate to such executive committee the powers and authority of the Board in the management of the business and affairs of the **UBCVN-GHPGVNTN**, to the extent permitted, and except as may otherwise be provided, by provisions of law.

With the exception of the president, the Board of Directors may, with a majority of the quorum members, at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the organization records and report the same to the Board from time to time as the Board may require.

Section 5.2 Number

The executive committee of the **UBCVN-GHPGVNTN** shall comprise of the president, vice-president and any other officers as the Board of Directors may determine. An officer may, but need not, be a Director. The president, however, must be a member of the Board of Directors.

Section 5.3 Qualifications

Officers shall meet the same requirement as the Board of Directors.

Section 5.3 Election

The president shall be appointed annually by 2/3 vote of the entire Board of Directors at their January's meeting. Other officers, if any, may be appointed by the majority of the quorum members at any time.

Section 5.4 Tenure

Each officer shall hold office for a one-year term and only serve no more than 3 consecutive terms.

Section 5.6 President and Vice Presidents

The president shall be the chief executive officer of the organization and, subject to the control of the directors, shall have general charge and supervision of the affairs of the organization. If no chairman of the board of directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine.

The vice president, if any, shall have such duties and powers as the president shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

Section 5.7 Resignations

Any officer may resign at any time by delivering his/her resignation in writing to the chairperson of the board, if any, or the president at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 5.8 Removals

A president may be removed with cause by a two-thirds (2/3) vote of the entire Board of Directors (not including himself/herself), after reasonable notice and opportunity to be heard before the body proposing to remove him/her. Any other officer may be removed with or without cause by the majority of the quorum members at anytime (not including him/herself).

Section 7.3

All checks, drafts, and orders for the payment of money shall be signed in the name of the **UBCVN-GHPGVNTN** by the Treasurer and such other individuals as the **UBCVN-GHPGVNTN** officers shall otherwise direct.

ARTICLE VIII - CONTRIBUTIONS

Section 8.1

All contributions to the **UBCVN-GHPGVNTN** shall be voluntary, and no contributions to the **UBCVN-GHPGVNTN** shall be solicited or secured by job discrimination or financial reprisal,

or by the threat of job discrimination or financial reprisal, or as a condition of employment by **UBCVN-GHPGVNTN** or any of its affiliates.

Section 8.2

No contribution shall be accepted, and no expenditure shall be made, by or on behalf of the **UBCVN-GHPGVNTN** at a time when there is a vacancy in the office of Treasurer.

Section 8.3

No member of the **UBCVN-GHPGVNTN**, officer, or contributor thereto, shall have a right to share personally in any funds or assets of the **UBCVN-GHPGVNTN** upon its dissolution, or at any other time.

Section 8.4

The contributions and expenditures of any funds of the **UBCVN-GHPGVNTN** shall be within the sole discretion of the **UBCVN-GHPGVNTN**. All contributions shall be made only to the extent permitted under applicable law.

ARTICLE IX - AUDIT

The **UBCVN-GHPGVNTN** shall be audited at least annually by one or more outside and independent certified public accounting firm or individual selected by the **UBCVN-GHPGVNTN** officers, as of a date or dates determined by the officers, and the annual audit report or reports of such firm or individual as of such date or dates shall be furnished to the officers and whomever they shall designate.

ARTICLE X - INVESTMENT AND COMMINGLING OF FUNDS

Section 10.1 Investment of Funds

Funds may be transferred from the **UBCVN-GHPGVNTN** depository account for investment purposes, but shall be returned to the depository account before being used to make contributions or expenditures to or on behalf of federal, state, or local candidates or political committees, or in support of or in opposition to any resolution or ballot measure.

Section 10.2 No Commingling

No funds belonging to the **UBCVN-GHPGVNTN** shall be commingled with any personal funds of any individual or any funds of any entity other than the **UBCVN-GHPGVNTN**.

ARTICLE XI - CORPORATE RECORDS, REPORTS AND SEAL

Section 11.1 Maintenance of Organization Records

The organization shall keep at its principal office:

- a. Minutes of all meetings of members, committees members and, if this organization has

- members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - c. A record of its members, if any, indicating their names and addresses, and the termination date of any membership;
 - d. A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 11.2 Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this organization, to be so prepared and delivered within the time limits set by law.

ARTICLE XII - OTHER COMMITTEES

Section 12.1 Creation of Advisory and Honorary Boards

The Executive Board may create an advisory board and an honorary board.

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Section 12.2 Advisory and Honorary Board members

The advisory board shall consist of at least 5, but no more than 10 members. There is no limit as to the number of Honorary board members.

Section 12.3 Duties of advisory board

The advisory board is charged with (1) providing vision and/or direction of the **UBCVN-GHPGVNTN**, (2) promoting the **UBCVN-GHPGVNTN**'s goals and objectives to the public, and (3) assisting in fund raising objective.

Section 12.4 Duties of the honorary board

The community board is charged with (1) promoting the **UBCVN-GHPGVNTN**'s goals and objectives to the public, and (2) assisting in the fund raising.

Section 12.5 Term of members

Each member shall hold the seat for a one years term and can only serve no more than 2 consecutive terms.

Section 12.6 Compensation

Members shall serve without compensation, except that a reasonable fee may be paid to members for performing a certain duty. In addition, when approved by the majority of the executive Board members, they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE XIII - DISSOLUTION

Section 13.1 Vote Required

The **UBCVN-GHPGVNTN** may be dissolved by a 3/4 vote of the Board of Directors of the **UBCVN-GHPGVNTN**.

Section 13.2 Disposition of Funds

In the event of dissolution of the **UBCVN-GHPGVNTN**, the residue, remainder, or excess of funds contributed to the **UBCVN-GHPGVNTN** shall be disbursed in any lawful manner including, but not limited to, contributions to political candidates, political parties, other political committees, charities, etc., as determined by 3/4 vote of the Board of Directors.

Section 13.3 Responsibility and Accountability

The Treasurer shall then take such action as is necessary to close the books of the **UBCVN-GHPGVNTN**, file any required closing reports with appropriate authorities, make a final audit, and give such notice as may be then required to interested parties that the **UBCVN-GHPGVNTN** shall close its functions on the date so selected by the Board of Directors of the **UBCVN-GHPGVNTN**.

ARTICLE XIV - AMENDMENT AND ADOPTION OF THE BYLAWS

Section 14.1 Amendment of Bylaws

Subject to the power of the members of this organization to adopt, amend or repeal the Bylaws of the UBCVN-GHPGVNTN and except as may otherwise be specified under provisions of law, the Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the 2/3 of the entire Board members.

Section 14.2 Construction and Terms

Should any of the provisions or portions of the Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

All references in the Bylaws of this organization filed with an office of this state or federal election commission and used to establish the legal existence of this organization.

Section 14.3 Adoption of the Bylaws

We, the undersigned, are all of the initial Board of Directors of the UBCVN-GHPGVNTN, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 13 preceding pages, as the Bylaws of this organization.

Dated: September 2, 2015.

Steven Dieu

Steven Dieu, Chair

Nguyen Cuong

Cuong Nguyen, Vice-Chair

Nguyen Minh Huy

Minh-Huy Nguyen, Secretary

Mai X Chau

Chau Xuan Mai, Treasurer

Pham Dang

Dang Pham, Director

Le Quang

Quang Le, Director

Cao Hien

Hien Van Cao, Director

Tran Dinh Minh

Minh Dinh Tran, Director