

# **Bylaws**

## **NORTHWEST ZEN SANGHA**

### **ARTICLE I: PURPOSE**

Our Mission is to transmit the teachings and practice of Soto Zen Buddhism by cultivating compassion, love and wisdom.

### **ARTICLE II: NAME AND CORPORATE OFFICE**

#### *Section 2.1: Name*

The name of this corporation is Northwest Zen Sangha (hereinafter “NWZS”) and its assumed business name shall be Dharma Rain Zen Center. Operating names for other facilities, groups, or activities under the auspices of NZWS must be approved by a majority vote of the Board of Directors (the “Board”).

#### *Section 2.2: Principal Office*

The principal place of business shall be established by the Board. The location of the office may be changed by the Board. The change must be transmitted to the Oregon Secretary of State’s office.

### **ARTICLE III: ABBOT[s]**

#### *Section 3.1: Spiritual Leadership*

The Abbot[s] is/are the spiritual Director[s] of the organization. The Abbot[s] determine[s] matters of liturgy and teaching, and give[s] direction to the membership on these matters.

#### *Section 3.2: Other Leadership*

The Abbot[s] may exercise various other duties pertaining to the business of NWZS.

#### *Section 3.3: Abbot(s)*

The current Abbot may appoint a co-Abbot, subject to confirmation by a majority of votes cast by the membership.

#### *Section 3.4: Succession*

##### *Section 3.4.1: Succession by Appointment*

The Abbot(s) may appoint a successor, subject to confirmation by a majority of votes cast by the membership.

##### *Section 3.4.2: Maintenance of a Successor List*

A dated Successors List signed by the Abbot(s) will be held by the Corporate Secretary. This list, when possible, should have at least three names ranked in order of preference. Whenever the list is amended or updated, the date of the new list will be noted in the Board meeting minutes.

*Section 3.4.3: Interim Abbot*

In case of the death or incapacity of the Abbot[s] to serve, the Board will contact those named on the Successor List. The candidate with the highest numerical ranking on the list who accepts the position will become interim Abbot, able to act as Abbot until confirmation by a majority of votes cast by the membership. The Board shall arrange for a membership vote to be held within six months of the interim appointment for the acceptance or denial of the interim Abbot.

*Section 3.4.4: No Appointment*

In the absence of a Successors List, or if no one on the Successors List accepts the position of Abbot, the Board of Directors and officers are fully empowered to conduct the business of the Temple until a replacement is found. The Board shall convene the Council of Elders to assist with finding a replacement. An Abbot must be a fully transmitted priest of the Soto Zen tradition. The Board shall arrange for a membership vote to be held within six months of an appointment for the acceptance or denial of the replacement Abbot. The appointment shall be subject to confirmation by a majority of votes cast by the membership.

*Section 3.5: Impeachment of an Abbot*

Impeachment proceedings may be initiated by a two-thirds majority vote of the Board of Directors currently in office. The Abbot[s] may be removed only for misconduct or prolonged failure to perform the duties of Abbot. The Board must notify the voting members and arrange for a membership vote within 30 days of the initiation of proceedings. The impeachment shall be subject to confirmation by a majority of votes cast by the membership.

*Section 3.5.1: Succession in Case of Impeachment*

When an Abbot has been impeached, succession is determined by the Board as described in 3.4.4 because the Successor List described in Section 3.4.2 will be voided.

## **ARTICLE IV: MEMBERS**

*Section 4.1: Qualifications*

Persons wishing to become members shall fill out a membership application. The contents of the membership application shall be at the discretion of the Board.

*Section 4.2: Dues*

All members shall pay regular membership dues to remain in good standing. Dues shall be established and adjusted by resolution of the Board.

*Section 4.3: Classes of Membership and Voting Rights*

The Corporation shall have three classes of membership.

*Section 4.3.1: Junior Members*

Junior Members are members in good standing for one year who do not otherwise meet the criteria for Full or Monk and Lay Ordained Members. Junior Members get one vote.

*Section 4.3.2: Full Members*

Full Members are members in good standing for at least one year, and who have taken the precepts (lay ordination). Full Members get two votes.

*Section 4.3.3: Monk and Lay Ordained Members*

Monks are priest disciples of a Soto Zen Priest or Soto Zen Priests serving their vocation primarily with the NZWS. Lay Ordained Members are lay disciples of a Soto Zen priest or transmitted lay teacher connected with the NWZS who receive their primary Buddhist instruction through the NWZS, and are members in good standing. Monk and Lay Ordained Members get three votes.

*Section 4.4: Liability*

Members shall not be liable for any debts or obligations of the Corporation.

## **ARTICLE V: MEMBERSHIP MEETINGS**

*Section 5.1: Annual Meeting*

The Corporation shall hold an annual meeting of the membership each year at a time and a place determined by the Board. The Chair of the Board, or such other person designated by the Chair, shall report to the members on the activities and financial condition of Corporation. The meeting shall be for the purpose of such other business as may come before the Corporation. Meeting notices shall include the time, date and location of any annual, regular or special membership meeting.

