

Atlanta Soto Zen Center

By Laws of

Atlanta Soto Zen Center  
A Not-for Profit Corporation

The principal office of the Corporation shall be located in the City of Atlanta and the State of Georgia. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II-PURPOSE

Section 1- Purpose. Said corporation is organized exclusively for charitable, religious, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue code, or the corresponding section of any future tax code. The specific purpose of this corporation is as follows.

The purpose of the Atlanta Soto Zen Center is to express, make accessible, and embody the wisdom and compassion of the Buddha. These ideals are based on the example of the Buddha, and guided by the teachings and lineage of the Soto School as conveyed to us by our founder, Michael Elliston, Roshi, and other Buddhist teachers. The Atlanta Soto Zen Center acknowledges and values equally the expression of practice in formal settings and in daily life: thus we affirm both lay and monastic practices as expressions of the Bodhisattva Way.

In order to fulfill this purpose, the Corporation may engage in any and all activities not prohibited by the laws of the State of Georgia or the United States of America to acquire and administer funds and property which, after payment of necessary expenses, shall be devoted to religious, charitable, or educational purposes.

Section 2- No private inurement. No part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3- No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Section 4 - Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) (3) of

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the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5- Private Foundation. In the event that the Corporation fails to qualify as a public Charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will distribute its income for each tax year at such time and such so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943c of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

### ARTICLE III – MEMBERS

Section 1- Members. The corporation shall have members.

Section 2- Membership Provisions. The terms and conditions of membership shall be set out in an Addendum to these Bylaws.

### ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Number of Board Members: The authorized number of board members shall be no less than five (5) directors and no more than fifteen (15) directors.

Section 2 – Board Composition: The Board shall consist of at least six (6) directors elected by the members: the Abbot, who shall be designated by the Board of Directors: and optionally up to two additional Directors appointed by the Board of Directors.

Section 3 – Term of Office. The term of each elected Director shall be (3) three years and shall begin on the first of January following the year of election. One third (1/3) of the elected Directors shall be elected each year.

The term of each Appointed Director shall be determined by the Board of Directors when the appointment is made, however, in no case shall the term exceed (3) three years.

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The term of the Abbot's position on the Board shall be co-extensive with the duration of the term of office as Abbot.

Section 4 – Elections. The voting members shall elect a number of Directors sufficient to fill all vacancies. Directors shall be elected from a list of nominees selected by the Board of Directors, in a method as they may from time to time determine. The Board of Directors shall establish the method of election, including, setting a record date on which the voting roll shall be closed for such election, and/or holding the election at the annual meeting of the membership. In any case the election shall take place no later than December 15<sup>th</sup> for the upcoming year.

Section 5 – Appointed Directors. The Board of Directors may, at its discretion, appoint up to two (2) directors who have substantial organizational, religious, financial, or community service experience, to serve as Directors. These appointed Directors shall not be employees of the Corporation.

Section 6 - Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors.

Section 7 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interest of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 8 - Annual Meetings. An annual meeting of the Board shall be held on the 30<sup>th</sup> day of November each year unless rescheduled by the Board from time to time, and the Board may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 9 - Special Meetings. Special meetings of the Board Shall be held whenever called by the President or by any two of the elected directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 10 - Notice and Waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each Director at his/her address or by prior agreed upon electronic notification method such as email. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any director may waive notice of any meeting, before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

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Section 11 - Chairman. The President of the corporation shall be the Chairman. However, the Board may, at its discretion, elect a separate Chairman. At all meetings of the Board, the Chairman of the Board, if any and if present, shall preside. If no Chairman is elected, or if he or she is absent, then the President shall preside, and in his or her absence, a Chairman chosen by the directors shall preside.

Section 12 – Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 13 - Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed in writing by all members before or after the action is taken and if a record of actions is filed in the minute book.

Section 14 - Electronic Conferencing Meetings. Directors may participate in meetings of the Board through use of a telephone or other electronic conferencing technology if such can be arranged so that all Board members can hear all other members. The use of such technology for participation in the meeting shall constitute presence in person.

Section 15 - Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any directors may be removed for cause by action of the Board.

Section 16 - Compensation. No stated salary shall be paid to directors, as such for their services, however by resolution of the Board of Directors a fixed sum and/or expenses of attendance, if any, may be allowed for attendance in any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 17 – Expenses. Reasonable expenses may be approved for carrying out the duties of the Board and may be reimbursed to Board members as may, from time to time, be determined by the Board of Directors.

