

BYLAWS OF RICHMOND ZEN

Article I *Name and Purpose*

Section 1.1 The name of the organization is Richmond Zen. The name of Richmond Zen was certified by the Secretary of State for the Commonwealth of Virginia.

Section 1.2 Richmond Zen is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code ("IRC") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code.

Richmond Zen is formed exclusively for charitable and religious purposes, more specifically to provide opportunities for the practice and study of Zen Buddhism and reserves the right to conduct any other activities consistent with a 501(c)(3) tax-exempt organization. Richmond Zen's ideals are inspired by the example and teachings of Gautama Buddha, informed by the Sixteen Bodhisattva Precepts, and shaped by the teachings of the Soto School of Zen Buddhism through, but not limited to, the lineage of Shunryu Suzuki.

Section 1.3 No substantial part of the activities of Richmond Zen shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and Richmond Zen shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.4 Richmond Zen is not organized for pecuniary profit. Any monies received shall be used to further the charitable and religious purposes of Richmond Zen.

Article II *Offices*

Section 2.1 Richmond Zen's principal office is located in 3411 Grove Avenue Richmond, Virginia 23221. The Board of Directors may change the principal office at any time. Such changes shall not be deemed, nor require, an amendment of these Bylaws; the effective date and new address, if changed, are noted below:

Dated: _____

Dated: _____

Dated: _____

Section 2.2 Richmond Zen may also have offices at such other places, within or without its states of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board may, from time to time, designate.

Article III

Members

Section 3.1 There shall be two categories of membership of Richmond Zen: Members and Associates. Only Members are voting members. Each Member shall have an equal vote at any business meeting.

Section 3.2 Membership shall be open to those who engage in the activities of Richmond Zen for at least three months, who have a meeting with a designated representative of Richmond Zen to introduce themselves and to discuss their practice and intention, and who make a membership pledge. Members may receive discounts on meditation retreats and workshops.

Section 3.3 Association shall be open to anyone who supports Richmond Zen's activities and who submits an application to the Secretary.

Section 3.4 All Members of Richmond Zen receive Richmond Zen's Newsletter and have access to the Ekoji during regular hours of Richmond Zen's operation and may participate in the practice opportunities offered by Richmond Zen within the guidelines established by the board of directors or head priest.

Section 3.5 Membership must be renewed annually by the Member and may be subject to review by the Board of Directors.

Article IV

Meetings of Members of Richmond Zen

Section 4.1 There shall be an annual meeting of the Members as directed by the current President for the purpose of presenting the nominees for directors, including officers, of Richmond Zen, approval of any actions referred to the Members by the Board of Directors, or taking such other actions as permitted by these bylaws or Richmond Zen's Articles of Incorporation.

Section 4.2 Other business meetings may be called by a majority of the Board of Directors or by request of thirty percent of all Members.

Section 4.3 The date of the annual or any business meeting shall be set, and Members notified, in writing, not less than ten (10) nor more than sixty (60) days before said meeting, via mail or email, by or at the direction of an officer or other person calling the meeting. Such notice shall be directed to the Members at their respective physical address or email address as it appears in the membership records of Richmond Zen. Notification of the time, place and purpose for other business meetings shall be made in the same manner.

Section 4.4 The quorum required to hold an annual meeting or business meeting shall be constituted by one third of the Members of Richmond Zen on the membership list as of the day before date of the notice of the meeting. Voting may be done by written proxy signed by the Member, and it must include the name of the Member and be received by the Secretary of Richmond Zen prior to the business meeting. If at any business meeting there is no quorum, the meeting shall adjourn.

Section 4.5 Decisions of the Members are made by a majority of the Members who vote either in person or by written proxy.

Section 4.6 The President of Richmond Zen shall preside at the business meetings, or, in her or his absence, the Vice-President.

