

# **BYLAWS OF BRIGHT WAY ZEN, A MEMBERSHIP CORPORATION**

*Adopted 3/21/2013, Amended 1/20/2021*

## **ARTICLE I: PURPOSE**

This corporation's primary purposes shall be to provide access to the teachings and practices of Soto Zen Buddhism; to provide a place for creating and maintaining a harmonious Sangha (a community of Soto Zen practitioners); to provide spiritual support to its members; to preserve the Transmission lineage of Soto Zen Buddhism, including its religious services and ceremonies, literature, teachings and practices; and to facilitate spiritual awakening through the rigorous practice of Soto Zen.

This corporation shall be organized and operated exclusively for religious, charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

## **ARTICLE II: MEMBERS**

**Section 1. Classes and Voting.** There shall be two classes of members of this corporation, Supporting Members and Invested Members. Each member shall be entitled to vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation, once they have met the qualifications for membership for at least three months.

**Section 2. Qualifications for Supporting Membership.** A person shall become a supporting member of the corporation by indicating their desire for membership in writing, providing a mailing address, email and phone number, and by establishing an ongoing pledge of monetary support of the corporation (given monthly, quarterly, or annually). A supporting member gets one vote.

**Section 3. Qualifications for Invested Membership.** A person shall become an invested member of the corporation by meeting the qualification for supporting membership and by formally becoming a Zen Buddhist by receiving Jukai in a Zen lineage (not necessarily at Bright Way Zen). An invested member gets two votes.

**Section 4. Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court, and a terminated member cannot become a member again unless this is approved by a majority vote of the Board.

**Section 5. Annual Meeting.** The annual meeting of the members shall be held once a year, at regular intervals, at a time to be determined by the Board.

**Section 6. Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least five percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

**Section 7. Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail or phone call at least 7 days before the meeting, or by means other than first class mail, such as email, at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

**Section 8. Quorum and Voting.** Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

**Section 9. Proxy Voting.** There shall be no voting by proxy.

**Section 10. Action by Consent.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be given by a majority of all members eligible to vote. This consent in writing may be indicated electronically, such as by email or a controlled online vote.

### **ARTICLE III: BOARD OF DIRECTORS**

**Section 1. Duties.** The legal, financial and practical affairs of the corporation, other than those involving spiritual direction, liturgy or teaching, shall be managed by the Board of Directors.

**Section 2. Number.** The number of Directors may vary between a minimum of three and a maximum of twelve, the exact number to be determined by the Board.

**Section 3. Eligibility for Board Membership.** The Board shall be composed of Invested Members, or Invested Members and one or two Supporting Members.

**Section 4. Term and Election.** The term of office for Directors shall be three years. A Director may be reelected for two consecutive terms, to serve a total of six years at a time. A Director appointed to fill a mid-term vacancy may serve two subsequent consecutive elected terms. The Board shall be elected by the members either by paper ballot or by appropriate online voting methods, except for the initial Board members who will be appointed by the Founding Executive Director for staggered terms of 1, 2 or 3 years.

**Section 5. Removal.** Any Director may be removed, with or without cause, at a member's meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

**Section 6. Vacancies.** Vacancies on the Board of Directors created mid-term may be filled by a majority vote of the Directors then on the Board of Directors, and the newly appointed Director may serve until the next Board election.

**Section 7. Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a

majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

**Section 9. Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail not less than two days prior to the special meeting. Notification by email can suffice if confirmation of the receipt of the email by each Board member is received not less than two days prior to the special meeting.

**Section 10. Alternative Meeting Venue.** Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**Section 11. No Salary.** Directors shall not receive salaries for their Board services but may be reimbursed for expenses related to Board service.

**Section 12. Action by Consent.** Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be given by all the Directors. This consent in writing may involve signatures on a document setting forth the action, or consent by email in response to such a document.

## **ARTICLE IV: EXECUTIVE DIRECTOR**

**Section 1. Executive Director.** The Executive Director must be a fully transmitted priest in the Soto Zen tradition as recognized by the Soto Zen Buddhist Association, and serves as both the spiritual leader and operations manager of the organization.

**Section 2. Executive Director as Spiritual Leader.** In her/his capacity as spiritual leader, the Executive Director determines matters of liturgy, religious practice and teaching, gives direction to the membership on these matters, and is not answerable to the Board of Directors or other organization employees or officers, except through the provision of Removal (Section IV.8), and through her/his adherence to an Ethics Policy approved by the Board of Directors. The Executive Director may take on other traditional titles to indicate his/her role as spiritual leader of the organization (such as Head Teacher or Abbot).

