

# **Bylaws of Monterey Bay Zen Center A California Religious Organization 2023**

## **PREAMBLE**

The sixteen bodhisattva precepts are an intimate part of Zen practice and provide a supportive, harmonious and safe environment within our sangha. The precepts remain a fundamental aspect of our practice and inform both our community and organizational life. The harmony of our sangha is measured by our readiness and capacity to find active, accountable and compassionate means of resolving challenges within our community. Accordingly, the Bylaws of the Monterey Bay Zen Center are enacted, in and through, the sixteen bodhisattva precepts.

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

Monterey Bay Zen Center is located in Monterey County, California.

### **SECTION 2. CHANGE OF ADDRESS**

The county location of the Monterey Bay Zen Center can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

## **ARTICLE 2 PURPOSES**

### **SECTION 1. OBJECTIVES AND PURPOSES**

The purpose of Monterey Bay Zen Center is to embody and communicate the teachings of the Buddha, to provide a meeting place, and to sponsor public lectures, classes, and workshops on Buddhism. The emphasis of the center is on integrating Zen practice and everyday life. Our tradition is Soto Zen as taught by Shunryu Suzuki-Roshi.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The Board of Directors shall have a minimum of five directors including a president, vice president, secretary and treasurer.

## SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Religious Corporations Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## SECTION 3. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

(b) Specifically:

1. Shall have general charge of the affairs, funds and property of Monterey Bay Zen Center.
2. Approve or reject the Head Teacher's succession nomination, or in the absence of a viable nomination, assign the Head Teacher function to a Teaching Council until such time as a Head Teacher is located and approved by the Board
3. Meet at least once a year. Additional board meetings to be scheduled as needed.
4. Select a President, Vice President, Secretary and Treasurer from among their members.
5. Form committees as needed.
6. Serve without compensation. Expenses incurred while carrying out the Board of Directors duties can be reimbursed.

## SECTION 4. QUALIFICATION, ELECTION AND TERMS OF OFFICE (a) Qualifications are

1) Has been a contributing member of the sangha for one year.

(b) Board Members are elected as follows:

1) Board appoints a Nominating Committee

2) The Nominating Committee prepares a list of qualified Sangha members and presents the list to the Board.

3) The Board members are elected by the Board of Directors

(c) The term of office is three years. There is no limit on the number of terms a director can serve.

## SECTION 5. VACANCY

In the event of a vacancy a replacement may be chosen at a Board meeting.

## SECTION 6. DIRECTORS MEETINGS

(a) At least one meeting is held annually

(b) Regular meetings of the Board are scheduled by the President. Written notice shall be given to each Director at a reasonable time prior to such a meeting. Special meetings can be called by the president or by two officers, with five day's notice to each Director. The five day notice can be waived if all board members agree.

(c) A simple majority of Directors need to be present to have a meeting.

(d) The Board attempts to reach decisions by consensus. If a motion fails to obtain consensus, any member of the board may call for a vote to pursue expedited decision making. Such call to expedite shall require a 2/3rds majority vote of members present. The original motion shall then be presented for discussion at the next regular or special board meeting. The motion shall then be decided by vote, and passed with a 2/3rd majority. If there is not consensus and a motion is passed to vote on the item at the next meeting, Directors may request additional information to help guide their decision at that meeting. The President or appointee/s will provide the requested information before a final vote is taken.

#### **SECTION 7. DUTIES OF OFFICERS**

(a) It is the responsibility of the president to guide the Board in creating and enacting the vision and long term organizational goals of the MBZC. The president presides over the Board.

(b) It is the responsibility of the Vice President to assist the president in his/her duties and to function as president in the president's absence.

(c) It is the responsibility of the Secretary to take minutes at Board meetings and distribute copies to the Board and maintain a permanent record of the written material of MBZC.

(d) It is the responsibility of the Treasurer to advise the Board on financial policy, and provide direction to keep the Monterey Bay Zen Center a viable economic entity. It is the responsibility of the treasurer to prepare the annual budget, manage the cash flow, maintain accounting records and file tax returns.

#### **SECTION 8. NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **ARTICLE 4 HEAD TEACHER**

#### **SECTION 1. DUTIES OF HEAD TEACHER OR TEACHING COUNCIL**

(a) The Head Teacher or Teaching Council defines and is responsible for the teaching at Monterey Bay Zen Center. This includes creating a practice schedule, offering lectures, classes, Sesshins and workshops (or inviting other teachers to do so) and cultivating a relationship between the Monterey Bay Zen Center and the wider Buddhist and interfaith community.

(b) The Head Teacher or at least one member of the Teaching Council shall be a voting member of the Board.

(c) The Head Teacher, Teaching Council and individual members of the Teaching Council shall serve at the discretion of the Board.

(d) In the event teaching responsibilities are under the direction of a Teaching Council, the term of service for each Council member shall be Three (3) years, at which time each member shall be subject to review and approval of the Board.

#### **ARTICLE 5 FISCAL YEAR OF CORPORATION**

a) The fiscal year of the corporation shall begin on November 1 and end on October 31.

#### **ARTICLE 6 CHANGES AND AMENDMENTS TO BYLAWS**

(a) Proposed changes and amendments to the bylaws are decided by the Board of Directors.

#### **ARTICLE 7 INDEMNIFICATIONS BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such a person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 9246 of the California Nonprofit Religious Corporation Law.