Article V

Board of Directors

Section 5.1 Directors and Officers shall be elected each year at the Annual Meeting in Spring. Directors shall be elected from a list of nominees submitted to the Board of Directors by Members and mailed (or otherwise delivered either physically or electronically) to the Members along with the written ballot. The Board of Directors shall establish a date on which the voting roll shall be closed for such elections and shall determine the date by which written ballots must be received to be counted.

Section 5.2 The Board of Directors shall consist of a range of five (5) to seven (7) Directors (collectively "The Board," or "Board Members;" individually, "Directors"). Upon taking office, Board Members must have been Members of Richmond Zen for at least one year as of the day before date of the notice of the election meeting. The President, Vice-President, Treasurer, Secretary, and Head of Practice shall be Board Members.

Section 5.3 The Term for Board Members, except the Head of Practice (see Section 8.2), shall be two (2) years. A Board Member may be re-elected to the same office or elected to a different office.

Section 5.4 Vacancies occurring on the Board for any cause shall be filled for the remaining term by the majority vote of the remaining Directors as soon as practicable.

Section 5.5 Any Director missing two successive regular Board meetings, without giving notice to another Director prior to such absences, may be asked by the Board to resign. Two-thirds (2/3) of the Directors may dismiss a Director pursuant to this Section 6.4. Further, any Director may be removed from office by the affirmative vote of a two-thirds (2/3) majority of the Directors then in office at any regular or special meeting called for that purpose. Any such Director proposed to be removed shall be entitled to at least five (5) days notice in writing of the meeting at which such removal is to be voted upon. Such Director shall be entitled to appear before and be heard at such meeting.

Section 5.6 The Board of Directors shall have full power in the management and control of the funds, property, and business affairs of Richmond Zen. The Head Priest or Head of Practice shall set the

religious policies and activities of Richmond Zen in consultation with and subject to the review of the Board of Directors.

Section 5.7 Regular meetings of the Board shall be held at such times and places as the Board may determine, but not less than every three (3) months. Special meetings of the Board may be called at any time by the President, a majority of the Board, or the head priest. The Board of Directors may hold regular or special meetings in or out of this State. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to have the same effect and authority as if they were physically present in person at the meeting.

Section 5.8 Notice of each regular meeting of the Board shall be given to each Director at least seven (7) days in advance. Special Board meetings also require at least five (5) days' notice for all Directors.

Section 5.9 A simple majority of the Board shall be necessary to constitute a quorum, but less than a quorum shall have power to adjourn until a quorum is present.

Section 5.10 Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors then in office and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 5.11 The Board of Directors shall appoint the Chairs of the committees of Richmond Zen as determined necessary by the Board. Other than the Executive Committee, committees shall not act on behalf of the Board, except by action of the Board. The Chair of a standing committee does not need to be a member of the Board.

Section 5.12 No one shall receive, directly or indirectly, any salary, compensation, or other emolument from Richmond Zen in return for serving as a member of the Board of Directors. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties as a Director if approved in advance, in writing by the President, and subject to Article VIII, the Conflicts of Interest provisions set forth below.

Article VI

Officers

Section 6.1 The Officers of Richmond Zen shall include a President (Chair of the Board), a Vice-President (Vice-Chair of the Board), a Secretary, and a Treasurer. These four officers shall form the Executive Committee of the Board of Directors and be elected by Members. If there shall be a vacancy in the position of President after the election of such officer, the Vice-President shall assume that position. Officers may not serve in the same office for more than three consecutive terms. The Board may arrange for Officer terms to be staggered by resolution.

