

# **BY-LAWS OF ZEN HEART SANGHA**

## **Article One—Organization**

1. The name of this organization shall be Zen Heart Sangha (herein referred to as ZHS) .
  2. The organization shall have a seal which shall be in the following form:
  3. The organization may at its pleasure by a vote of the membership body change its name.

## **Article Two—Purposes**

The following are the purposes for which this organization has been organized:

1. To support the forms and meditation practice of Soto Zen Buddhism.
  2. To provide a practice place(s) for practitioners of Zen meditation.

## **Article Three—Membership**

Membership in this organization shall be open to all who come to practice meditation in the Soto Zen Buddhist tradition.

1. Anyone participating in the practice of Zen meditation and related activities with ZHS is considered to be a member in good standing.
2. Voting membership requires practicing with ZHS or the Head Teacher for a period of at least one year.
3. Eligibility to become an officer or member of the board requires practicing with ZHS or the Head Teacher for a period of at least two consecutive years.
4. The Membership Committee shall consist of the Head Teacher, one member of the board, and one voting member of the sangha at large. The board member and member-at-large will be determined by the Membership Committee at the Annual Meeting each year with a rotation of at least one committee member annually. The Membership Committee reviews eligibility for voting membership and officer/board membership before the Annual Meeting each year or as needed.

## **Article Four—Meetings**

The Annual Meeting of this organization shall be held on the third Monday evening of March each and every year except if such day be a legal holiday then and in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed or e-mailed to every member in good standing at his or her address as it appears on the membership list of this organization a notice telling the time and place of such annual meeting.

Regular board meetings of this organization shall be held four times a year and additionally as needed.

The presence of not less than four board members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these by-laws and the secretary shall cause a notice of this scheduled meeting to be sent (e-mailed) to all board members.

Special meetings of this organization may be called by the president when s/he deems it for the best interest of the corporation.

Notices of such meeting shall be e-mailed or mailed to all members at their addresses as they appear on the membership list within a reasonable period of time before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of any members of the Board of Directors or three members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least fourteen days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## **Article Five—Voting**

At all meetings, votes shall be viva voce, except for election of board members where ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of two who shall act as 'Inspectors of Election' and who shall at the conclusion of such balloting certify to the chairperson the results which shall be recorded in the minutes of that meeting. No 'Inspector of Election' shall be a candidate for office or shall be personally interested in the question voted upon.

## **Article Six—Business Agenda**

The business meeting shall include presentation of the minutes as well as the Treasurer's report. Other agenda items may include, the President's Report, Secretary's Report, Teacher's Report, Committee/Steward Reports, Old Business, New Business, and Practice Topics, as well as any other reports deemed necessary by the board for its complete and accurate functioning.

## **Article Seven—Board of Directors**

The business of this organization shall be managed by a Board of Directors consisting of two to four board members together with the three officers of this organization.

The board members to be chosen for the ensuing year shall be chosen at the Annual Meeting of this organization in the style indicated in Article Five of these By-laws and they shall serve for a term of two years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the

organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Four of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly four times a year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The president of the organization by virtue of the office shall be chairperson of the Board of Directors. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

## **Article Eight—Officers**

The officers of the organization shall be as follows:

President

Secretary

Treasurer

The President shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, and have such powers as may be reasonably construed as belonging to the president of any organization.

The Secretary shall keep the minutes and ongoing records of the organization in appropriate books, present to the membership at any meetings any communication addressed to the organization, submit to the Board of Directors any communications which shall be addressed to the organization and exercise all duties incident to the office of secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the individuals who shall sign checks or drafts of the organization. No special fund may be set aside for which the treasurer is not required to sign the checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors. Officers shall be appointed by consensus by the current board before the Annual Meeting in March.

### **Article Nine—Role of Head Teacher**

The Head Teacher shall provide guidance in all aspects of the practice of the community including: leading the weekly practice of Zen meditation; offering regularly scheduled practice retreats; giving lectures and providing opportunities for study and discussion of Zen Buddhism; meeting privately with members to discuss practice issues; and offering training in the forms and practices of Soto Zen Buddhism.

In addition, the Head Teacher will also influence the business aspects which affect the harmonious existence of the community and which allow her/him to provide the aforementioned guidance. The Head Teacher shall see that all books, reports and certificates as required by law are properly kept or filed, be the official custodian of the permanent records and seal of the organization, and be one of the two individuals who must sign the checks or drafts of the organization, the second being the treasurer.