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Section 17 – Liability. NO director shall be personally liable for any debt, obligation or liability of the corporation.

### ARTICLE V – Abbot or Abbess

Section 1 – Appointment and Removal. The Abbess or Abbot shall be appointed by a vote of at least 2/3 of the entire Board of Directors. The term of any Abbess or Abbot shall be that determined by the Board of Directors. The Board may remove the Abbess or Abbot with or without cause by a vote of at least 2/3 of the entire Board of Directors, but only if all Directors are notified in writing of the proposed removal at least (2) weeks in advance. Any Vacancy in the position of Abbess or Abbot shall be filled through an appointment by the Board of Directors.

Section 2 – Responsibilities. The Abbess or Abbot shall have primary responsibility for the teaching of Zen at the Atlanta Soto Zen Center. The Abbess or Abbot shall be a voting member of the Board of Directors. Upon the request of the Abbess or Abbot, the Board shall reconsider any decision, except the removal of the Abbess or Abbot, and shall bring it to a second vote at the next regular or special meeting of the Board.

The Abbess or Abbot shall, with the advice of the Abbess' or Abbot's council be responsible for encouraging the spiritual well-being, growth, and ethical conduct of the Atlanta Soto Zen Center Sangha; for cultivating and maintaining the corporation's relationship with the wider religious community; for supporting and developing teachers and practice leaders; and for standardizing the forms of the teachings at the Atlanta Soto Zen Center, and whatever other duties as may, from time to time, be determined by the Board of Directors.

Section 3 – Compensation. The Abbot or Abbess shall be entitled to such compensation, as the Board shall from time to time determine.

Section 4 – Abbot's Council. The Abbess or Abbot shall appoint an advisory council from among the senior teachers, senior students, or others, to advise and assist the Abbess or Abbot in his or her responsibilities. The council membership shall be subject to board approval, will serve as a committee of the Board of Directors, and shall serve at the pleasure of the Board.

### ARTICLE VI – OFFICERS

Section 1 – Number, Qualification, Election, and Term. The officers of the corporation shall consist of a President, a Secretary, and Treasurer, and such other officers, as the Board may from time to time deem advisable. Any officer must be an elected member of the Board of Directors. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office co-extensive with

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their term on the Board of Directors, and until his or her successor shall have been elected and qualified, or until death, resignation or removal.

Section 2 - Resignation and Removal. Any officer may resign at any time. By giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a 2/3<sup>rd</sup> majority vote of the Board at any time.

Section 3 – Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4 – Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board.

Section 5 – President. If the Corporation has not appointed a chief executive officer, then the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation.

Section 6 – Compensation. The officers of the Corporation shall be entitled to such compensation, as the Board shall from time to time determine.

Section 7 – Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 8 – Shares of Other Corporation. Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meeting and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

Section 9 - Liability. No officer shall be personally liable for any debt, obligation or liability of the Corporation

## ARTICLE VIII – COMMITTEES

Section 1- Committee- The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully

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delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committee. The committees of the corporation shall keep regular minutes other proceedings, and report these minutes to the Board of Directors when required.

### ARTICLE IX - RECORDS

Section 1- Annual Report. The president of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2 – Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3- Inspection of Corporate Records. If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine the relevant books and records of accounts, minutes, and records of the Corporation.

### ARTICLE X – FISCAL YEAR

Section 1- Fiscal year. The fiscal year of the Corporation shall be the same as the Calendar Year, unless another period is selected by the Board of Directors, and will be the tax year of the Corporation for federal income tax purposes.

### ARTICLE XI - CORPORATE SEAL

Section 1- Seal. The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

### ARTICLE XII – AMENDMENTS

Section 1- Article of Incorporation. The Board of Directors may amend the Articles of Incorporation unless this corporation has members, in which case they can be amended as provided by laws or statutes.

Section 2- Bylaws. The Board of Directors may amend these Bylaws by a majority vote of the entire Board of Directors.

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ARTICLE XIII – INDEMNIFICATION

Section 1- Indemnification. Any officer, director or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 2- Insurance. The corporation may but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

Certified to be the Bylaws of the Corporation adopted by the Board of Directors on

Date \_\_\_\_\_

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Secretary