**Section 3. Executive Director as Operations Manager.** In her/his capacity as operations manager the Executive Director takes care of the organization's daily function and is accountable to the Board of Directors in all legal and financial matters. In such legal and financial matters the Executive Director abides by the decisions made by the Board of Directors.

**Section 4. Role on Board of Directors.** The Executive Director shall function as an ex-officio, voting member of the Board.

**Section 5. Founding Executive Director.** The first Executive Director shall be Rev. Domyo Sater Burk.

**Section 6. Succession of the Executive Director.** An Executive Director (but not an Interim Executive Director) may appoint a successor. A dated Successors List, or notice of no appointment, will be presented by the Executive Director at a Board meeting, signed by the Board members present at the meeting, and held by the corporate Secretary (the names on the list should not be put in the corporate minutes). 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 corporate minutes. In case of the death or incapacity of the Executive Director to serve, the Board will contact those named on the list. With due consideration for the preferences stated by the author of the Successor's List, the Board can choose to offer the position of Executive Director to any of the willing and available candidates on the list after conducting face-to-face interviews. A person selected from the list who accepts the position will become the temporary Executive Director, able to act as such until confirmation. The Board must contact the voting membership and arrange for a vote of confirmation to be held after at least six months after, but within one year, of the installation of the temporary Executive Director. Voting members may vote "yea" or "nay" on the appointment, with a majority of two-thirds of the votes cast against confirmation required to overturn the appointment. In the event that no successor is approved (no appointment was made by the former Executive Director, the people appointed could not/would not serve, the Board did not find any of the candidates suitable, or the appointed person was not approved by the membership), the Board shall conduct a search for a new Executive Director with the assistance of Dharma Rain Zen Center (Northwest Zen Sangha) and/or the Soto Zen Buddhist Association.

**Section 7. Appointment of an Interim Executive Director.** In case of the death or incapacity of the Executive Director to serve, a Soto Zen priest who has not yet received Transmission may serve as the Interim Executive Director of the organization under the guidance of a fully transmitted Soto Zen priest chosen by the Board. Someone may serve as an Interim Executive Director for up to five years until they receive Transmission and can become the permanent Executive Director, or until they are replaced as Executive Director.

**Section 8. Removal of Executive Director.** Impeachment proceedings against the Executive Director may be initiated by a majority vote of the Board of Directors. The Executive Director may be removed for confirmed ethical violations, repeated refusals to abide by Board decisions in legal and financial matters, repeated actions out of accord with the organization's purpose, or prolonged failure to perform the duties of Executive Director. The Board must notify the voting members of the impeachment proceedings and conduct an impeachment vote within 30 days of the initiation of proceedings. A two-thirds majority of all eligible membership votes is required for removal of the Executive Director. In the case of impeachment the Board has the option of disregarding any Successors List left by the Executive Director.

## **ARTICLE V: OFFICERS**

**Section 1. Titles.** The officers of this corporation shall be the Chair of the Board, Vice-Chair, Treasurer and Secretary.

**Section 2. Election or Appointment.** The Chair of the Board, Vice-Chair, Treasurer and Secretary are members of the Board of Directors. The Board of Directors shall elect the Treasurer and Secretary to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

**Section 3. Vacancy.** A vacancy of the office of Chair of the Board, Vice-Chair, Treasurer or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

**Section 4. Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 5. Chair of the Board.** The Board elects a Chair to call Board meetings, prepare agendas, preside over meetings, and oversee the function of the Board.

**Section 6. Vice-Chair.** The Vice-Chair fills the role of Chair of the Board if he/she is absent from a meeting or unable to serve in the role of Chair for a period of time. If there is a vacancy in the role of Chair of the Board the Vice-Chair does not necessarily succeed to the Chair position (a new Chairman of the Board is elected).

**Section 7. Treasurer.** The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) and any other duties as may be prescribed by the Board of Directors.

**Section 8. Secretary.** The Secretary shall have overall responsibility for all corporate recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists; and (e) and any other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI: CORPORATE INDEMNITY**

This corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

## **ARTICLE VII: AMENDMENTS TO BYLAWS**

The Board of Directors must vote to amend or repeal these Bylaws or to adopt new ones by a 2/3 majority vote of all directors serving on the Board. Prior to the adoption of the amendment, each Director shall be given at least seven 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 of the proposed amendment.

ADOPTED: 3/21/2013

SIGNATURE BY CORPORATE OFFICER: Ellen Carlin

AMENDED (Article III, Section 3): 1/20/2021