

## ARTICLE I PURPOSES

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The purposes of the Chicago Zen Center (the "Center") are as follows:

- (1) to foster the teachings of Zen Buddhism, as adapted to Western cultural forms and traditions;
- (2) to provide training in the disciplines, practices, and devotions of Zen Buddhism;
- (3) to provide suitable surroundings, instruction, and support for the teaching and practice of Zen Buddhism;
- (4) to train and develop instructors and fully qualified teachers of Zen Buddhism, both lay and ordained.

Members of the community should aspire to practice meditation (dhyana), wisdom (prajna) and morality (sila), and to fulfill the Four Vows:

All beings without number, we vow to liberate;  
Endless blind passions, we vow to uproot;  
Dharma gates beyond measure we vow to penetrate;  
The Great Way of Buddha, we vow to attain.

Members of the community can help the community thrive by following the Ten Cardinal Precepts:

1. We resolve not to kill, but to cherish all life.
2. We resolve not to take what is not given, but to respect all things.
3. We resolve not to engage in improper sexuality, but to live a life of purity and self-restraint.
4. We resolve not to lie but to speak the truth.
5. We resolve not to cause others to take alcoholic liquors or drugs that confuse the mind, nor to do so ourselves, but to keep the mind clear at all times.
6. We resolve not to speak of the misdeeds of others, but to be understanding and sympathetic.
7. We resolve not to praise ourselves and disparage others, but to overcome our own shortcomings.
8. We resolve not to withhold spiritual or material aid, but to give them freely where needed.
9. We resolve not to indulge in anger, but to exercise control.
10. We resolve not to revile the three treasures, Buddha, Dharma, and Sangha, but to cherish and uphold them.

## ARTICLE II THE DIRECTOR

### A. AUTHORITY AND DUTIES OF THE DIRECTOR ; HEAD OF THE ZENDO; INSTRUCTORS

The Director shall direct the spiritual affairs of the Center in furtherance of its stated purposes, and shall function as the Abbot of the Center. The Director is authorized to appoint a Head of the Zendo, who shall serve as the Director's principal assistant for spiritual affairs. In addition, the Director may, from time to time, appoint Instructors, each of whom shall have such teaching and other duties relating to the Center's spiritual affairs as the Director may specify.

An Instructor or Head of the Zendo shall serve in that capacity at the Director's pleasure, provided however that the Board of Trustees may suspend or remove an Instructor or Head of the Zendo pursuant to the grievance procedure of Article X of these By-laws. If the Director is absent and has not left instructions indicating otherwise, the Head of the Zendo, or his or her designee, shall direct the spiritual affairs of the Center.

### B. SELECTION OF THE DIRECTOR

1. **Director's Designation of Successor.** Before leaving office, whether by retirement, resignation, or death, the Director shall designate a successor. The Director may change or revoke such a designation at any time before the Director leaves office. However, no such designation, change, or revocation shall have any force or effect (1) if not in writing and signed by the Director or (2) if made while the Director is suspended from office. In addition, the Board of Trustees may void any such designation, change, or revocation (1) if it is not notarized and dated, (2) if it is made while the Director is temporarily incapable of discharging the duties of office as determined in accordance with these By-laws and the designation, change, or revocation was made after the occurrence of such incapacity or (3) if the Director is retired from office pursuant to these By-laws by reason of permanent disability, and the designation, change, or revocation was made after the occurrence of such disability. Action of the Board pursuant to the preceding sentence shall require the affirmative vote the Trustees. The Director shall keep on deposit in his or her safe or safe deposit box a signed, dated, and notarized original of any designation, change, or revocation made pursuant to this paragraph.

2. **Selection by Succession Committee.** The Director shall designate a Succession Committee, the members of which shall serve at the Director's pleasure. However, no appointment to or dismissal from the Succession Committee by the Director shall have any force or effect if it is made while the Director is suspended from office. In addition, the Board of

Trustees may void any such appointment or dismissal (1) if it is made while the Director is temporarily incapable of discharging the duties of office as determined in accordance with these By-laws and the appointment or dismissal was made after the occurrence of such incapacity, or (2) if the Director is retired from office pursuant to these By-laws by reason of permanent disability and the appointment or dismissal was made after the occurrence of such disability. The Succession Committee shall consist of three persons, an original signed and dated list of whose names the Director shall keep on file in his or her safe or safe deposit box, with the succession papers. Two members of the Committee shall constitute a quorum. Except as provided in these By-laws, the Succession Committee shall choose the Director's successor if the Director leaves office without having designated a successor pursuant to these By-laws or if no successor designated by the Director is able or willing to serve.