Section 6.2

a. **The President** shall be the principal executive officer of Richmond Zen and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of Richmond Zen. The President shall sign, with any other proper officer of Richmond Zen thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments which the Board of Directors has authorized to be executed, 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 Richmond Zen, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

b. **The Vice President** in the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers to perform such other duties as may be assigned by the President or the Board of Directors.

c. **The Secretary** shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the Executive Committee. The Secretary shall give all notices required by law and by these Bylaws including filing the annual report as required by the Virginia code. The Secretary shall have general charge of Richmond Zen's books and records. The Secretary shall be the custodian of the seal of Richmond Zen and see that the seal of Richmond Zen is affixed to all documents, the execution of which on behalf of Richmond Zen under its seal is duly authorized. The Secretary shall sign such instruments as may require the Secretary's signature. The Secretary shall keep a register of the address of each Director and Officer of Richmond Zen which shall be furnished to the Secretary by each officer and director. The Secretary shall in general perform all duties incident to the office of secretary and such other duties as shall be assigned to the Secretary from time to time by the President or by the Board of Directors.

d. **The Treasurer's** duties shall be as follows: (i) keep custody of and be responsible for all funds and securities of Richmond Zen, including receiving and giving receipts for moneys due and payable to Richmond Zen from any source whatsoever, and depositing all such moneys in the name of Richmond Zen in such depositories as shall be selected by the Board; (ii) maintain appropriate accounting records as required by law, and any forms required under the IRC for the maintenance of charitable organizations; (iii) prepare, or cause to be prepared, annual financial statements of Richmond Zen as required by the Board of Directors; and (iv) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 6.3 No one shall receive, directly or indirectly, any salary, compensation, or other emolument from Richmond Zen in return for serving as an Officer.

Section 6.4 Any person appointed by the Board of Directors may be removed by the Board of Directors with or without cause. The removal of an Officer shall be initiated by the recommendation of the Board

by a vote of at least two-thirds (2/3). A special meeting will then be scheduled, and the Officer may be removed so as long as there is a quorum of Members and two-thirds (2/3) vote to remove the Officer.

Article VII

Head Priest/Head of Practice

Section 7.1 Richmond Zen may have a Head Priest to lead services and establish religious policy in consultation with the Board. The Head Priest shall be an ordained priest in the Soto Zen school. In choosing a Head Priest, Richmond Zen expresses its intention to maintain and continue the practice of Zen as established by Shunryu Suzuki.

Section 7.2 Head Priest shall be the principal lead in establishing religious practice policy as conducted at practice-oriented meetings of Richmond Zen, i.e., meetings that have the primary purpose of meditation, religious services, or ceremonies. Head Priest shall guide the overall mission and ethical guidelines of Richmond Zen. Head Priest shall carry out the duties typical of Soto Zen priests in the Branching Streams lineage.

Section 7.3 The Head Priest shall be reconfirmed every year by written ballot by a simple majority of the Members who vote at the annual meeting as long as a quorum casts a ballot.

Section 7.4 The Head Priest can be dismissed by a simple majority vote by the Board, and subsequent confirmation by written ballot of three-fourths (3/4) of all Members.

After the Board has voted to dismiss the Head Priest, the Board shall have thirty (30) days to submit approval of the dismissal to Members. Within ninety (90) days of receiving a proposed dismissal of the Head Priest, Members shall complete a written ballot at a meeting set by the Board. Members are eligible to vote if they were valid Members as of the day the Board approved dismissal of the Head Priest.

Section 7.5 When it is necessary to fill the position of Head Priest, the Board of Directors shall appoint a committee to determine how to fill the vacancy. A temporary Head Priest to serve in the interim may be appointed, by vote of a simple majority of Members until such time as a permanent Head Priest is selected. A temporary Head Priest may be dismissed by vote of a simple majority of Members. The committee shall consider any recommendation for succession from the previous Head Priest. A two-thirds (2/3) majority by written ballot of all Members confirms a new Head Priest.

Section 7.6 In lieu of a Head Priest, Richmond Zen may have a Head of Practice to fulfill the functions of a Head Priest as described in Section 7.2. A Head of Practice will also be subject to the same directives as the Head Priest given in Sections 7.1-7.4. At a minimum, the Head of Practice should have received precepts from an ordained Soto Zen priest.

