

Model Zen Center Bylaws

Endorsed by the Kwan Um School of Zen Board of Trustees 12/5/1992
Revised 8/1/1993, 4/7/2001, and 4/7/2002

(Underlined text must be included in the bylaws
of Zen Centers affiliated with the Kwan Um School of Zen)

These bylaws are available in electronic form:
<http://www.kwanumzen.org/misc/zcbylaws.doc>
<http://www.kwanumzen.org/misc/zcbylaws.pdf>

THE _____ ZEN CENTER

REVISED BY-LAWS (_____, 20__)

ARTICLE I

General

SECTION 1.1 - NAME

The name of the Center, as set forth in the corporation's Articles of Organization, as amended, (which are on file with the Secretary of State) is THE _____ ZEN CENTER (hereinafter "The Center").

SECTION 1.2 - PURPOSES

The Center is formed for the purpose of establishing and maintaining public worship and teachings in accordance with the principles and doctrines of the Zen Buddhist Faith through a lineage of Masters, culminating in Zen Master Seung Sahn's teachings, and the teachings of Zen Masters and Ji Do Poep Sa Nims appointed by him. These teachings are carried on by the Center's Guiding Teacher through training of the Center's members to save all beings from

suffering, through developing charity, love, compassion and awareness. To these ends, the Center shall have the power (subject to other provisions of these By-laws):

- (i) to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease or otherwise acquire, own, hold improve, employ, use and otherwise deal in and with real or personal property, or any interest therein wherever situated;
- (ii) to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (iii) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (iv) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or an of its property or any interest therein, wherever situated;
- (v) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

- (vi) to do business, carry on its operations, and have offices and exercise the powers granted by the State of _____ in any jurisdiction within or without the United States;
- (vii) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;
- (viii) to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of the directors, officers and employees, and for any or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it;
- (ix) to participate as a subscriber in the exchanging of insurance contracts specified in section (ninety-four B of Chapter one hundred and seventy-five of the Massachusetts General Laws) (insert the appropriate laws of other jurisdictions);
- (x) to be an incorporator of other corporations of any type or kind;
- (xi) to hold real and personal estate to an unlimited amount, which estate or its income shall be devoted to the purposes set forth herein or in any amendment hereof, and to receive and hold, in trust or otherwise, funds received by gift or bequest to be devoted by it to such purposes;
- (xii) and to engage in any and all activities appurtenant thereto or in advancement thereof;

provided that no such activity shall be carried on in a manner inconsistent with the provisions of the Articles of Organization, the By-Laws of the Center, or the laws of the (Commonwealth of Massachusetts applicable to corporations organized under Chapter 180 of the General Laws) (insert the appropriate laws of other jurisdictions).

SECTION 1.3 - THE FOUR GREAT VOWS

1. Sentient beings are numberless;
We vow to save them all.
2. Delusions are endless;
We vow to cut through them all.
3. The teachings are infinite;
We vow to learn them all.
4. The Buddha Way is inconceivable;
We vow to attain it.

SECTION 1.4 - USE OF THE FOUR GREAT VOWS

Neither the Four Great Vows nor any other statement or affirmation shall constitute a creed or be required as a qualification for membership in the Center.

SECTION 1.5 - LOCATION

The location of the Center shall be in the _____ of _____,
_____.

SECTION 1.6 - FISCAL YEAR

The fiscal year of the Center shall begin on the first day of January and shall end on the thirty-first day of December in each year.

SECTION 1.7 - GENDER

Whenever used herein, pronouns in the masculine gender shall include the feminine gender as well.

ARTICLE II

Members

SECTION 2.1 - MEMBERSHIP

The membership of the Center shall consist of those persons:

- (a) Who, on the effective date of the adoption of the revised By-Laws on _____, 19__ are currently up to date on their membership dues and fees; and
- (b) Who in the future shall pay the dues and fees prescribed for their class of membership;
- (c) The names and addresses of members of the Center shall be recorded in a list as the Official Membership List.

SECTION 2.2 - RIGHTS OF MEMBERS

- (a) A member shall have those rights as determined from time to time by the Board of Trustees.

SECTION 2.3 - DURATION AND TERMINATION OF MEMBERSHIP

Membership shall terminate:

- (a) Upon a member's death; or
- (b) Upon the delivery to the Secretary of a written resignation from membership in the Center; or
- (c) Upon failure to maintain dues and fees on a current status; or
- (d) For cause deemed by the Abbot and Guiding Teacher.

