

**BYLAWS**  
**The NORTH CAROLINA ZEN CENTER, INC.**  
**Revised and Amended February 2018**

**ARTICLE I – Purpose**

The specific purpose for which the corporation is organized is to provide a place for the study and practice of Zen Buddhism including the offering of regular services that are open to the public

**ARTICLE II – Offices**

Section 1. Principal Office.

The principal office of the Corporation, hereinafter referred to as “the Center,” shall be: 390 Ironwood Road, Pittsboro, North Carolina, 27312-6754

Section 2. Registered Office.

The registered office of the Center shall be identical with the principal office of the Corporation, unless changed by resolution of the Board of Directors.

Section 3. Other Offices.

The Center may have other offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may designate by resolution or as the affairs of the Corporation may require from time to time.

**ARTICLE III — Bylaws and Policy Documents**

Section 1. Bylaws

a. The Center shall maintain bylaws for the governance of the Center which are in compliance with the Center’s Articles of Incorporation, Mission Statement, and federal and state statutes governing small non-profit corporations, and conform to generally-accepted best-practices for small non-profit corporations.

b. These bylaws may be modified from time to time by the Board of Directors.

Section 2. Policy Documents

a. The Center’s Bylaws will be accompanied by a set of Policy Documents which elaborate certain specific policies of the Center.

b. These Policy Documents function as an adjunct to the Bylaws and thus carry the same authority as the Bylaws.

c. Policy Documents may be amended by the Board from time to time, and will be considered as “in force” when published on the Center’s website.

**ARTICLE III – Members**

## Section 1. Membership Types

The Center will have two types of participants, termed *Members*, and *Friends*. . The definition of these terms and the requirements and responsibilities associated with these classes of membership, unless herein specified, shall be determined by the Board of Directors from time to time, and will be specified in a policy document. However, it is here stated that only Members shall have the right to vote on issues placed before the membership.

## Section 2. Membership Committee

The Board shall maintain a standing Membership Committee. This Committee shall be chaired by a Board member appointed by the Board, and be composed of said Chair and two additional members drawn from the Membership and selected by the Membership via majority vote. All issues surrounding membership status including the status of individual members, shall be overseen by the Membership Committee, which will be responsible to the full Board and will report to the Board periodically. In particular, the gaining of, or changing of, membership status, except as otherwise outlined herein, shall be at the request of the individual and subject to review and approval by the Membership Committee.

## Section 3. Membership List

The names of members and their membership status will be recorded in a Membership List. The Membership List will be maintained and kept current by the Membership Committee, and be available to the Membership on written request of a Member.

## Section 4. Members

- a. The Center shall have Members drawn from among the community of people who participate in the affairs and practice of the Zen Center.
- b. Members may, at their discretion, choose a leader or representative, who may be empowered to, among other things, interface with the Board and organize votes by Members.
- c. Votes taken by the Members will be in person, in writing, or electronically submitted. Proxy voting is not allowed.
- d. Issues brought before the Membership for votes must be announced to the Membership 30 days in advance of the scheduled vote.

## Section 5. Membership Requirements

- a. Members must meet the requirements for Membership status specified in Section 6, and further delineated or modified by the Board from time to time.
- b. Those wishing to become Members must fill out a membership application and have that status confirmed by the Membership Committee.

## Section 6. Members Shall:

- a. Demonstrate a sustained commitment to the Center via participation in services, retreats, and other activities, and demonstrate the intention to support the center monetarily or by way of in-kind giving.
- b. Vote on issues brought before the membership by the Board, and in Special Votes called by the Membership.
- c. Attend at least one annual Member meeting. If unable to attend this meeting, they should contact the a board member or the Abbot via phone, letter or email to express views
- d. Contribute to the makeup of the Board of Directors by identifying, nominating, and voting to elect up to two members of the Board of Directors.
- e. Engage with the Board of Directors in the work of management and governance of the Center, including consulting and/or voting on issues as requested by the Board, and participating whenever possible in committees and working groups created by the Board, the Director, or the Center's religious leadership.
- f. Regularly pay monthly membership dues at a minimum level to be determined by the Board from time to time. Dues may be waived or taken as in-kind services for individuals who request it, subject to review and approval on a case-by-case basis by the Membership Committee in consultation with the person who requests the waiver.
- g. These requirements may be waived or modified in specific individual cases on request of the individual and approval by the Membership Committee or the Abbot.

