

PREAMBLE

Lotus Heart Zen of Central New York (LHZ) exists for the extracurricular study and practice of meditation and mindfulness and Buddhism with an emphasis on sitting meditation and contemplative practices primarily from the Chinese Ch'an (Zen) tradition, but also includes practices from other Buddhist traditions, such as Pureland, Korean, Vietnamese, etc. In addition to the instruction and practice of these forms of meditation, post meditation practices related to conduct and understanding of the Buddhist spiritual path are explored. Authorized teachers from these practice lineages may be invited and books by authors from these traditions will be shared in order to better explain these forms of meditation in the context of the history and philosophy of each tradition.

ARTICLE I Name and Offices

The name of the organization is **Lotus Heart Zen of Central New York**. This name can only be changed by full consensus agreement of the entire Board of Directors.

SECTION 1 Principal Office

The principal office of the organization for the transaction of its business is located in Madison County, New York.

SECTION 2 Other Offices

The organization may also have offices at such other places, within or without the state of New York, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

SECTION 3 Change of Address

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

ARTICLE II Purposes

SECTION 1 Objectives and Purposes

The primary mission and objectives of this organization shall be:

Mission:

- To cultivate compassion, attention and gratitude, in one's self, the community and the wider world.
- To be a sanctuary of the Three Jewels (Buddha, Dharma and Sangha) in order to cultivate compassion, attention and gratitude within its members.
- To provide teachings and practice to help individuals wake up to their true nature, to the present moment and to live mindfully.
- To provide spiritual services and instruction for its members, their families and the community.

Objectives:

1. To provide a practice space for meditation and Zen practice groups and special events or services.
2. To support mindful living through spiritual education, community service and other activities.
4. To provide a facility for spiritual enrichment and educational events such as retreats, classes, and workshops.
5. To provide a serene location for celebrations of life transitions, such as births, marriages, deaths.
6. To organize non-partisan advocacy activities in the spirit of engaged Buddhism.
7. To encourage practices that embody the connection between spirituality and environmental sustainability.

ARTICLE III Directors

SECTION 1 Number

The organization shall have at least three, and no more than five directors who shall collectively be known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2 Powers

Subject to the provisions of the New York Nonprofit Groups law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this organization, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3 Duties

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this organization, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the organization;
- (c) Supervise all officers, agents, and employees of the organization to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the Communications Director of the organization and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4 Terms of Office

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these bylaws, and until his or her successor is elected and qualifies.

SECTION 5 Compensation

Directors shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in ARTICLE IV Officers.

SECTION 6 Place of Meetings

Meetings shall be held at the principal office or the practice space of the organization unless otherwise provided by the board or at such place within or without the state of New York, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office or practice space of the organization shall

be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Communications Director of the organization or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting of directors, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference phone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is able provide the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the organization;
- c) The organization adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the organization or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 7 Regular Meetings

Regular meetings of directors shall be held as determined by the board.

At the annual meeting of directors held in the first week of January or if for some reason this is not possible then as determined by the board, directors shall be elected by the Board of Directors in accordance with this section.

- a) Sitting members of the Board of Directors may each individually nominate up to two persons.
- b) Nominations for board members shall close by 5:30 PM on the 30th of in December prior to the annual meeting unless otherwise agreed upon by the board.
- c) Directors may cast three votes, but no director shall cast more than one vote for any single nominee.

- d) Ballots will be tallied by the Board of Directors at the time they are cast.
- e) The nominees with the most votes will be elected until all vacant positions are filled.
- f) Directors will be elected to a one-year term of service. Upon completion of the one-year term of service directors may be re-elected to office if nominated pursuant to the provisions of this section.

SECTION 8 Special Meetings

Special meetings of the Board of Directors may be called by the General Director, Abbot, Communications Director, or by any two directors, and such meetings shall be held at the place, within or without the state of New York, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization.