*Section 5.2: Quorum*

Those votes represented at a meeting of the membership shall constitute a quorum.

*Section 5.3: Action by Ballot*

Any action which may be taken at a meeting of the members may be taken without a meeting if the Corporation delivers a written or electronic ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action; provide an opportunity to vote for or against each proposed action; indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify a reasonable time by which a ballot must be received by the Corporation in order for the ballot to be counted.

*Section 5.4: Quorum for Ballot*

A quorum for a ballot shall be valid if the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. Unless otherwise provided in these Bylaws, the number of approvals must meet or exceed the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

*Section 5.5: Proxy Voting*

There shall be no voting by proxy.

## **ARTICLE VI: BOARD OF DIRECTORS**

*Section 6.1: Corporate Powers*

All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors (“the Board”). The business and affairs of the Corporation shall be managed under the direction of the Board.

*Section 6.2: Number and Qualifications*

*Section 6.2.1: Number*

The number of Directors of the Corporation shall be at least five (5) but not more than twelve (12). The number of Directors shall be set from time to time by the Board of Directors.

*Section 6.2.2: Qualifications*

All positions on the Board of Directors must be filled by members who are determined by the Board to be 1) members in good standing, 2) actively participating in Dharma Rain Zen Center activities for at least one year, and 3) have taken the precepts (lay ordination).

*Section 6.3: Composition*

*Section 6.3.1: Directors elected by Membership*

Elections shall be conducted annually via written ballot or by electronic ballot to fill Board vacancies. Those without email addresses on file shall receive written ballots. (Example: 12 Directors – 2 ex-officio positions - 3 trustees = 7 elected Directors.)

*Section 6.3.2: Trustee Directors appointed by Abbot(s)*

Trustees serve at the discretion of the Abbot(s) and shall number no more than one quarter of the Board. (Example: 12 Directors = a maximum of 3 Trustees.)

*Section 6.3.3: Ex-officio Directors*

The corporate officers of President and Treasurer shall serve as voting members on the Board during their term of office. The temple officer of Kanin shall serve as a voting member on the Board during their term of office.

#### *Section 6.4: Term of Directors*

Directors elected by membership shall serve for a term of three years. No reduction in the number of Directors shall shorten the term of any incumbent Director. Elected Directors may serve no more than two successive terms. Trustee Directors have no term limit. Corporate officers shall serve on the Board as long as they hold their term of office.

#### *Section 6.5: Compensation*

The officers and Directors shall serve without compensation, but may be reimbursed for actual expenses related to service on the Board.

#### *Section 6.6: Midterm Vacancies*

Any vacancy on the Board between annual elections, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board. A vacancy that will occur at a specified later date, by reason of a resignation or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs. Any Director accepting a midterm vacancy may fill the vacancy and then serve two successive full terms.

#### *Section 6.7: Resignation*

Any Director may resign by delivering written notice to the Board, the President or the Secretary. Unless the notice specifies a later effective date, a resignation notice shall be effective upon receipt. Once delivered, a resignation notice is irrevocable unless revocation is permitted by the Board.

#### *Section 6.8: Removal*

Any Director may be removed, with or without cause, by a vote of two-thirds of the Board members then in office.

## **ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS**

#### *Section 7.1: Regular Meetings*

The Board shall by resolution schedule a time and place for regular meetings of the Board. If a time and place of a Directors' meeting is fixed by the Bylaws or is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other meetings are special meetings.

##### *Section 7.1.1: Member Participation*

This corporation is not a public body and is not required to follow the open meeting requirements of ORS 192.610 et seq. However, to the extent possible, a portion of each regular meeting shall be open to general membership, and the remainder shall be closed to preserve confidentiality.

##### *Section 7.1.2: Meeting Records*

The Board will ensure that minutes of meetings are taken and made available to the membership. The Board may decide to classify minutes of meetings, or portions of meetings, that deal with personal confidential matters. A member wishing to review classified minutes may make a request to the Board, who will consider it and make a decision at the next scheduled meeting.

### *Section 7.2: Special Meetings*

Special meetings are all meetings of the Board other than regular meetings. Special meetings of the Board may be called by the Chair of the Board or by a majority of Directors in office.

### *Section 7.3: Quorum*

A majority of the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. However, if there are vacancies on the Board, a quorum may not consist of less than one third of the fixed number of Directors. [For example, with a fixed number of 12 Directors, the quorum may not consist of fewer than 4 Directors.] If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

### *Section 7.4: Manner of Acting*

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a different number is required by law, the Articles of Incorporation or these Bylaws. A Director is considered present regardless of whether the Director votes or abstains from voting.