## Section 7. Membership Status

- a. A Member shall be considered in good standing so long as the member meets the requirements stated in Section 6, or as subsequently modified by the Board. The membership committee will review members' standing twice annually and will contact those who are not meeting the requirements for membership.
- b. Current members of the Board of Directors are Members
- c. Senior staff members including Teacher, Abbot, Executive Director, and others as may be determined by the Board from time to time, are not Members while serving in this capacity.
- d. Should there at any time be fewer than ten (10) Members in good standing according to Section 7 a., during that time the Membership shall be construed as not having a quorum and will thereby be ineligible to vote. As long as this

circumstance persists, all authority granted to the Membership devolves upon the Board, and the Board shall have final decision-making authority.

## **ARTICLE IV – Board of Directors**

### **Section 1. General Powers.**

The business and affairs of the Corporation shall be managed by its Board of Directors in accordance with controlling state and federal statutes and according to generally-accepted best practices for small non-profit corporations.

### **Section 2. Majority.**

A majority of directors are required to be present before a meeting can take place, or to make any decision or resolutions regarding the affairs of the Corporation. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting shall be the act of the Board of Directors.

### **Section 3. Number and Tenure.**

The number of directors shall not be less than three or more than nine, or as established by resolution of the Board from time to time. Each director shall hold office for one or more terms of up to three years each, and until his or her successor shall have been elected or until his or her earlier resignation or removal.

### **Section 4. Election and Terms.**

Directors shall be elected or reelected by majority vote of the sitting Board Members, with the exception that up to two Members may be elected directly by the Membership. Board members are elected for three-year terms. Board members' terms shall be staggered so that a majority of the Board terms do not expire in a single year. Directors may serve on the Board for no more than nine consecutive years and then may not serve again until they have been off the Board for a period of two years.

### **Section 5. Removal.**

Directors may be removed by majority vote of the sitting Board Members, with this removal subject to vote of approval or disapproval by the Membership within three months of their removal, subject to Article III, Section 7 d, at a duly convened meeting called for such purpose. If any Director is removed, a new Director may be elected at the same meeting. Failure by the Membership to vote within this timeframe will be construed by the Board as approval and will result in the removal and/or appointment becoming permanent.

### **Section 6. Vacancies.**

In the event of unexpected vacancies, the sitting Board members are authorized to appoint members to fill those vacancies, with those members subject to vote of approval or disapproval by the Membership within three months of their interim appointment, subject to Article III, Section 7 d. Failure to vote by the Membership within this timeframe will be construed by the Board as approval and will result in the appointment becoming permanent.

## Section 7. Relation to Membership

- a. The Board may place issues concerning the governance of the Center before the Membership from time to time for vote. Further, a quorum (ten or more Members in good standing) of Members may request a vote on any issue concerning the governance of the Center.
- b. Decisions made by the Board are not subject to post hoc review by the Membership, except by requesting a vote as outlined above in Article IV, Section 7 a.
- c. The outcome of duly conducted votes by the Membership shall be considered binding upon the Board, except insofar as such binding may place the Board out of compliance with the Center's bylaws or controlling state and federal statutes concerning governance of non-profit corporations.

## Section 8. Committees.

The Board of Directors shall, at its discretion, create or dissolve various committees in order to carry out the business of the Center. The duties, and purview of these committees will be determined by the Board from time to time, and will be made available for review through published policy documents.

