

ADDENDUM TO BYLAWS OF

ATLANTA SOTO ZEN CENTER

MEMBERS

Section 1- Members - Individuals who support and uphold the purpose, ideals, and values of the corporation are eligible to become members of this corporation.

Section 2 - Classes of Membership - The corporation shall have two classes of members: Voting members and non-voting members.

Section 3 – Membership Requirements. Any person may be admitted to membership in the corporation upon meeting the current admission requirements. These requirements will be determined by the Board of Directors from time to time, and may include payment of an application fee, an application review, execution of a pledge agreement, payment of dues, or other requirement as specified by the Board of Directors.

Section 4 – Non-Voting Members – Those members who have not yet satisfied the requirements to become a Voting Member, as defined in this addendum, shall be Non-Voting Members. The Corporation shall keep a list of all active members. Memberships shall not be transferable.

Section 5 – Voting Members - Voting members shall be 1) those current members who have fulfilled any applicable membership requirements and have undergone Tokudo, 2) all current members of the Disciples group, and 3) all those ordained as Priests. The Abbot shall be responsible for seeing that a list of all voting members is kept current, provided to the Board of Directors upon request, and made available for any membership meetings where the need to identify voting members is required. All references elsewhere in these Bylaws to “members” or “membership” shall refer to voting members as defined in this section.

Section 6 – Termination. A member may terminate his or her membership at any time by giving notice to an officer or director of the corporation. The Board of Directors may terminate a member who does not meet the current requirements for their class of membership or those who have acted contrary to the interest of the Corporation. Prior to termination of a member, the Corporation shall give said member written notice, indicating any action or actions they should take to avoid termination. In the case of a conduct violation the board may request the member explain satisfactorily to the Board, at a time and place as may be determined by the Board, any conduct alleged to be contrary to the interest of the Corporation.

Section 7 - Voting. Member may not vote by proxy. Except as otherwise provided by Stature or by the Article of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the members, shall be authorized by a majority of votes cast at a meeting of Members. Members of the Corporation shall be entitled to one vote.

Section 8 – Annual Meetings. The annual meeting of the members of the Corporation shall be held each year on the 30th day of November at the principal office of the Corporation or at such other date and place as the Board may authorize, for the purpose of the electing directors, and transaction such other business as may properly come before the meeting.

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Section 9 – Special Meetings. Special meetings of the members may be called at any time by the Board, the President, or by not less than 25% of the current voting members.

Section 10 – Notice of Meetings. Written or printed notice stating the place, day, and in the case of a special meeting, the purpose of the meeting, shall be delivered to each member of record and posted at the Center not less than ten days, before the date of the meeting. Notice shall be delivered to each Member of record entitled to vote at the meeting by sending said notice to their last known email address. If any member does not have email, then they are responsible for checking the bulletins posted at the Zen Center. When sent via email, such notice shall be deemed to have been delivered at the time sent and addressed to the Member at his or her email address as it appears in the records of the Corporation. It is the Member's sole responsibility to inform the secretary of any changes in address, email address, phone or any other method of communications so that the records of the Corporation may be kept up to date.

Section 11 - Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 12 - Quorum. Except as otherwise provided by Statute, or the Articles of Incorporation, at all meetings of Members of the Corporation, the presence at the commencement of such meetings, in person, of a majority of the total voting membership of the Corporation entitled to vote, but in no event less than one-third of the Members entitled to vote at the meeting, shall constitute a quorum for the transaction of any business. If any Member leaves after the commencement of a meeting, this shall have no effect on the existence of a quorum, after a quorum has been established at such meeting. Despite the absence of a quorum at any annual or special meeting of members, the members, by a majority of the votes cast by those entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called as if a quorum had been present.

Section 14 – Inspection of Records. - The right of any member to inspect the books, records, minutes, membership records and other documents of the corporation shall be as provided by appropriate Statutes and laws. The member must submit a written request for inspection and obtain the prior written consent of the President, which may be given or denied in the sole discretion of the President. or (2) if the President has refused the member's inspection application, the member has obtained the prior consent of a majority of the board, which will consider the member's request to inspect corporate records upon the presentation of a petition signed by not less than ten percent (10%) of the voting members of the corporation.