

BYLAWS  
The NORTH CAROLINA ZEN CENTER, INC.  
*Amended September 2010*

**ARTICLE I – Purpose**

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

**ARTICLE II – Offices**

Section 1. Principal Office. The principal office of the Corporation shall be: 390 Ironwood Road, Pittsboro, North Carolina, 27312-6754

Section 2. Registered Office. The registered office of the Corporation shall be identical with the principal office of the Corporation, unless changed by resolution of the Board of Directors.

Section 3. Other Offices. The Corporation may have other offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate by resolution or as the affairs of the Corporation may require from time to time.

**ARTICLE III – Board of Directors**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Majority. A majority of directors are required to be present before a meeting can take place or to make any decision or resolutions regarding the affairs of the Corporation. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting shall be the act of the Board of Directors.

Section 3. Number and Tenure. The number of directors shall not be less than three or more than nine, or as established by resolution of the Board from time to time. Each director shall hold office for one or more terms of up to three years each and until his or her successor shall have been elected or until his or her earlier resignation or removal.

Section 4. Election and Terms. Directors shall be elected or reelected by majority vote of the Directors shall be elected for three-year terms and their terms staggered so that no more than two directors terms expire during one year. Directors may serve on the Board for no more than nine consecutive years and then may not serve again until they have been off the Board for a period of two years.

Section 5. Removal. Directors may be removed for cause by the majority vote of the Directors at a duly convened meeting called for such purpose. If any Director is removed, a new Director may be elected at the same meeting.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the majority vote of the Directors at a duly convened meeting. A director elected to fill a vacancy shall be

elected for the unexpired term of his or her predecessor in office.

- Section 7. Committees. The Board may set up work committees it deems necessary or appropriate. The composition and duties of such committees shall be as determined by the Board.
- Section 8. Virtual Actions. The Board may pass resolutions via electronic communications (i.e., email), including electing Directors or Officers, if the vote is unanimous and is confirmed at a subsequent meeting attended by a majority of Directors and recorded in the meeting minutes.
- Section 9: Compensation. No board member including the officers may be compensated for his or her service to the organization except for 1) reimbursement of expenses incurred in the course of their duties and in the course of carrying out the purposes of the Corporation as may be approved by the Board of Directors, and 2) reasonable compensation for work or services not related to the governance of the organization may be paid if such compensation is approved by a vote of the Board with the affected member abstaining from the vote.

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

- Section 1. Number and Method. The Board of Directors shall hold regular meetings at least three times a year. Meetings of the Board may be held in North Carolina or elsewhere; they may be held in person or via teleconference. Additional meetings of the Board of Directors may be called at the request of the Chair or the Secretary of the Board or any two Directors.
- Section 2. Notice of Meetings. Regular meetings of the Board may be held without notice. The person or persons calling a special meeting of the Board shall, at least thirty days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.
- Section 3. Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 4. Presumption of Assent. A director who is present at a Board of Directors' Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 5. Adjournment of Meetings. If a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

## **ARTICLE V – Officers**

- Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such officers as the Board of Directors may from time to time elect.
- Section 2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors and each officer shall hold office for one or more terms of three years each or until a successor shall have been elected and qualified, or earlier upon his death, resignation, retirement, removal, or disqualification.
- Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. President. The President of the Board shall be the principal corporate executive officer of the Corporation, subject to the direction and control of the Board of Directors, and shall in general supervise and control the governance of the Corporation, except that the conduct of religious affairs shall be granted to the Abbot, who will be chosen by the Board.
- The president shall preside at all meetings of the Board where he or she is present. If he or she is not present the Board shall elect a chair to preside at that meeting. The President shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds or other instruments which may be lawfully executed by the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to otherwise be signed or executed. The President shall perform all duties incident to this office and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 5. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Members and of the Board of Directors, in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with these Bylaws or as required by law; (c) be custodian of the corporate records and seal of the Corporation and see to it that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.
- Section 6. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) prepare, or cause to be prepared, a true statement of the corporate assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State of North Carolina within four months after the end of such fiscal year and kept available there for a period of at least ten years; (c) in general perform all of the duties incident to the office of Treasurer and such other duties as assigned by the President or by the Board of Directors, or these Bylaws.

## **ARTICLE VI – Personnel**

Section 1. Abbot. The Board of Directors is responsible for ensuring that the Center maintains appropriate religious leadership to sustain its purpose as stated in Article I of these bylaws. To this end the Board shall appoint an Abbot to lead the religious affairs of the Corporation.

In selecting and appointing an Abbot the Board shall conduct a search process that aligns with the traditions of Rinzai Zen spiritual practice. They shall widely seeking counsel and input from the NC Zen Center community of past and present teachers, abbots, students, monks, practitioners, board members, and respected spiritual leaders who have experience in Rinzai practice and a demonstrated interest in the well-being of the Center.

Section 2. Termination. The Board shall exercise the power to remove or replace an Abbot.

Section 3. Delegation. The Board of Directors may delegate the day-to-day management of the staff and affairs of the Center to the Abbot and authorize the Abbot to sign such instruments of the Corporation as they deem appropriate.

Section 4. Compensation. The Board of Directors shall determine the terms of compensation for the abbot.

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

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

## **ARTICLE VIII – General Provisions**

Section 1. Seal. The corporate seal of the Corporation shall be in a form adopted by resolution of the Board.

- Section 2. Waiver of Notice. Whenever any notice is required to be given to any Member or director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.
- Section 4. Amendments. These bylaws may be amended by a majority vote of the Board of Directors provided that the proposed amendments have been mailed to the Directors at least seven (7) days in advance of the meeting at the time a vote of the amendments will be taken. The membership shall be notified of any amendment made by the Directors to the Bylaws within twenty days after the date such amendment is adopted.
- Section 5. Profit. No financial profit from the activities of the Corporation shall inure to the benefit of any Board member, Officer, Staff, or Abbot or any other individual.
- Section 6. Dividends. The Corporation has no power to distribute a financial gain or declare any dividends.
- Section 7. Liquidation of Assets. In the event of the dissolution of the Corporation, all assets remaining after the payment of the Corporation's debts shall be distributed by the Board of Directors +for one or more of the purposes consistent with the purposes of the Corporation as stated in the Articles of Incorporation and shall not be distributed for any other purpose. In the event that the Board of Directors fails to distribute the remaining assets of the Corporation, the Clerk of Superior Court is authorized to select one or two organizations designated for charitable purposes for the distribution of said assets.

These Bylaws are accepted and approved by the Board of Directors in an organizational meeting duly held under the rules of these Bylaws.

This \_\_\_\_ day of \_\_\_\_\_, 2010.

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President

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Secretary