

Bylaws
of
The Zen Center of Portland, Inc.
An Oregon Nonprofit Religious Corporation
(December 20, 2006)

Article 1: Name and location of corporation

The name of this organization shall be the Zen Center of Portland, Inc. The principal office of the Zen Center of Portland, Inc. for religious services and the transaction of business shall be 2520 NW Upshur, Portland, OR 97210. The Board of Directors (also know in these by-laws as the Board) may at any time, or from time to time, change the location of the principal office from one location to another location in Multnomah County. Any change of location of the principal office shall be noted in these bylaws.

Article 2: Purpose

The purpose of this organization is to form a community of students and practitioners, to provide a Teacher to advise them in the teaching and practice of Zen, and to provide a facility in which these activities and other activities which the Board and/or Teacher deem appropriate, may take place. We intend to manifest and support practice of the Awakened Way as expressed in the teaching of Charlotte Joko Beck.

Article 3: Membership

Section 1. **Members.** There shall be two classes of members of this corporation. The first class shall be known as members. The second class shall be known as 'voting' members.

Section 2. **Qualifications of Membership.** Anyone contributing dues or 'in-kind' service will be considered a member. Dues will be on an honor system with a minimum of \$1 per month and a suggested \$30 per month. The Board may also allow individuals to become members based upon an agreed upon 'in-kind' service to the Center, negotiated between the member and the Board of Directors. A member who has contributed dues or an 'in-kind' service for six months within the calendar year prior to the annual January Board Meeting and has attended the Center at least five times over that period will be considered a voting member at the January Board Meeting, should they so desire.

The Teacher shall be a designated voting member.

The Board shall inform newcomers of the qualifications for voting membership by any reasonable means and provide them with access to these By-laws.

At the end of each calendar year, the Board shall ratify and publish a list of voting members for the coming year. The Board, in its discretion, may remove only inactive voting members from the list at this time. However, the Board shall reinstate any voting member so removed upon that member's request, unless the Board finds cause for postponing or not reinstating that member for good reason. In any case, such member may petition the Board to discuss the matter for resolution.

The date of publication of the voting members list shall be the record date for determining the members entitled to notice of or to vote at any meeting, to vote by written ballots, or to exercise any other rights with respect to lawful action during the following year and until the Board's next publication of a list of voting members.

Section 3. **Rights of Voting Members.** Each voting member of this corporation shall be entitled to one vote. The voting members shall have the right to vote on the election of the Board of Directors, on the disposition of all or substantially all of the assets, on a merger and its principal terms and any amendment of those terms, on an election to dissolve the corporation, and any other issues the voting members may vote on under the Oregon Nonprofit Corporation Code. Voting members have the right to be elected to the Board of Directors.

Section 4. **Termination of Membership.** Membership may be terminated by the Board after giving the member at least thirty days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of termination. The decision of the Board shall be final and shall not be reexaminable by any court.

Section 5. **Annual Meeting.** The annual meeting of the members shall be held the third Saturday of each January, unless the Board decides another date is more appropriate. In the latter case, members shall be notified of the change.

Section 6. **Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, the Teacher, the President, or by the call of the holders of at least 15% of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting.

Section 7. **Review Meeting.** In every year divisible by five, a meeting will be held to evaluate the bylaws and organizational purpose. During this meeting, members will vote to continue or dissolve the organization.

Section 8. **Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record by e-mail or by first class mail at least thirty days but not more than sixty days before the meeting. The notice shall also be posted on the Center's bulletin board. The notice shall include the date, time, place, and purposes of the meeting.

Section 9. **Quorum and Voting.** The quorum will be defined as a simple majority of voting members.

Section 10. **Proxy Voting.** There shall be no voting by proxy.

Section 11. **Action by Consent.** Any action required by law to be taken at a meeting of members, or any action which may be taken at a members' meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

Section 12. **Liabilities.** A member of this corporation shall not be personally liable for the actions, omissions, debts, liabilities or obligations of the corporation except as stated in the Oregon Nonprofit Corporation Code. Any and all creditors shall obtain satisfaction only from the assets of this corporation for payment.

Article 4: Board of Directors

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2. **Number.** The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 3. **Term and Elections.** The term of office for Directors shall be one year. A Director may be reelected without limitation on the number of terms s/he may serve. A Director must be a voting member of the Zen Center of Portland. The Board shall be elected by the voting members at the annual meeting of the members.

Section 4. **Removal.** Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the voting members at an election of Directors.

Section 5. **Vacancies.** Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on the Board.

Section 6. **Quorum and Action.** A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by mail or by e-mail not less than two days prior to the special meeting.

Section 9. **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can communicate with each other.

Section 10. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Article 5: Committees

Section 1. **Executive Committee.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. Meetings of the Executive Committee are not required to be open to the members or the public.

Section 2. **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Section 4. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets, may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article 6: Officers

Section 1. **Titles.** The officers of this corporation shall be the President, Secretary, and the Treasurer.

Section 2. **Election.** The Board of Directors shall elect the President, Secretary, and Treasurer to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy of the office of President, Secretary, or Treasurer shall be filled no later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 5. **President.** The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. **Secretary.** The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; and (d) any other duties as may be prescribed by the Board of Directors.

Section 7. **Treasurer.** The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) depositing of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, (c) disbursement of all funds when proper to do so; (d) making of financial reports as to the financial condition of the corporation to the Board of Directors; (e) and any other duties as may be prescribed by the Board of Directors.

Article 7: Teacher

Section 1. **Teacher.** The Teacher of the Zen Center of Portland, Inc. shall be Larry Christensen. He shall serve as Teacher hereafter until or unless removed according to the procedures below, or until he resigns or is unable to continue as Teacher for any reason, including illness,

incapacity, or death.

Section 2. **Teacher's Role.** The Teacher's role is to teach, counsel, assist, and support the practice of Zen rather than to be responsible for the corporate governing body. The Teacher shall not necessarily be expected to administer the operational activities of the corporation in accordance with these bylaws and other applicable laws.

Section 3. **Rights of the Teacher.** The Teacher shall be a voting member of the corporation but may not serve as an officer for the corporation. As a voting member, the Teacher may be elected to the Board of Directors in accordance with these bylaws. The Teacher may, in his/her discretion, select one or more assistant teachers, but should consult with and advise the Board regarding the selection(s) prior to announcing the decision.

Section 4. **Dismissal.** The Teacher may be dismissed as Teacher only according to the member expulsion procedure described in these bylaws (Article 3, Section 4) with the following additional requirements:

The notice stating the dismissal resolution shall be posted at the principal place of assembly at least thirty days before the proposed effective date of the dismissal.

Notice of all meetings and hearings must be given to the membership a minimum of thirty days in advance by posting at the principal place of assembly and/or publication in the newsletter, or by any other means reasonably calculated to give adequate notice for attendance.

All meetings and hearings must be open for attendance by membership.

Section 5. **Subsequent Teacher.** Should Larry Christensen cease to be the Teacher, the Board may select a subsequent Teacher, or may choose to have no Teacher for any period of time. Any subsequent Teacher shall be selected and installed by resolution of the Board.

Article 8: Affiliation

The corporation shall be affiliated with The Ordinary Mind Zen School.

Article 9: Branches

The Board may establish such branch locations as it may from time to time determine appropriate within or without the State of Oregon.

Article 10: Corporate Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article 11: Amendments to Bylaws

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ADOPTED: December 20, 2006