ARTICLE III

Meetings of the Board of Trustees

SECTION 3.1 - ANNUAL MEETING

The annual meeting of the Board of Trustees shall be held in _____ city _____ on the second day of October of each year, at the hour and place specified in the notice of the meeting, for purposes of electing the Board of Trustees and officers (subject to the provisions and duties of the Nominating Committee contained in Section 7.4 and elsewhere), and transacting such other business as may be properly brought before such meeting. If the annual meeting for any year is not held on said date, a special meeting may be held in lieu thereof.

SECTION 3.2 - REGULAR MEETINGS

Regular meetings of the Board of Trustees may be held, without notice, other than the distribution of a scheduled meeting, at such times and places as the Board of Trustees may determine.

SECTION 3.3 - SPECIAL MEETINGS

Special meetings may be called by the Board of Trustees at their discretion, or by the Guiding Teacher, or by the Abbot, and shall be called by the Secretary, or in the case of the death, absence, inability or refusal of the Secretary, by any other officer, upon written application of _____ or more trustees entitled to vote thereat.

SECTION 3.4 - NOTICE OF MEETINGS

Notice of all meetings of the Board of Trustees shall be given at least seven days before the date of such meeting, by mailing, postage prepaid, addressed to each member of the Board of Trustees at the last known address of such Trustee, a written or printed copy of the call for the meeting and stating the place, day, hour and purposes of such meeting. No notice of any adjourned meeting shall be required.

SECTION 3.5 - REPRESENTATION AND QUORUM

At no meeting of the Center shall a Trustee vote by proxy. At any meeting of the Trustees, a majority of Trustees then in office shall constitute a quorum; provided, however, that any meeting of the Board of Trustees, whether or not a quorum be present, may be adjourned from time to time for periods not exceeding thirty (30) days each, and at any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 3.6 - CONDUCT OF MEETINGS

Wherever they do not conflict with these By-Laws, the currently revised Robert's Rules of Order shall govern all meetings of the Center.

SECTION 3.7 - VOTING

At any meeting of the Board of Trustees at which a quorum is present each member of the Board shall have one vote and a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-Laws. In case of a tied vote, the Guiding Teacher, if present in person or by a written vote, or the Abbot, if the Guiding Teacher is not present, can choose to decide the issue as if casting an additional vote. There shall be no voting by proxy although written support or opposition by an absent member to a specific vote shall be valid.

SECTION 3.8 - AGENDA

The usual order of business at meetings of the Board of Trustees, unless otherwise changed by the President shall be:

- (a) Call to Order
- (b) Recitation of the Four Great Vows
- (c) Establish a Quorum
- (d) Reading and approval of minutes of previous meeting
- (e) Reports of officers
- (f) Report of Guiding Teacher
- (g) Reports of Committees
- (h) Unfinished Business
- (i) New Business
- (j) Adjournment

SECTION 3.9 - PRESIDING OFFICER

The Abbot, or in his or her absence, the Do Gam, shall preside at all meetings of the Board.

SECTION 3.10 - ACTION WITHOUT MEETING

Any action which may be taken at any meeting of the Board of Trustees may be taken without a meeting if the majority of the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting. Provided that all members consent as provided herein, actions without meetings may be taken at meetings at which there is not a quorum present.

ARTICLE IV
Elected Officials

SECTION 4.1 - OFFICERS

The Officers of the Center shall be the Abbot, the Do Gam, the Treasurer and Secretary. They shall have the duties and responsibilities provided by law and established by these By-Laws. They shall all be members ex officio of the board of Trustees with the right to vote. The Abbot and Do Gam shall respectively have the powers and duties of the President and Vice President of a corporation and such other duties as are established in these By-Laws.

SECTION 4.2 - ELECTIONS AND TERMS OF OFFICE

The Officers shall be elected by the Trustees for terms of one year each, which shall terminate upon the final adjournment of the annual meeting held at the end of each term, but each Officer shall continue in office until a successor is elected and accepts the office. Unless such acceptance is made at the election meeting, it shall be in writing and filed with the Secretary.

SECTION 4.3 - DUTIES OF OFFICERS

- (a) The Abbot of the Center shall be the President of the Committee of Managing Directors, if any. The Abbot is the chief executive of the Zen Center and, as such, is responsible for implementing teaching and secular administrative policies as well as for the smooth functioning of Zen Center life. The Abbot provides vision and sets accompanying long range goals for the organization.
- (i) In the absence of a Director, the Abbot hires, fires and reviews all the support staff, with the exception of the Head Dharma Teacher who is chosen by the Guiding Teacher. If there is to be a Director of the Center, the Abbot has the powers to hire and discharge such person.
- (ii) The Abbot maintains a broad and informed view of all aspects of the Center including teaching, finances, membership and the Center's physical structures.
- (iii) The Abbot should act to help preserve both the short and long term financial viability of the Center.
- (iv) Prospective residents should be screened by the Abbot for suitability and the Abbot has the authority to discipline residents, including their removal from the Zen Center if such is determined to be in the best interests of the Center.
- (v) The Abbot is the spokesperson for the Center.
- (vi) The Abbot shall have all authority reasonably necessary to carry out the duties enumerated herein.
- (b) The Do Gam shall perform the duties of the Abbot in the latter's absence or inability.

- (c) The Guiding Teacher is chosen from the Ji Do Poep Sa Nims or Zen Masters of the Kwan Um School of Zen by the Trustees of the Kwan Um School of Zen. The Guiding Teacher conveys the spirit of the teaching into the Zen Center and is responsible for formulating teaching, overseeing the creation of programs related to Zen practice, and is responsible for the practice's atmosphere. The Guiding Teacher is the spiritual teaching head of the Zen Center and his or her affirmative vote shall be required to adopt and implement decisions by the Zen Center involving spiritual practice matters as determined by the Trustees of the Kwan Um School of Zen.
- (i) The Guiding Teacher represents the concerns of the Zen Center to the Governing Teachers (Zen Masters and Ji Do Poep Sa Nims) of the Kwan Um School of Zen.
- (ii) The Abbot sets the teaching schedule of the Zen Center subject to the Guiding Teacher's approval.
- (iii) The Guiding Teacher shall lead a substantial percentage of the short retreats and shall select the Head Dharma Teacher.
- (iv) The Guiding Teacher may participate in the screening of new applicants to be residents and reviews current residents.
- (v) The Guiding Teacher shall meet formally with residents in interviews; and meets informally on matters related to practice whenever possible.

- (d) The Secretary shall keep the records of meetings of the Board. If required by law, the Secretary upon his or her election and acceptance of the office shall also be sworn to the faithful and impartial performance of his duties. The Secretary shall also be responsible for providing the records of meetings of the Committee of Managing Directors.
- (e) The Treasurer shall be subject to the direction and control of the Board of Trustees and its Board of Managing Directors. If required by the Trustees, he or she shall, at the expense of the Center, give bond with surety in kind and amount satisfactory to the Board of Trustees.

It shall be the duty of the Treasurer:

- (i) To collect and hold in custody all property of the Center.
- (ii) To consult with the Board of Trustees and Managing Directors and upon their advice to provide insurance of suitable kinds and in appropriate amounts upon the properties of the Center.
- (iii) To pay such bills as may be approved by the Board of Trustees or by any other committee having authority, and to render a statement showing in detail the assets and liabilities of the Center and its income and expenses for each fiscal year, a copy of which shall be mailed to each member of the Center with the copy of the notice for the annual meeting.

(iv) To furnish to the Board of Trustees and to the Managing Directors such financial statements or other pertinent information as they may from time to time request to aid them in the proper performance of their duties, and the Treasurer may borrow money in the name and behalf of the Center, but only upon authorization of the Board of Trustees or its Committee of Managing Directors granted specifically with respect to each such transaction.

ARTICLE V

Board of Trustees

SECTION 5.1 - POWERS

Except as otherwise provided by law, or the Articles of organization, all the affairs of the Center shall be managed by a Board of Trustees which may, subject to these By-Laws, exercise any of the powers of the Center.

- (a) It shall have general charge of the conduct of all business affairs of the Center and the control of its administration, and shall perform all duties not belonging to the Abbot or specifically assigned by its vote or these By-Laws to other persons or committees. It shall submit an annual report on the affairs and needs of the Center at its annual meeting, and fill vacancies until its next annual meeting of the Center, and may in its discretion, leave unfilled until the next annual meeting any offices and committee memberships other than those of Guiding Teacher, Abbot, Do Gam, Treasurer and Secretary. The Board of Trustees may establish additional special committees and appoint the members thereof. It may appoint delegates to conferences, conventions or other meetings having to do with religious matters, such delegates in no instance to have the power to bind the Center financially or otherwise.

(b) The Board of Trustees, acting through the Abbot shall have the sole authority to make pronouncements on behalf of the Center. If pronouncements are made by members of the Center or committees thereof, which might be attributed to the Center, those making such a pronouncement shall as part of the pronouncement appropriately disclaim any intent or authority to involve the Center.

SECTION 5.2 - NUMBER, ELECTION AND TERM OF OFFICE

The Board of Trustees shall consist of the Officers of the Center, and such other persons as the board shall elect at its annual meeting including at least one non-resident of the Center. If there is no such person suitably available, such position may remain vacant until the Nominating Committee proposes such a candidate and is elected at the next Board of Trustees meeting to complete a term of office.

Board of Trustee members along with the officers of the Center shall be elected at an annual meeting of the Board of Trustees.

SECTION 5.3 - RESIGNATIONS

Any member of the Board of Trustees may resign by giving written notice to the Abbot or Secretary. Such resignation shall take effect at the time or upon the receipt thereof. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

SECTION 5.4 - REMOVAL

A member of the Board of Trustees may be removed from office by vote of two-thirds majority of the members of the Board of Trustees then in office for cause deemed sufficient by those voting for removal. Failure to attend three consecutive meetings of the Board of Trustees may be deemed cause for removal. A member may be removed only after reasonable notice and opportunity to be heard by the Board of Trustees.

ARTICLE VI

Budgeting, Center Employees and Non-members on Committees

SECTION 6.1 - APPOINTMENT OF CENTER EMPLOYEES; SALARIES

After consultation with the Abbot, the Board of Trustees shall adopt an annual budget. The abbot shall appoint and discharge employees and fix their salaries. The abbot may be removed by the Board of Trustees with the consent of Abbot of the Kwan Um School of Zen.

SECTION 6.2 - NON-MEMBERS AND EMPLOYEES ON COMMITTEES

The Board of Trustees may appoint persons who are not members of the Center to membership on any Center committee unless the Bylaws otherwise provide, whether or not such person is an employee of the Center or of any committee thereof.

SECTION 6.3 - REMOVAL

A committee chairman or committee may be removed from office for cause deemed by the Board of Trustees to be sufficient. In the case of the Abbot, such removal shall be effective with the written consent of the Abbot of the Kwan Um School of Zen, or by written demand of the Abbot of the Kwan Um School of Zen.

ARTICLE VII

Committees of the Center

SECTION 7.1 - STANDING COMMITTEES

Committees of the Center shall be standing or special. The standing committee shall be those listed below, but the Center may from time to time authorize standing committees additional to these listed below:

Board of Trustees

Nominating Committee

Except as otherwise provided herein, the Center at its annual meeting shall appoint members of all standing committees for staggered three year terms, and each committee shall select its own Chairman. From time to time, committees shall submit reports upon request of the Board of Trustees.

SECTION 7.2 - BOARD OF TRUSTEES

This committee and its powers and duties are set forth in Article V.

SECTION 7.3 - MANAGING DIRECTORS COMMITTEE

The Managing Directors shall consist of all of the officers of the Center. In addition, there shall be such additional members as from time to time determined by the Board of Trustees and appointed by them.

- (a) Except as otherwise provided by law, the Articles of Organization or these by-laws, management of all of the officers of the Center may be delegated to the Managing Directors Committee by the Board of Trustees and said Directors may, subject to these By-Laws, exercise any of the power of the Center.
- (b) The Managing Directors Committee, to the extent consistent with the delegation by the Board of Trustees provided in (a) above, shall conduct the affairs of the Center subject to and with the benefit of the provisions relating in these By-Laws to the Board of Trustees.