### *Section 7.5: Meeting by Telephone Conference or Other Means*

When a Board member cannot otherwise attend in person, meeting by telephone or other means may be possible when arranged in advance. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication if all participating Directors can simultaneously hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. A participating Director by this means is deemed to be present in person at the meeting. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

### *Section 7.6: Unanimous Action without Meeting*

Any action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if one or more written consents describing the action taken are signed by all of the Directors then in office and included in the minutes or filed with the corporate records reflecting the action taken. The action shall be effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. Consent by email or other electronic means shall be considered signed written consent.

## **ARTICLE VIII: COMMITTEES**

### *Section 8.1: Committees*

Board may by resolution establish such committees as it deems necessary and desirable. Such committees may exercise the authority of the Board or may be advisory committees. Committees exercising the authority of the board must have at least three Directors as members.

*Section 8.2: Quorum and Action*

A quorum at a Committee meeting exercising Board authority shall be a majority of all Directors on the Committee who are members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

*Section 8.3: Limitations on Committees*

The functions, scope and term of service of committees shall be determined by the Board. However, no committee may (a) authorize distributions, (b) approve or recommend a dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or (d) adopt, amend or repeal the Articles or Bylaws.

## **ARTICLE IX: BOARD OFFICERS**

*Section 9.1: Titles and Qualifications*

The officers of the Board shall be the Chair, Vice-Chair, and Board Secretary. The Board of Directors may elect or appoint other officers and agents as it shall deem necessary and desirable.

*Section 9.1.1: Chair of the Board*

The Chair of the Board shall preside at corporate meetings. The Chair shall also discharge such other duties and responsibilities as are normally associated with the office, and those set forth in these Bylaws or assigned by the Board, including calling and facilitating Board meetings, preparation of meeting agendas, and seeing that the minutes are distributed.

*Section 9.1.2: Vice Chair of the Board*

In the absence or disability of the Chair, the Chair's duties shall be performed by the Vice Chair. In addition, the Vice Chair shall have such duties as assigned by the Board or the Chair.

*Section 9.1.3: Board Secretary*

The Board Secretary shall take and distribute the minutes of Board meetings and otherwise execute the office as determined by the Board.

*Section 9.2: Election*

The Board of Directors shall elect Board officers from among its members at the start of each calendar year.

*Section 9.2: Term*

The term of office of all Board officers commences on their installation date and continues for one year, or until their successors are duly elected. Any vacancy in any office of the Board may be filled by the Board.

*Section 9.3: Compensation*

The Board officers shall serve without compensation, but may be reimbursed for actual expenses related to service as an officer.

## **ARTICLE X: CORPORATE OFFICERS**

*Section 10.1: Titles*

The Corporate officers shall consist of the President, Treasurer, and Secretary. The Board of Directors may elect or appoint other officers and agents as it shall deem necessary and desirable.

*Section 10.1.1 President*

The President of the Corporation shall direct the general flow of the corporate business and perform other duties as determined by the Board. The President shall be an ex-officio member of the Board. The President is authorized to sign all official documents of the Corporation.

*Section 10.1.2: Treasurer*

The Treasurer shall maintain the financial accounts of the Corporation, and shall regularly report on the financial status of the Corporation. The Treasurer shall complete and keep a copy of the most recent annual report delivered to the Secretary of State, and a copy of the last three annual financial statements (balance sheet and statement of operations), if any, which statements may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates. The Treasurer shall be an ex-officio member of the Board. The Treasurer shall also assume such duties and responsibilities as are set forth in these Bylaws or assigned by the Board.

*Section 10.1.3: Secretary*

The Corporate Secretary shall have overall responsibility for corporate recordkeeping. The Secretary shall perform, or cause to be performed, the authentication of the records of the Corporation and shall also assume such duties and responsibilities as are set forth in these Bylaws or assigned by the Board. The Secretary is authorized to sign all official documents of the Corporation.

*Section 10.2: Election of Officers*

The Board at the start of each calendar year shall elect a President, Treasurer, and Corporate Secretary.

*Section 10.3: Term*

The term of office of all Corporate officers commences on their installation date and continues for one year, or until their successors are duly elected. Any vacancy in any office of the Corporation may be filled by the Board.

*Section 10.4: Compensation*

The Corporate officers shall serve without compensation, but may be reimbursed for actual expenses related to service as an officer.



## **ARTICLE XI: EMPLOYEES**

### *Section 11.1: Employees*

The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the salaries for such positions. The President shall be responsible for the hire and discharge of employees of the Corporation.

## **ARTICLE XII: CHANGES TO THE BYLAWS**

### *Section 12.1: Bylaws*

These Bylaws may be amended or repealed, and new Bylaws may be adopted by a vote of two-thirds of the Board of Directors then in office. [For example: If there are ten members, seven votes are necessary.] Each Director shall be given at least two days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy or summary of the proposed amendment.

Adopted: [date]

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Secretary