3. **Selection by Committee of Delegates.** Neither shall any successor designated by the Director take office nor shall the Succession Committee choose the Director's successor (1) if the Director is removed from office pursuant to these By-laws other than by reason of permanent disability, or (2) if the Board of Trustees determines that, but for the Director's resignation, retirement, or death, the Director would have been so removed from office. A determination by the Board pursuant to clause (2) of the preceding sentence shall require the affirmative vote of the Trustees. In a case falling under this paragraph, or if the Succession Committee is otherwise unable to act, the Board of Trustees shall call a special corporate meeting or shall place the election of Delegates specified in the following sentence on the agenda of the next annual meeting. At that special or annual meeting, the Members shall elect a three-member Committee of Delegates. That Committee of Delegates shall select the Director's successor, but shall have no other powers. The Committee of Delegates shall be elected from among six candidates nominated by a Nominations Committee consisting of the Center's Trustees and Officers. Two members of the Committee of Delegates shall constitute a quorum.

4. **Action by Board of Trustees; Acting Administrator.** No Director shall take office except upon certification by the Board of Trustees that he or she has been properly designated or selected in accordance with this Article. Certification by the Board pursuant to the preceding sentence shall require the affirmative vote of the Trustees. The Board may appoint an Acting Administrator pending selection of a Director by the Succession Committee or Committee of Delegates or pending a Board determination pursuant to the first sentence of this paragraph. The Board shall have no power to appoint a Director. An Acting Administrator shall serve at the Board's pleasure and shall perform the non-spiritual functions of a Director, other than the functions of (1) designating a successor or changing or revoking such a designation, (2) appointing or removing members of the Succession Committee.

5. **Committee Vacancies.** A vacancy on the Succession Committee occurring while the office of Director is also vacant shall be filled by the Board of Trustees. A vacancy on the Committee of Delegates shall be filled by the Board of Trustees until the next annual or special corporate meeting, at which meeting the vacancy shall be filled in accordance with the procedures specified in these By-laws.

### C. TEMPORARY INCAPACITY OF THE DIRECTOR

If the Director or the Board of Trustees determines that the Director is temporarily incapable of discharging the duties of office and the Director has not given instructions indicating otherwise before the occurrence of such incapacity, the Board of Trustees shall have the authority to appoint an Acting Administrator pursuant to the provisions of these By-laws. The affirmative vote of the Trustees shall be required for the Board of Trustees to determine that the Director is temporarily incapable of discharging the duties of office. Whether the Director or the Board of Trustees has determined the Director to be temporarily incapacitated, a vote of at least three of the Board of Trustees is required to determine that the Director's incapacity has ended.

### D. REMOVAL OR SUSPENSION OF THE DIRECTOR FROM OFFICE

#### 1. Action by Board of Trustees; Corporate Meeting; Retirement for Disability.

The Director may be removed from office only by a corporate meeting of the Members acting upon the recommendation of the Board of Trustees, made pursuant to Article X of these By-laws, that the Director be removed; no other vote of a corporate meeting purporting to remove the Director shall have any force or effect. The Director shall in no event preside at such a meeting. Rather the Members present in person or by proxy shall elect as a presiding officer one of two candidates nominated by a Nominations Committee consisting of the Center's Trustees and Officers. If the Director is removed from office by reason of permanent disability, he or she shall be deemed to have retired from office.

2. **Suspension of the Director from Office.** The Board of Trustees shall have the authority to suspend the Director from office, subject to action of the Grievance Committee or the Board regarding the Director pursuant to Article X of these By-laws, and subject to any vote of a subsequent corporate meeting regarding the Director's continuance in office. The Board's authority under the preceding sentence is in addition to the Board's authority to suspend the Director as a sanction pursuant to Article X of these By-laws. If the Director is suspended from office, the Board shall have the authority to appoint an Acting Administrator pursuant to the provisions of these By-laws. The Board of Trustees shall have no power to remove the Director from office.

**E. THE DIRECTOR'S SALARY**

The Center hereby specifies the following as constituting its rules and regulations for fixing the Director's salary: A proposed change in the Director's salary may be placed on the agenda of a special or annual corporate meeting by the Board of Trustees or by action of the Members pursuant to Article VII(F) of these By-laws. If the proposed change in salary is rejected, the Director's salary shall continue unchanged.