SECTION 7.4 - NOMINATING COMMITTEE

- (a) The Nominating Committee shall consist of three (3) or more members of the Center appointed in staggered three-year terms by the Board of Trustees. The Nominating Committee shall include the Guiding Teacher.
- (b) The Nominating Committee shall annually nominate slates of candidates for Officers of the Center, the Board of Trustees, standing committees and candidates to fill vacancies in any office as may be needed to fill out an unexpired term, except that the Nominating Committee can only name a candidate for the Abbot's position who is acceptable to the Abbot of the Kwan Um School of Zen.
 - (i) A "Guiding Teacher" must be a Ji Do Poep Sa Nim or a Zen Master.
- (c) The Nominating Committee shall meet at the call of its chairman at least two months prior to the annual meeting in order to prepare such slates of candidates and nominate candidates to fill vacancies.
- (d) The final report of the nominating committee shall be mailed to the Board of Trustees of the Center at least two weeks before each annual meeting.

ARTICLE VIII

Delegates

SECTION 8.1 - DELEGATES

Delegates to Conferences, to meetings of concern or interest to the Center shall be appointed by the Board of Trustees to the extent it deems appropriate.

ARTICLE IX

Personal Liability

The members, trustees, officers and other agents of the Center shall not be personally liable for any debt, liability or obligation of the Center. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Center, may look only to the funds and property of the Center or the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Center.

ARTICLE X

Indemnification of Trustees, Officers, Employees and Other Agents

SECTION 10.1 - RIGHT TO INDEMNIFICATION

The Center shall indemnify and reimburse out of the Center's funds any person (or the personal representative of any person) who at any time serves or shall have served as a trustee, officer, employee or other agent of the Center, or who serves or shall have served at its request as a trustee, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service to the fullest extent permitted under applicable law except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Center. In effecting such indemnity and reimbursement, the members of the Center may enter into such agreements and direct the officers of the Center to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

SECTION 10.2 - INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF ACTION

Indemnification to the persons specified in Section 10.1 may include payment by the Center of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this by-law or (under Section 6 of Chapter 180 of General Laws of Massachusetts) (insert appropriate laws of other jurisdictions).

SECTION 10.3 - INSURANCE

The Center shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the corporation, or is or was serving at the request of the Center as a trustee, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Center would have the power to indemnify him or her against such liability.

ARTICLE XI

Amendments

Section 11.1 - General

Subject to 12.2 below, these By-Laws may be amended, added to or repealed, in whole or in part, at any duly called annual regular or special meeting of the Board of Trustees of the Center, provided that the call of the meeting shall contain notice of the purpose to amend and shall specify or identify the By-Law or By-Laws to be amended and state in general terms the scope and purpose of each proposed amendment.

Section 11.2 - Approval of Amendment

No action taken under Section 11.1 shall be valid unless approved in writing by the Abbot of the Kwan Um School of Zen. If the Abbot of the Kwan Um School of Zen determines that the action affects a mandatory portion (those parts underlined) of the model common bylaws, the action must be approved in writing by the Board of Trustees of the Kwan Um School of Zen.

ARTICLE XII

Restrictions on Powers

SECTION 12.1 - EXEMPT PURPOSES

The corporation, as a religious and charitable institution shall be operated exclusively for one or more of the exempt purposes as set in these by-laws and as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or as hereafter amended (hereinafter, "the Code"), and in furtherance thereof:

- (i) the Trustees shall refrain from exercising any powers in such manner as to disqualify the Trust from federal income tax exemption under Section 501(c)(3) of the Code;
- (ii) no part of the net earnings of the Corporation shall inure or be payable to or for the benefit of any private individual (including, without limitation, any member, Trustee, or officer of the Corporation);
- (iii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;
- (iv) the Corporation shall not, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;

- (v) the Corporation shall not have objectives or engage in activities which characterize it as an "action" organization as defined in Treasury Regulation Sections 1.501(c)(3)-1(c)(3), as presently promulgated or as hereafter amended;
- (vi) upon dissolution or winding up, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to the Kwan Um School of Zen -- and shall not be distributed to any private individual (including, without limitation, any member, Trustee or officer of the Corporation); however, if the named recipient is not then in existence or no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code; and
- (vii) all contributions and gifts made by a corporation to this Corporation and all contributions and gifts, from whatever source, and the net earnings thereof shall be used solely for the purpose for which this Corporation is created.

SECTION 12.2 - GENERAL RESTRICTIONS

In addition to the restrictions contained in Section 12.1, the Board of Trustees and any officer or other agent of the Corporation shall not without the prior written approval of the Trustees of the Kwan Um School of Zen:

- (i) vote for the dissolution of the corporation.

A True Copy

Attest

Secretary