## Section 9. Virtual Actions.

The Board may pass resolutions via electronic communications (i.e., email), including electing Directors or Officers, if the vote is unanimous and is confirmed at a subsequent meeting attended by a majority of Directors and recorded in the meeting minutes.

## Section 10: Compensation.

No Board member including the officers may be compensated for his or her service to the organization except for 1) reimbursement of expenses incurred in the course of their duties and in the course of carrying out the purposes of the Corporation as may be approved by the Board of Directors, and 2) reasonable compensation for work or services not related to the governance of the organization may be paid if such compensation is approved by a vote of the Board with the affected member abstaining from the vote.

# **ARTICLE V – Meetings of the Board of Directors**

## Section 1. Number and Method.

The Board of Directors shall hold regular meetings at least three times a year. Meetings of the Board may be held in North Carolina or elsewhere; they may be held in person or via teleconference. Additional meetings of the Board of Directors may be called at the request of the Chair or the Secretary of the Board or any two Directors.

## Section 2. Notice of Meetings.

Regular meetings of the Board may be held without notice. The person or persons calling a special meeting of the Board shall, at least thirty days before the

meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 3. Waiver of Notice.

Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Presumption of Assent.

A director who is present at a Board of Directors' Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5. Adjournment of Meetings.

If a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

## **ARTICLE VI – Officers**

Section 1. Officers.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such officers as the Board of Directors may from time to time elect.

Section 2. Election and Term.

The officers of the Corporation shall be elected by the Board of Directors from amongst the sitting Board members, and each officer shall hold office for one or more terms of three years each or until a successor shall have been elected and qualified, or earlier upon his death, resignation, retirement, removal, or disqualification.

Section 3. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. President.

The President of the Board shall be the principal corporate executive officer

of the Corporation, subject to the direction and control of the Board of Directors, and shall in general supervise and control the governance of the Corporation, except that the conduct of religious affairs shall be granted to the Abbot, who will be chosen by the Board.

The president shall preside at all meetings of the Board where he or she is present. If he or she is not present the Board shall elect a chair to preside at that meeting. The President shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds or other instruments which may be lawfully executed by the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to otherwise be signed or executed. The President shall perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Secretary.

The Secretary shall:

- a. Keep the minutes of the meetings of the Members and of the Board of Directors, in one or more books provided for that purpose.
- b. See that all notices are duly given in accordance with these bylaws or as required by law.
- c. Be custodian of the corporate records and seal of the Corporation and see to it that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized.
- d. In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 6. Treasurer. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Corporation.
- b. Prepare, or cause to be prepared, a true statement of the corporate assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State of North Carolina within four months after the end of such fiscal year and kept available there for a period of at least ten years.
- c. In general perform all of the duties incident to the office of Treasurer and such other duties as assigned by the President or by the Board of Directors, or these Bylaws.

## **ARTICLE VII – Personnel**

### **Section 1 Director**

The position of Director is hereby established by the Board, to be filled at such time in the future as the Board determines. The Director shall be subject to the following:

- a. The Director shall have direct oversight of the Operations of the Center, which shall include general management, accounting, maintenance, and other areas which may be defined by the Board from time to time. In addition, the Board may authorize the Director to sign such instruments of the Corporation as they deem appropriate.
- b. The position of Director is co-equal with that of Abbott, and the Director is directly responsible to the Board.
- c. The Director shall report to the Board concerning the operation of the Center on a quarterly basis, or more often if requested by the Board or the Director.
- d. The performance of the Director shall be subject to yearly review. The director shall be appointed or removed by the Board.
- e. The Board shall determine compensation for the Director.

### **Section 2 Abbot**

The Board of Directors is responsible for ensuring that the Center maintains appropriate religious leadership to sustain its purpose as stated in Article I of these bylaws. To this end the Board shall, in close consultation with the Members, select an Abbot to lead the religious affairs of the Corporation.