**ARTICLE III. THE BOARD OF TRUSTEES**

**A. AUTHORITY AND DUTIES OF THE BOARD OF TRUSTEES; BUSINESS MANAGER**

1. **Functions; Board To Be Kept Informed; Chairman.** The Board of trustees shall set administrative policy for the Center and shall ensure that the Center is administered in a fiscally responsible manner that effectively furthers the Center's stated purposes. The Board shall have custody and control of all temporalities and property of the Center and of the revenues therefrom, and shall administer them in accordance with the disciplines, rules, and usages of the Center and in accordance with applicable provisions of law relating thereto. The Director, Officers, and any resident staff of the Center shall keep the Board informed of all significant activities of the Center and of all matters significantly affecting the administration, management, or activities of the Center. The Board shall elect a Chairman from among its members.
2. **Powers; Interpretation of Certificate and By-laws; Staff.** The Board shall have all powers implicitly or explicitly vested in it by law, by the Center's Certificate of Incorporation, or by these By-laws, and shall have authority to take any action that the Board may consider necessary or desirable in the management of the Center's affairs. The Board shall have authority to resolve any question regarding the interpretation of the Certificate of Incorporation or these By-laws. The Director, in consultation with the Board, may appoint or authorize the appointment of such staff as will further the stated purposes of the Center.
3. **Business Manager.** The Board of Trustees shall appoint a Business Manager, who shall report to the Board and who shall serve at the Board's pleasure. The Business Manager shall administer the day-to-day financial affairs of the Center under the Board's direction and under its oversight. The Business Manager shall also perform such other duties as may be prescribed by the Board or required by these By-laws. The Business Manager shall ensure that the financial affairs of the Center are conducted in a responsible manner and that financial records are maintained as required by law. Unless excused by the Board, the Business Manager shall attend the meetings of the Board. If the Business Manager is absent and has not left instructions indicating otherwise, the Vice-president shall administer the Center's financial affairs; if the Business Manager and the Vice-president are both absent and have not left instructions indicating otherwise, the Secretary shall administer the Center's financial affairs; if the Business Manager, the Vice-president, and the Secretary are all absent and have not left instructions indicating otherwise, the Treasurer or the Treasurer's designee shall administer the Center's financial affairs. It is anticipated that the Director will also serve as the Business Manager.
4. **Committees of the Board and the Corporation.** The Board, by resolution adopted by a majority of the entire Board, may designate from among its members standing committees, each consisting of three or more Trustees, and may also create such special committees of the Board as the Board may deem desirable. Each committee of the Board shall serve at the Board's pleasure. Committees, other than standing or special committees of the Board, whether created by the Board or by the Members, shall be committees of the Corporation. Such committees may be elected by the Board in the same manner as Officers of the Corporation.
5. **Real Property; Limitation on Debt; Judicial Approval.** Through adoption of this paragraph, the Members of the Center hereby authorize the Board to purchase, sell, mortgage, or lease real property and hereby expressly consent to any such purchase, sale, mortgage, or lease that shall be or heretofore has been authorized by Illinois Law, if a vote of 70% of all

Members in person or by proxy at a properly called corporate meeting, as provided for in these Bylaws, gives the Board approval of each specific sale or purchase of real property. However, the Board may not, without the consent of a corporate meeting of the Center's Members, incur debts beyond those necessary for the care of the Center's property.

## **B. TERM AND QUALIFICATIONS**

1. **Number of Trustees; Term; Computation of Time.** The Board of Trustees consists of five Trustees, who serve for two-year terms, the terms of the two Trustees elected directly by the Members expiring each year, when successors are chosen at the Center's annual corporate meeting. For purposes of determining (1) the terms of office of Trustees, (2) the waiting period under these By-laws during which a Trustee who has served two terms on the Board may not again serve, and (3) whether, for purposes of these By-laws a Trustee has served more than two years of a term, the time between the Center's annual corporate meetings shall be reckoned as one year.

2. **Trustee elected by the Board.** One Trustee shall be elected by a membership section consisting of the Board of Trustees. Such election is to be held each fall at the regularly scheduled corporate meeting. This trustee shall serve a two year term, and shall be limited to two consecutive terms, after which he or she may not again serve on the Board of Trustees for one year.

3. **Qualifications; Term Limitation; Anti-Nepotism Rule.** Consistent with Article VI(D) of these By-laws, a Trustee must be at least eighteen years old and must be a Member. The following additional qualifications are prescribed for Trustees: (1) A Trustee is limited to serving two consecutive two-year terms, after which he or she may not again serve on the Board of Trustees for one year. A term of which a Trustee serves one year or less shall not be counted in determining whether a Trustee has served two consecutive terms; however, a term of which a Trustee serves more than one year shall be counted. (2) Neither the Director's, the Business Manager's, nor any Trustee's parent, child, husband, wife, brother, or sister may be elected as a Trustee.

## **C. ELECTION OF TRUSTEES**

Two of the Center's five Trustees shall be elected at each annual corporate meeting of the Center by written and secret ballot of the Center's Members. Members shall be entitled to cast a number of votes equal to the number of Trustees then to be elected by vote of the Members. Trustees shall be elected from among candidates nominated by the membership. Any Member may propose the names of possible nominees either by mail before the meeting or verbally at the meeting. At the annual corporate meeting, the membership, in consultation with the Director shall nominate a number of candidates equal to at least twice the number of Trustees to be elected by vote of the Center's Members.