SECTION 9 Notice of Meetings

Regular meetings of the board may be held without prior notice. Special meetings of the board shall be held upon four days' notice by first-class mail or forty-eight hours' notice delivered personally or by email, text or telephone. Such notices shall be addressed to each director at his or her address as shown on the books of the organization. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjournment and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 10 Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 11 Waiver of Notice and Consent to Hold Meetings

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes

thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12 Quorum for Meetings

A quorum shall consist of no less than three directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this organization, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion, which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this organization.

SECTION 13 Two-thirds Majority Action as Board Action

The Board of Directors will strive to make all actions or decisions a consensus of those present, otherwise every act or decision done or made by a two-thirds majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation or bylaws of this organization, or provisions of the New York Nonprofit Groups Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a director has a material financial interest, and indemnification of directors, require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the chairperson of the board or, if no such person has been so designated or, in his or her absence, the General Director of the organization or, in his or her absence, by the Abbot or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Communications Director of the

organization shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by **Roberts Rules of Order** as such guide may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of this organization, or with provisions of law.

SECTION 15 Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law, which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this organization authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16 Vacancies

Vacancies on the Board of Directors shall exist

- 1) on the death, resignation, or removal of any director, and/or
- 2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been removed from office by the superior court for engaging in fraudulent acts pursuant to the appropriate provision of the New York State Nonprofit Groups Law.

Directors may be removed without cause if such removal is approved by 50% majority vote by the organization's members.

Any director may resign effective upon giving written notice to the chairperson of the board, the General Director, the Abbot, the Communications Director, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs.

Except for a vacancy created by the removal of a director by the members, if any, of this organization, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by t

- 1) the unanimous written consent of the directors then in office;
- 2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this article of these bylaws, or
- 3) a sole remaining director.

The members, if any, of this organization may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 17 Nonliability of Directors

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

ARTICLE IV Officers

SECTION 1 Number of Officers

The officers of the organization shall be a General Director, an Abbot, a Communications Director, a Financial Director, and a Membership Director. The organization may also have, as determined by the Board of Directors, a chairperson of the board, one or more assistant directors or other officers. Any number of offices may be held by the same person except that neither the Communications Director nor the Financial Director may serve as the General Director or chairperson of the board.

SECTION 2 Qualification, Election and Term of Office

Any person may serve as an officer of this organization. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3 Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the General Director or Communications Director of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the organization.

SECTION 5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of General Director, such vacancy may be filled temporarily by appointment by the General Director until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6 Duties of General Director

The General Director shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this organization, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the General Director shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7 Duties of The Abbot

In the absence of the General Director, or in the event of his or her inability or refusal to act, the Abbot shall perform all the duties of the General Director, and when so acting shall have all the powers of, and be subject to all the restrictions on, the General Director. The Abbot will oversee upkeep and maintenance of the practice space for both the Meditation and Zen groups. The Abbot shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 8 Duties of the Communications Director

The Communications Director shall:

Certify and keep at the principal office of the organization the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the organization and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the organization under its seal is authorized by law or these bylaws.

In general, perform all duties incident to the office of Communications and such other duties as may be required by law, by the articles of incorporation of this organization, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9 Duties of the Membership Director

The Membership Director shall:

Keep at the principal office of the organization a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Enrolls new members, collects dues, distributes welcome packages, birthday and/or special events cards.

Exhibit at all reasonable times to any director of the organization, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the organization.

SECTION 9 Duties of the Financial Director

Subject to the provisions of these bylaws relating to Article IV Execution of Instruments, Deposits, and Funds the Financial Director shall:

Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on request therefor.

Render to the General Director and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Report account balances at each monthly Board of Directors meetings or upon request by any of the directors of the organization.

In general, perform all duties incident to the office of finance and such other duties as may be required by law, by the articles of incorporation of the organization, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10 Qualifications for Holding Office

Regular attendance and participation at Meditation and/or Zen practice Groups.

SECTION 11 Selection of Officers

Election/Selection occurs at the annual sangha meeting (in January) for positions to be assumed in that year. The General Director is responsible for either holding an election or governing a process whereby members volunteer for the various positions. Directors will assume their positions through that year and will maintain their positions until the next annual sangha meeting (i.e., one-year terms for all officers).