- a. In selecting an Abbot the Board shall conduct a search process that aligns with the traditions of Zen spiritual practice; This process may include the creation of a Teacher search Committee.. They shall widely seek counsel and input from the NC Zen Center community of past and present teachers, abbots, students, monks, practitioners, board members, and respected spiritual leaders who have experience in Zen practice and a demonstrated interest in the well-being of the Center.
- b. The Abbot shall oversee the Religious Affairs of the Center, including establishing the form, structure, and schedule of practice at the Center, guiding practice at the Center, and other areas which may be delegated by the Board, and will work in close consultation with the Director to assure the smooth operation of the Center.
- c. The Board may, after close consultation with the Members, exercise the power to remove an Abbot.



d. The Board of Directors may delegate such aspects of the day-to-day management of the staff and affairs of the Center to the Abbot as the Board deems appropriate, and may authorize the Abbot to sign such instruments of the Corporation as they deem appropriate.

e. The Abbot shall report to the Board concerning the Religious Affairs of the Center on a quarterly basis, or more often if requested by the Board or the Abbot.

f. The performance of the Abbot shall be subject to yearly review by the Board.

g. The Board of Directors shall determine the terms of compensation for the Abbot.

#### **ARTICLE VIII — Privacy and Confidentiality**

The Center shall have in place policies concerning privacy of information and confidentiality, which conform to federal and state laws and guidelines and generally-accepted best-practices for small non-profit corporations chartered in the State of North Carolina. These policies shall be binding upon all who hold official positions of responsibility with the Center, including but not limited to Director, Abbott, Board members, committee members, and residents. These policies shall be reviewed and/or updated from time to time by the Board, and shall be made available for review by the officers and membership of the Center through published policy documents.

#### **ARTICLE IX — Conflict of Interest**

The Center shall have in place policies concerning conflict of interest which conform to federal and state laws and guidelines and generally-accepted best-practices for small non-profit corporations chartered in the State of North Carolina. These policies shall be binding upon all who hold official positions of responsibility with the Center, including but not limited to Director, Abbott, Board members, committee members, and residents. These policies shall be reviewed and/or updated from time to time by the Board and shall be made available for review by the officers and membership of the Center through published policy documents.

#### **ARTICLE X – Contracts, Loans, Checks, and Deposits**

##### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

##### **Section 2. Loans.**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the

Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts.

All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

## **ARTICLE XI – General Provisions**

Section 1. Seal.

The corporate seal of the Corporation shall be in a form adopted by resolution of the Board.

Section 2. Waiver of Notice.

Whenever any notice is required to be given to any Member or director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 4. Amendments.

These bylaws may be amended by a majority vote of the Board of Directors provided that the proposed amendments have been mailed to the Directors at least seven (7) days in advance of the meeting at the time a vote of the amendments will be taken. The membership shall be notified of any amendment made by the Directors to the Bylaws within twenty days after the date such amendment is adopted.

Section 5. Profit.

No financial profit from the activities of the Corporation shall inure to the benefit of any Board member, Officer, Staff, or Abbot or any other individual.

Section 6. Dividends.

The Corporation has no power to distribute a financial gain or declare any dividends.

Section 7. Liquidation of Assets.

In the event of the dissolution of the Corporation, all assets remaining after the payment of the Corporation's debts shall be distributed by the Board of Directors for one or more of the purposes consistent with the purposes of the Corporation as stated

in the Articles of Incorporation and shall not be distributed for any other purpose. In the event that the Board of Directors fails to distribute the remaining assets of the Corporation, the Clerk of Superior Court is authorized to select one or two organizations designated for charitable purposes for the distribution of said assets.

These Bylaws are accepted and approved by the Board of Directors in an organizational meeting duly held under the rules of the Bylaws currently in force, this day of April 4, 2018.

Richard McGough  
President

Leigh Hall  
Treasurer

Scott Durso  
Secretary

Joe Kenlan  
Board member

Ken Simon  
Board member

Lisa Sullivan  
Board member