## **D. REMOVAL OF TRUSTEES**

In any proceeding to remove, by vote of the Board of Trustees, a Trustee elected by the Members or the Board pursuant to these By-laws, the Board shall follow the procedures of Article X of these By-laws. If a Trustee ceases to be a Member of the Center his or her office shall thereby become vacant without need for removal pursuant to the provisions this Article III(D).

## **E. MEETINGS OF THE BOARD OF TRUSTEES; QUORUM; NOTICE**

1. **Quorum; Presiding Officer; Tie Votes; Majorities.** Three of the Trustees lawfully convened shall constitute a quorum for the transaction of business. The Chairman of the Board shall preside; in the Chairman's absence, those Trustees present shall designate a presiding officer. In case of a tie vote, the Director, who shall be in attendance at all Trustee meetings, shall, in his or her capacity as an alternate Trustee, cast the tie-breaking vote. The vote of the majority of the Trustees present shall be the act of the Board.

2. **Regular Meetings; Special Meetings; Notice; Waiver.** The Board shall hold at least two regular meetings each year at times and places fixed by the Board. Any two of the Trustees may call a special meeting of the Board by giving two weeks' notice to the other Trustees. In addition the President or the Vice-president may call a special meeting of the Board upon two weeks' notice to the Trustees. Any Trustee may waive lack of notice by signed waiver or by attending the meeting without protesting. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the Trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

3. **Action without Meeting; Participation by Conference Telephone.** Any action required or permitted to be taken by

the Board of Trustees may be taken without a meeting if all Trustees consent in writing to the adoption of a resolution authorizing the action; the resolution and the written consents thereto shall be filed with the Board's minutes. Any one or more Trustees may participate in a Board meeting by conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time; participation by such means shall constitute presence in person at a meeting.

#### **G. CONFLICTS OF INTEREST**

No Trustee shall derive any personal economic profit or gain, either directly or indirectly, by reason of his or her office. Each Trustee shall disclose to the Board any financial interest that he or she may have in a matter pending before the Board, and shall refrain from participating in any decision regarding such matter, unless the Board—acting without the participation of the Trustee in question—determines that the Trustee's interest is sufficiently minimal that his or her participation would not constitute a conflict of interest

### **ARTICLE IV. OFFICERS**

#### **A. OFFICES; ELECTION OF OFFICERS; TERMS**

There shall be four Officers of the Center: (1) a President, (2) a Vice-president, (3) a Secretary, and (4) a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Board of Trustees shall elect the Officers and any Assistant Officers annually.

#### **B. DUTIES OF OFFICERS**

Unless excused by the Board of Trustees, the Center's Officers shall attend the meetings of the Board.

**The President.** The President shall have such duties as are prescribed by the Board. It is contemplated that the Board of Trustees will normally elect the Director to the office of President, but the Board shall not be required to do so.

**The Vice-president.** The Vice-president shall report to the Board of Trustees and shall perform such duties as may be prescribed by the Board or required by these By-laws.

**The Secretary.** The Secretary shall report to the Board and shall be responsible for maintaining the corporate records of the Center, including the By-laws and the Certificate of Incorporation. The Secretary shall be responsible for the taking and maintaining of the minutes of Board meetings and corporate meetings of Members, and shall perform such other duties as may be prescribed by the Board or required by these By-laws. The Secretary shall ensure that such minutes, as well as the By-laws, the Certificate of Incorporation, and the Board's report presented at the Center's annual corporate meeting, be made available for inspection and copying by Members of the Center. The Secretary shall ensure that every certificate required to be signed and delivered to the office of the County Clerk, the City, the State, and the Federal Government under Law, shall conform to the requirements of Law.

**The Treasurer.** The Treasurer shall report to the Board and shall be responsible for oversight of all financial affairs of the Center, including the maintenance of financial records and the preparation of financial reports, and shall perform such other duties as may be prescribed by the Board or required by these By-laws. The Treasurer shall, consistent with any instructions or policies adopted by the Board, manage the investment of the Center's funds, including the purchase, sale, or transfer of securities on behalf of the Center. The Business Manager and his or her subordinates shall keep the Treasurer fully informed of the Center's financial affairs and shall ensure him or her access to all records and information pertaining to such affairs. The Director, Treasurer, and Business Manager positions can not all three be held by the same person.

#### **C. REMOVAL OF OFFICERS**

Any Officer may be removed by the Board at any time with or without cause.