The Head Teacher as ex officio member of the board shall vote only in the case of a tie. S/he shall in the event of the absence or inability of the president to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if s/he had been the duly elected president.

### **Article Ten—Salaries**

No officer or director other than the Head Teacher shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

The Head Teacher may receive compensation in the form of a Parsonage Fee which amount shall be decided by consensus of the standing board of directors on a year-to-year basis dependent on the level of total donations.

In addition, the Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

### **Article Eleven —Committees and Stewards**

All committees and stewards of this organization shall be constituted by the Head Teacher, President, or Board of Directors, and their term of office shall be for a minimum of one year with reappointment possible or less if terminated by the action of the Head Teacher, President, or Board of Directors.

The permanent committees shall be the Practice Committee and the Membership Committee and such stewardships as are considered necessary and useful to the operation of the sangha.

## **Article Twelve—Council of Harmony**

### **1. Purpose**

Because Zen practice includes the support and involvement of a spiritual community, all participants in ZHS share responsibility for the community's well-being.

The Council of Harmony is established to facilitate open communication and to address difficult disagreements or harmful conduct. The Council will also consider more general concerns about the well-being of the sangha, such as training in mediation and dispute resolution.

### **2. Responsibilities and Duties**

The Council undertakes responsibility for cultivating and encouraging the honoring of the precepts (listed below in Addendum's to the By-laws), fostering an environment of integrity and openness, and refraining from harmful behavior. The council shall facilitate open communication when members feel such communications or disagreements cannot be addressed directly to the Board, Practice leaders or Teachers. The Council shall undertake to:

- Meet at least twice per year and then as needed
- Provide a safe process for the resolution of conflicts, either with an informal facilitated process within the community or a formal process involving professional mediation
- Listen, mediate, and if appropriate, recommend action to be taken by individual members, teacher, practice leaders or by the Board of Directors

### **3. Reconciliation Process**

As participants in ZHS, we come together to share our practice. Conflicts and ethical issues may sometimes arise. All are encouraged to articulate their concerns as they occur. It is important for the health of the sangha that we attend to these situations in a timely way;

Sangha participants may contact any Council member. The Council will listen to concerns and make recommendations that seem appropriate.

First, let us look within and try to understand our emotions and reactions. In addition, let us discuss the situation with the person or people involved in order to clarify

the causes, conditions, feelings, and responses of all involved and move toward resolution.

Concerned individuals may prefer a facilitated discussion, either at the outset or after initial efforts to resolve their differences together. The Council of Harmony will meet with all parties, separately and/or together, to continue the reconciliation process. An outside professional mediator may be utilized when necessary or desirable.

#### **4. Selection of Council Members**

Desirable qualities in Council members include impartiality, openness, confidentiality, honesty, empathy, and trustworthiness. Council members must have a minimum of three years' practice with ZHS or with the ZHS Head Teacher and may not be the teacher, an officer, practice leader or a board member.

Three eligible members of the sangha will be selected by lottery from a slate of volunteer nominees for three year terms at the Annual Meeting. Terms will be staggered. If a member of the Council is unavailable to complete their term of office, then a new member will be selected to fulfill the remainder of the individual's term. A board member will be designated by the board to serve as liaison with the Council.

#### **Article Thirteen—Dues**

There are no dues for membership in this organization which relies solely on voluntary donations.

#### **Article Fourteen—Amendments**

These By-laws may be altered, amended, repealed, or added to by an affirmative vote of not less than two-thirds of the current membership.

revised: July 2013

## **Addendum to By-Laws**

### **I. The Ten Clear-Mind Precepts**

1. I take up the Way of supporting life. (Not killing)
2. I take up the Way of taking only what is freely given.  
(Not stealing)
3. I take up the Way of engaging in sexual intimacy respectfully and with an open heart.  
(Not misusing sexuality)
4. I take up the Way of cultivating a clear mind.  
(Not indulging in intoxicants)
5. I take up the Way of speaking truthfully. (Not lying)
6. I take up the Way of speaking of others with openness and possibility.  
(Not discussing the faults of others)
7. I take up the Way of meeting others on equal ground.  
(Not praising self while abusing others)
8. I take up the Way of giving freely of all I can.  
(Not hoarding the teachings)
9. I take up the Way of letting go of anger.  
(Not indulging in anger)
10. I take up the Way of respecting the Buddha, unfolding the Dharma, and nourishing the Sangha.  
(Not abusing the Three Treasures)