SECTION 12 Filling Vacancies

If the office of the General Director becomes vacant, the Abbot will assume the duties associated with that office. If the Abbot position becomes vacant, the Communications Director will assume the duties associated with that office. If the Communications Director's office becomes vacant the Abbot will assume duties associated with that office. If the Financial Director's office becomes vacant, the Communications Director or Membership Director will assume duties associated with that office.

SECTION 13 Recall of Officers

Conditions for removal:

- 1) failure to perform duties;
- 2) physical or verbal abuse;
- 3) intolerance toward religious or non-religious views (Buddhist or other);
- 4) repeated instances (more than two) of participation in group events while intoxicated (use of alcohol or recreational drugs);
- 5) excessive absenteeism and/or lack of participation in Meditation and/or Zen practice groups.

A 50% majority vote of the group's membership is necessary for impeachment. Final action will be delayed until next regular meeting.

ARTICLE IV Execution of Instruments, Deposits, and Funds

SECTION 1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount

SECTION 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Financial Director and countersigned by the General Director, Communications Director, or Abbot of the organization.

SECTION 3 Deposits

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4 Gifts

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the mutual benefit purposes of this organization and any such occurrence must be reported to the treasurer within ten (10) days. The treasurer must report such occurrence to the board at the next regular meeting.

ARTICLE V Membership

SECTION 1 Types of Membership

Lotus Heart Zen Meditation & Mindfulness Group:

- 1) 10 Class Membership Card
- 2) Annual Membership
- 3) Pay-as-you-go (Drop-in rate)

Lotus Heart Zen Practice Group:

- 1) Monthly membership
- 2) Annual membership
- 3) Volunteer membership

Active: Currently registered and attending members

Inactive: Members who have registered in the past, but are no longer contributing and attending

Membership Levels:

- a) Patron
- b) Sangha
- c) Full Time Student/Senior
- d) Dharma Friend
- e) Remote Sangha

SECTION 2 Membership Qualifications

There are no qualifications required for membership or participation in Lotus Heart Zen. Also, although the forms of meditation are presented in the context of Zen Buddhist practice, members need not be Buddhists. The types of meditation presented can be applied to any faith tradition and to anyone's personal life. Buddhist teachings are medicine for everyone and anyone. Proselytizing is not a common feature of Buddhism and is not an activity that Lotus Heart Zen engages in or encourages.

SECTION 3 Membership Qualifications Non-discrimination Statement

The Lotus Heart Zen sangha embraces and affirms that all persons are of inherent equal worth, therefore, every human being is invited to participate fully in any and all of our programs. We welcome into our practice and fellowship, all people, regardless of age, economic reality, education, ethnicity, faith history, family structure, gender identity, nationality, physical and mental ability, sexual orientation and life experience.

SECTION 4 Selection of Members

People who wish to become members will contact the General Director, Abbot or Membership Director in person or via email and will be notified of acceptance both in person and via email.

SECTION 5 Voting Privileges

- a) All members are entitled to vote on all issues.
- b) Absentee ballots may be used.

SECTION 6 Termination of Membership

Membership may be terminated due to:

- 1) physical or verbal abuse;
- 2) intolerance toward religious or non-religious views (Buddhist or other);
- 3) Repeated instances (more than two) of participation in group events while intoxicated (use of alcohol or recreational drugs);

Termination will be approved by a 50% majority vote of the group's membership. Notice of termination of membership will be sent via email.

ARTICLE VI Finances

SECTION 1 Accounts

SECTION 2 Dues, Fees

SECTION 3 Financial Policy

The financial books and records will be audited once per year.

Section 4 Disposition of Funds in Case of Inactivation

Funds and property will go to Ven. Do'an Prajna (Antony Galbraith), who will then distribute to Lotus Heart Zen sangha members at his discretion.

ARTICLE VII Statement of Compliance

The group will comply with all local, state, and federal laws.

SECTION 1 Registration/Reactivation

The General Director will complete and follow through on the requirements for the registration process and reactivation process in accordance to federal, state and local law.