### **ARTICLE V. INDEMNIFICATION AND COMPENSATION OF TRUSTEES AND OFFICERS**

#### **A. INDEMNIFICATION**

When The Director, or any Trustee or Officer acts on behalf of The Center, the Center shall indemnify to the full extent permitted any person made or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person, or his or her testator or intestate is or was a Trustee or Officer of the Center. In addition to other indemnification, the Center shall, subject only to any limitation imposed by law, pay and indemnify each such person—in advance of the final disposition of any criminal, civil, administrative, or investigative action, suit, or proceeding—for all reasonable expenses incurred by such person in defending such action, suit, or proceeding. The Center shall make such payment upon receipt of a written undertaking by or on behalf of the person to repay such amount if it is ultimately determined that the person is not entitled to

be indemnified by the Center. In determining whether such a person is entitled to indemnification under this Article, any Not-for-Profit Corporation Law, or otherwise, the burden of proof shall fall upon the Center or any person who takes the position that indemnification is not authorized. Indemnification rights provided under this Article shall constitute contractual rights that cannot be denied retroactively without the consent of the person benefited thereby.

#### **B. COMPENSATION**

Unless otherwise specified by the Board of Trustees, all compensation paid by the Center to any person who both (1) is a Trustee or Officer of the Center and (2) is employed by the Center in a capacity other than as a Trustee or Officer shall be deemed paid to that person solely as compensation for his or her services rendered to the Center in the capacity other than as a Trustee or Officer

#### **C. DEFINITIONS**

For purposes of this Article V, the term "Trustee" includes the Director, acting as Alternate Trustee.

### **ARTICLE VI. MEMBERSHIP**

#### **A. MEMBERS**

In consultation with the Board of Trustees and subject to the Board's approval, the Director shall specify the requirements and procedures whereby a person may become a Member of the Center. The Director shall specify the privileges and obligations of membership as they pertain to spiritual matters; the Board of Trustees shall specify such privileges and obligations as they pertain to financial and other secular matters. Persons admitted to membership in accordance with this paragraph, and no others, shall constitute the "members" of the Center. All persons who are full voting Members of the Center as of the date of adoption of this paragraph shall be deemed to have been admitted to membership in accordance with this paragraph. The Center's Secretary, or the Secretary's designee, shall maintain a current list of the Center's Members.

#### **B. SUSPENSION OF MEMBERSHIP**

1. **Suspension by Director.** The Director may totally or partially suspend the membership of any person, if necessary to protect the safety of persons or property or to prevent disruption of the Center's activities. However, such suspension of membership shall not affect the suspended Member's right to vote by proxy at any special or annual corporate meeting of the Center, and, if the Member is a Trustee, shall not affect the Member's right to act in that capacity. A suspension pursuant to this paragraph shall not extend past the next meeting of the Board of Trustees.

2. **Suspension by Board of Trustees.** While the Board of Trustees has under consideration whether to terminate a person's membership pursuant to section VI© of these By-laws, the Board may suspend that person's membership in the Center. However, any such suspension shall be subject to the limitations specified in the preceding paragraph.

#### **C. LOSS OF MEMBERSHIP**

1. **By Action of Director.** The Director, acting in consultation with the Business Manager and the Head of the Zendo, shall have the authority to terminate a person's membership in the Center, in accordance with these By-laws, by reason of non-payment of sums owed the Center. However, the Board of Trustees shall have the authority to rescind any such termination for good cause shown.

2. **By Action of Director and Board of Trustees.** If the Director determines that a Member is acting contrary to the best interests of the Center or is not fulfilling the obligations and requirements of membership, the Director may recommend that the Board of Trustees terminate the person's membership. The Board shall have the authority to act upon the Director's recommendation after affording the person reasonable notice and opportunity to be heard.

#### **D. QUALIFICATION TO VOTE; MEMBERSHIP**

The right to vote at any annual or special corporate meeting of the Center—or with respect to any other matter required or permitted by law, by the Center's Certificate of Incorporation, or by these By-laws to be voted upon by the Center's Members—shall, be vested solely in those persons who are Members of the Center in good and regular standing.

#### **E. DUES; LOSS OF MEMBERSHIP FOR NON-PAYMENT**

The Center—in accordance with policies adopted by the Board of Trustees—may levy initiation fees, dues, and assessments upon its Members and may impose reasonable fines or other penalties upon its Members for violations of its rules and

*regulations.* The Director, acting in consultation with the Business Manager and the Head of the Zendo, may, in conformity with policies adopted by the Board of Trustees and upon reasonable notice and opportunity to pay the sum owed, terminate a person's membership in the Center for non-payment of fees, dues, assessments, fines, or other penalties. For purposes of this paragraph, membership pledges shall be deemed to constitute "dues," and "fees" shall include, without limitation, fees for sesshin and training programs, as well as any sums owed to the Center for goods or services.

## **ARTICLE VII. CORPORATE MEETINGS OF MEMBERS**

### **A. ANNUAL CORPORATE MEETING**

1. **Date, Time, and Place.** An annual corporate meeting of the Center's Members shall be held sometime in May, unless otherwise determined for a particular year by the Board of Trustees, the exact time, date, and place of the meeting to be fixed each year by the Board of Trustees.
2. **Notice.** The Board shall cause notice to be given of the time, date, and place of each year's annual meeting.
3. **Agenda.** The annual meeting shall elect Trustees pursuant to Article III of these By-laws. In addition, the Director and the Treasurer (or their designees) shall report to the annual meeting regarding the spiritual and the financial affairs of the Center, respectively. The annual meeting shall also vote upon any other matters properly before the meeting under the provisions of these By-laws.

### **B. SPECIAL CORPORATE MEETINGS**

Any special corporate meeting of the Center's Members may be called by the Board of Trustees, either on its own motion or on the written request of at least ten members, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. No matter or question shall be placed on the ballot for a special meeting convened pursuant to this paragraph, unless such matter or question was explicitly stated in the written demand that the meeting be called. The Secretary of the Center upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice in the Secretary's stead. Any meeting convened pursuant to this paragraph shall be held at the Center. The Trustees shall cause notice to be given of the time, date, place, and business to be transacted at any special corporate meeting.

### **C. CONDUCT OF CORPORATE MEETINGS**

1. **Ballots Required; Majorities; Tie Votes; Duration of Voting.** No action taken with regard to any matter or question by an annual or special corporate meeting of the Center shall have any force or effect unless the matter or question is voted upon by written ballot, or a show of hands. The action of a corporate meeting upon any matter or question shall be decided by a majority of the Members voting thereon, a quorum being present in person or by proxy with respect to the matter or question. However, the adoption or amendment of By-laws by a corporate meeting shall require a two-thirds vote of the Members voting. In case of a tie vote, the matter or question proposed shall fail to pass; a tie vote as between two proposed alternatives shall be further discussed and another vote taken.
2. **Presiding Officer; Duties.** The first named of the following persons who is present at an annual or special corporate meeting shall preside: the Director; the Officers of the Center in order of their age, chosen by lot; any Members elected to preside at the meeting. However, the Members present in person or by proxy at a corporate meeting may choose a person to preside at the meeting other than the person designated in the preceding sentence. The corporate secretary or designee shall receive the votes, be the judge of qualifications of voters, and declare the result of votes cast on any matter.

### **D. NOTICE AND BALLOT; WAIVER OF NOTICE; RECORD DATE; PROXY VOTING**

1. Not more than 100 nor less than 20 days before the date of any corporate meeting, the Center's Secretary, or the Secretary's designee, shall mail to each Member of the Center, at the last address provided by the Member, notice of the time, date, and place of the meeting, accompanied, as appropriate by ballot & proxy forms and allowing the Member to vote by mail or designate the Secretary or the Secretary's designee as the Member's proxy for purposes of casting the Member's vote at the meeting with respect to each matter or question in the manner marked by the Member on the ballot. If a Member returns the ballot to the Secretary or the Secretary's designee before the meeting, but is not present at the meeting, the Secretary or the Secretary's designee shall, in accordance with these By-laws, cast the Member's votes by proxy at the meeting in the manner marked on the Member's ballot. If a Member (1) returns the ballot to the Secretary or the Secretary's

designee before the meeting and is present at the meeting or (2) returns the ballot to the presiding officer or the presiding officer's designee at the meeting before the polls close, the ballot shall constitute the Member's votes in person with respect to each matter or question marked thereon.

2. **Record Date.** Unless otherwise specified by the Board of Trustees, the date on which the Center's Secretary or the Secretary's designee mails notice and ballots to the Center's Members shall constitute the record date (1) for determining who is entitled to notice of a corporate meeting or any adjournment thereof, (2) for determining who is entitled to vote at any such meeting or adjournment thereof, (3) and for any other purpose. The Secretary shall enter the record date for each meeting in the minutes thereof.

3. **Proxy Voting Permitted.** Members of the Center may elect to vote or be present by proxy ballot in accordance with the provisions of these By-laws with respect to any matter or question to be voted upon or considered at an annual or special corporate meeting, including without limitation the following: (1) election of Trustees, (2) amendment of the Center's By-laws or Certificate of Incorporation

4. **Proxy Voting Procedures; Proxy Vote by Default.** No vote by proxy shall be counted at a corporate meeting unless (1) cast by returning to the Center's Secretary or the Secretary's designee the proxy ballot form provided to the Member or (2) cast by default under the provisions of this paragraph. If a Member neither attends a corporate meeting nor, prior to the meeting, specifies otherwise by returning to the Center's Secretary or the Secretary's designee a ballot provided to the Member, the Member shall be deemed to have appointed the Secretary, or the Secretary's designee, as the Member's proxy for the purpose (1) of casting the Member's vote with respect to the question or matter in a manner specified by the Board, or (2) of being present at the meeting to receive notices and reports. However, the preceding sentence shall not apply in the following cases:

(1) election of Trustees pursuant to these By-laws; (2) election of Delegates pursuant to these By-laws; (3) removal of the Director pursuant to these By-laws; and (4) removal of a Trustee by vote of the Members pursuant to these By-laws; the establishment of a quorum.

#### **E. QUORUM**

The presence in person or by proxy of 20% of the Center's Members, but in no event fewer than six, shall constitute a quorum for the purpose of acting upon any matter or question placed upon the agenda of an annual or special corporate meeting by action of the Center's Board of Trustees. In determining whether a quorum is present with respect to a particular matter or question at any annual or special corporate meeting, ballots that have been returned, but which are unmarked or spoiled with respect to that matter or question, shall be counted. Members present in person may adjourn a corporate meeting, despite the absence of a quorum.

#### **F. AGENDA**

Those and only those matters or questions that have been properly placed on the agenda of an annual or special corporate meeting pursuant to this paragraph shall be included on the ballots provided to Members; no other matters or questions, except adjournment of the meeting, shall be in order at any corporate meeting, and no vote of a corporate meeting regarding any other matter or question shall have any force or effect. The Board of Trustees may place a matter or question on the agenda for a corporate meeting. Any five or more Members may place a matter or question on the agenda by written demand made upon the Center's Secretary at least six weeks before the date of the meeting. However, notwithstanding the preceding sentence, only the Board of Trustees may place on the agenda of a corporate meeting any amendment, change, or restatement of the Center's Certificate of Incorporation or any amendment or repeal of this sentence.

#### **G. APPROVAL OF MINUTES**

The Board of Trustees shall have the authority to approve the minutes of any corporate meeting. Corrections and approval will take place at the next Trustee meeting.

### **ARTICLE VIII. NON-DISCRIMINATION**

The Center shall not discriminate on the basis of marital status, gender, sexual orientation, race, or ethnic national origin.



## **ARTICLE X. GRIEVANCE PROCEDURE**

### **A. APPLICABILITY; GRIEVANCE COMMITTEE**

This Article X applies to grievances against a Director or Acting Administrator, an Instructor, a Trustee, an Officer or Assistant Officer, a Head of the Zendo, or Business Manager. The Board of Trustees shall, by a majority vote of the entire Board, designate a standing Grievance Committee. The Grievance Committee shall serve at the pleasure of the Board. A quorum of the Committee shall consist of two members.

### **B. COMPLAINT; ACTION BY GRIEVANCE COMMITTEE**

Any Member may submit a written complaint to the Board of Trustees or any individual Trustee. The Grievance Committee established according to Article X(a) shall afford the complainant and the person complained of the opportunity to meet with the Committee. The Committee may also consider such additional evidence and conduct such additional investigation as it deems warranted under the circumstances. The Committee may dismiss the complaint without further action if it determines either (1) that there is insufficient evidence of the truth of the allegations in the complaint to warrant its referral to the full Board of Trustees for consideration pursuant to Article X© of these By-laws or (2) that even accepting as true the allegations in the complaint, no sanction against the person complained of would be appropriate. Otherwise, the Committee shall refer the complaint to the Board. The Committee, in any case, shall submit to the Board written documentation of their findings.

### **C. ACTION BY BOARD OF TRUSTEES**

Upon the Grievance Committee's referral of a complaint to the Board of Trustees pursuant to Article X(B) of these By-laws, or upon the Board's determination to consider a complaint pursuant to this paragraph, the Board shall meet to consider the complaint. The complainant and the person complained of shall be afforded the opportunity to meet with the Board. The Board may also consider such additional evidence and conduct such additional investigation as it deems warranted under the circumstances. The Board shall then determine the merits of the complaint. If the Board finds that a complaint has merit and that sanctions against the person complained of are appropriate, the Board shall have the authority to impose the following sanctions: (1) private reprimand; (2) public reprimand or censure; (3) suspension from duties or office for up to one year; or (4)(a) in the case of a person other than the Director, removal from office, (b) in the case of the Director, (i) recommendation that a corporate meeting of Members remove the Director from office pursuant to Article II(D) of these By-laws and (ii) suspension of the Director from office pursuant to that Article pending a vote of the Members regarding removal. The affirmative vote of three of the five Trustees shall be required to suspend or remove a person, other than the Director, from office, or to put the question of removing the Director from office to a vote of the Members at a corporate meeting. Amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. Notwithstanding any provisions of this Article to the contrary, the Board may consider a complaint either (1) without preliminary action by the Grievance Committee pursuant to Article X(B) or (2) despite the Committee's prior dismissal of the complaint pursuant to Article X(B). In addition, the Board may, on its own motion, investigate the conduct of any person to whom this Article applies and act pursuant to this paragraph without the submission of a complaint. Nothing contained in this Article shall limit the authority of the Board to remove an Officer, Assistant Officer, Acting Administrator, Business Manager, or Trustee pursuant to any other provision of these By-laws or the authority of the Director to remove a Head of the Zendo, or Instructor pursuant to any other provision of these By-laws.

### **D. DISQUALIFICATION FOR INTEREST**

No Trustee shall participate, as a member of the Grievance Committee or as a member of the full Board of Trustees, in a proceeding under this Article if (1) such Trustee is the complainant or the person complained of, (2) if the Trustee's personal relationship with the complainant or the person complained of would significantly affect the Trustee's judgment regarding the matter, or (3) if for any other reason the Trustee would not be able to render an impartial judgment regarding the matter. A Trustee shall disqualify himself or herself if the provisions of the preceding sentence apply to the Trustee; provided that the Board, acting without the participation of the Trustee in question, shall have the right to determine whether a Trustee is qualified to participate in a grievance proceeding.

## **ARTICLE XI FINANCIAL POLICY**

### **A. PRIVATE BENEFIT PROHIBITED**

The assets of the Center shall be used only to advance the purposes of the Center, and shall not otherwise be used for the private benefit of any person. Moreover, no income of the Center shall be paid to any individual other than as reasonable compensation for services rendered.

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## **B. PURCHASES AND CONTRACTS**

The Director, the Business Manager, the Treasurer, and such other persons as may be designated by the Board of Trustees are each authorized to make purchases and to enter into contractual agreements on behalf of the Center in such respective amounts as will be specified from time to time by the Board of Trustees. However, the Board's approval shall be required for any purchase or contract (1) involving the Center's payment of more than an amount specified pursuant to the preceding sentence or the disposal of Center assets worth more than such a specified amount, or (2) that exceeds a budget item approved by the Board. Unless otherwise expressly authorized by the Board, all purchases made and contracts entered into on behalf of the Center shall conform to the requirements of this paragraph and to the budgets, policies, and procedures adopted by the Board. Authority granted pursuant to this paragraph to make purchases may be delegated as follows: (1) the Business Manager may delegate his or her authority pursuant to this paragraph in whole or in part to any Trustee, Officer, employee, resident, or trainee of the Center, (2) any supervisor may delegate or subdelegate his or her authority pursuant to this paragraph in whole or in part to any employee or trainee of the Center who has been designated as a direct or indirect subordinate of that supervisor, (3) the Director may delegate or subdelegate his or her authority pursuant to this paragraph in whole or in part to the Head of the Zendo, and (4) any Officer may delegate or subdelegate his or her authority pursuant to this paragraph in whole or in part to any Assistant Officer who reports to that Officer. Any delegation or subdelegation of authority pursuant to this paragraph shall be subject to such exceptions, limitations, policies, and procedures as the Board may adopt from time to time. Any person who delegates or subdelegates authority pursuant to this paragraph shall ensure that his or her delegees exercise such delegated authority in conformity with all applicable budgets, policies, and procedures. No person is authorized to make any purchase or to enter into any contractual agreement on behalf of the Center, or to dispose of any assets belonging to the Center except as authorized pursuant to this paragraph, pursuant to Article XI of these By-laws, or as otherwise expressly authorized by the Board of Trustees.

## **C. GIFTS**

The Director and such other Members as may be designated by the Board of Trustees are each authorized to make gifts of assets belonging to the Center in such respective amounts as may be specified from time to time by the Board of Trustees, provided that any such gift shall be made in accordance with the budgets, policies, and procedures adopted by the Board. However, any gift of more than such a specified amount or of assets worth more than such a specified amount shall require the approval of the Board. The authority granted under this paragraph may not be delegated. No person is authorized to make any gift of assets belonging to the Center except as authorized pursuant to this paragraph or as otherwise expressly authorized by the Board. Any gift of assets belonging to the Center shall conform to the restrictions contained in these By-laws.

## **ARTICLE XII. AMENDMENTS TO CERTIFICATE OF INCORPORATION OR BY-LAWS**

### **A. CERTIFICATE OF INCORPORATION**

Any amendment, change, or restatement of the Center's Certificate of Incorporation shall conform to Illinois law.

### **B. BY-LAWS**

1. **By Members.** By-laws may be adopted, amended, or repealed by the Members at a properly called corporate meeting. However, adoption or amendment of By-laws by the Members shall be by a two-thirds vote of the Members present and voting in person or by proxy, after written notice, embodying such By-laws or amendment, has been openly given at a previous meeting, or in the notices of the meeting at which such proposed By-laws or amendment is to be acted upon.

2. **Form of Amendment.** Any adoption, amendment, or repeal of a By-law shall state the exact language to be added, deleted, or changed and the Article, paragraph, and sentence of the By-laws to which the addition, deletion, or change pertains.

3. **Substance of Amendment.** The Center's By-laws may contain any provision relating to the business of the Center, the conduct of its affairs, its rights or powers, or the rights or powers of its Members, Trustees, or Officers, not inconsistent with the Law.