Section 7.7 Any salary determination for the Head Priest or Head of Practice shall be determined by a vote of at least two-thirds (2/3) of the eligible voting Board and governed by the Conflict of Interest Policy in Article VIII.

Article VIII

Conflict of Interest Policy

Section 8.1 The purpose of this Conflict of Interest Policy is to protect Richmond Zen's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Richmond Zen or any "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 52.4958-3(a)(1) of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the IRC and as amplified by the Section 53.4958-4(a)(1) of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 8.2

a. **Interested Person.** Any Director, officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the IRC and as amplified by Section 52.4958-3(a)(1) of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which Richmond Zen has a transaction or arrangement;
- ii. A compensation arrangement with Richmond Zen or with any entity or individual with which Richmond Zen has a transaction or arrangement; or iii. A potential ownership with which Richmond Zen is negotiating a transaction or arrangement.

c. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 9.3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 8.3

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board meeting, but after the presentation, he or she shall leave the

meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8.4 The minutes of meetings of the governing Board shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; and b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article IX

Amendments

Section 9.1 These bylaws may be added to, amended, or repealed by a vote in person or by written proxy of two-thirds of Board Members at an annual or special meeting as provided for in Article IV.

Article X

Liability

Section 10.1 The Board of Directors and members shall not be personally liable for the debts, liabilities, or obligations of Richmond Zen pursuant to the Virginia code.

Richmond Zen shall indemnify the Directors and Officers to the extent that it is contemplated a nonstock corporation may indemnify its directors and officers pursuant to the Virginia code, unless such an action was a result of such Officer's or Director's gross negligence or willful misconduct. However, before Richmond Zen uses its funds for indemnification, all insurance proceeds must be obtained and applied toward such indemnification. The foregoing right of indemnification shall not be exclusive of any other rights to which a person may be entitled by law, agreement, or otherwise.

Section 10.2 Any person who at any time serves or has served as a director or officer of Richmond Zen, or in such capacity at the request of Richmond Zen for any other foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as trustee or administrator under an employee benefit plan, shall have a right to be indemnified by Richmond Zen to the fullest extent permitted by law against: (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of Richmond Zen, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

Section 10.3 To the extent permitted by law, expenses incurred by a director or officer claiming the right to indemnification under Section 10.2 in defending a civil or criminal action, suit or proceeding shall be paid by Richmond Zen in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified hereunder by Richmond Zen.

Section 10.4 If a person who enjoys a right to indemnification under Sections 10.2-10.8 obtains a nonappealable judgment against Richmond Zen requiring it to pay substantially the entire amount claimed, the claimant shall be entitled to recover from Richmond Zen the reasonable expense (including reasonable legal fees) of prosecuting the action against Richmond Zen to collect the claim.

Section 10.5 Notwithstanding the foregoing provisions, Richmond Zen shall not indemnify or agree to indemnify any person against liability or litigation expense he or she may incur (i) on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of Richmond Zen or (ii) as a result of any improper benefit realized by such person.

Section 10.6 The Board of Directors of Richmond Zen shall take all such action as may be necessary and appropriate to authorize Richmond Zen to pay the indemnification required by this bylaw, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and giving notice to, and obtaining approval by, the Members of Richmond Zen.

Section 10.7 Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of Richmond Zen shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives or any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 10.8 Unless otherwise provided herein, the indemnification extended to a person who has qualified for indemnification under the provisions of this Article X shall not be terminated when the person has ceased to be a director, officer, employee or agent for all causes of action against the indemnified party based on acts and events occurring prior to the termination of the relationship with Richmond Zen and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XI ***Miscellaneous***

Section 11.1 All checks, drafts, promissory notes, acceptances or other instruments for the payment of money shall be signed in such manner as may be provided from time to time by the Board of Directors.

Section 11.2 The fiscal year of Richmond Zen shall be 4/30 – 5/1 of each year.

Section 11.3 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS]