

Bylaws

Ring of Bone Zendo

Ring of Bone Zendo is a non-profit religious corporation organized for the practice and study of Zen Buddhism.

I. MEMBERSHIP

- A. **General.** The ROBZ Membership sits at the apex of its organizational structure, with the officers and committees serving it. Final decision-making authority in all areas of Zendo business rests with core and sustaining members. Decision making takes place at regularly scheduled Meetings for the Practice of Business (MPB) which are described in the sections that follow. There are three categories of Membership: Core, Sustaining, and Associate. The basic criterion for each category is a level of participation in activities of Ring of Bone Zendo.
- B. **Requirements.** ROBZ Membership Guidelines describe the level of participation required to qualify for each Membership category. Guidelines may be amended or updated by the Membership at any time during an MPB. Those applying for Membership do so by contacting the Membership Secretary. Membership must be approved by the Practice & Care Committee in consultation with the Membership Secretary.
- C. **Term of Membership.** All Memberships shall have a term of one calendar year and be renewable so long as Membership requirements are met. Memberships not renewed shall be considered to have lapsed.
- D. **Dues.** Membership dues are decided at a MPB.
- E. **Removal.** Any member may be removed from Membership by a decision made at a regularly scheduled MPB, or at a special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Core and sustaining members shall receive written notice at least seven days in advance of the meeting at which such removal is to be considered. The member in question is entitled to appear before and be heard at such a meeting. Removal from Membership will be rare, reached only after prolonged deliberation and involvement of the Practice & Care Committee to help resolve the pertinent issues.
- F. **Maintaining Records.** A Membership Secretary keeps a list of all active members, along with their relevant contact information.

II. MEETING FOR PRACTICE AND BUSINESS

- A. **General.** Meeting for Practice of Business is the setting in which all major decisions of the Sangha are made. The document, “ROBZ Governance Agreement”, describes how we conduct all meetings of the Corporation.
- B. **Decision Making.** Members and Non-members alike are welcome to attend any MPB. Core and Sustaining Members provide final weight on decisions. We rely throughout on the principle of acting with One Mind. This term denotes not unanimity, which requires the agreement of everyone present, but

rather a general satisfaction that Members have aired their concerns fully and that the Sangha has done its best to weigh and incorporate those concerns in arriving at a decision. Thus it may be concluded that the Sangha has reached One Mind despite the existence of divergent, even opposing, views on the matter under discussion. A decision to go forward in One Mind while a Member remains opposed will be rare, reached only after prolonged attempts at harmonious resolution.

- C. Moderator. The Moderator presides over the MPB and serves to set the agenda, guide the discussion and identify if and when the Membership has come to One Mind regarding a decision.
- D. Agenda. The meeting agenda is set by the Moderator in consultation with members of the Practice & Care and Business & Finance Committees.
- E. Schedule. Meetings are scheduled at approximately one-month intervals, with no fewer than six meetings annually.
- F. Quorum. The quorum for decision making comprises 50% of the number of Core members, rounded up to the nearest whole number. The existence of a quorum shall be determined by a count of the Core members and sustaining members.
- G. Records. A written record of every meeting shall be kept, including, at a minimum, a list of those who attended and a minute of each decision of the Membership.
- H. Financial Report. A financial report shall be made at least once a year.

II. COMMITTEES

- A. General. Two standing committees serve the sangha: the Practice & Care Committee and Business & Finance Committee. The Membership may establish other committees, either standing or ad hoc, as needed.
- B. Duties.
 - 1. Practice & Care Committee.

This committee monitors the spirit and vitality of the Sangha. It offers a number of services including, but not limited to, taking note of illness or financial problems, offering counseling, offering a conduit to air grievances and receiving and reviewing requests for Membership. The ROBZ Governance Document outlines the committee responsibilities in more detail.
 - 2. Business & Finance Committee.

This committee serves the Sangha by managing or overseeing most of its practical affairs. Its duties include, but are not limited to, overseeing maintenance, managing finances and recruiting people to fill the various service roles required to keep the organization functioning. The ROBZ Governance Document outlines the committee responsibilities in more detail.
- C. Terms. The terms for committee members are established by the Membership at a MPB.
- D. Approving and Removing. Committee members are chosen from the Membership. A Nominating Committee identifies individuals who are able

and willing to serve, with final approval required by the Membership at a MPB. Any committee member may be removed by a decision made at a regularly scheduled MPB, or at a special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes.

III. MODERATORS

- A. General. Meeting Moderators are chosen from the Membership. A Nominating Committee identifies individuals who are able and willing to serve in this capacity, with final approval required by the Membership at a MPB. The term for the Moderator positions is two years and is renewable by a decision of the Membership.
- B. Moderator. This leader has a crucial role in shaping our interchanges, especially in maintaining the trust and sense of fairness necessary for the type of collective decision-making to which we aspire. Accordingly, the Sangha will seek for this position a member respected for maturity in the Way, exemplifying practice and realization in both speech and action. The Moderator will need to be an attentive and sensitive listener; be able to guide meetings gently but firmly; know Ring of Bone's Membership and history; and possess strong organizational skills. In addition to playing a central role in MPBs, the Moderator will endeavor to maintain a broad overview of the Sangha's welfare; stay in touch with its committees and individual leaders; promote a smooth flow of communication among them; monitor impending vacancies in leadership positions; and, when necessary, initiate timely processes for nomination of new leaders.
- C. Co-Moderator. The Co-Moderator will serve in the capacity of Moderator when called upon, and the same qualities will be sought in a nominee. The Co-Moderator will work closely with the Moderator in keeping abreast of developments in Sangha business and will assist in the duties around preparing for and running MPBs. Although this collaboration will provide excellent training for subsequent service as Moderator, it is not assumed that the Co-Moderator will automatically succeed an outgoing Moderator.

IV. BOARD OF DIRECTORS

- A. General. In accord with the provisions of the California Nonprofit Religious Corporation Law and the Articles of Incorporation, the Ring of Bone Zendo shall maintain a board of Directors with a minimum of three officers: President, Secretary and Treasurer. The Board officers shall be selected from members of the Business and finance Committee. Each time Board officers change, that committee shall present a nomination for each board position at an MPB, for decision by the membership.
- B. Duties.
 - 1. President. The President shall maintain oversight of corporate concerns as a whole and monitor the work of the other officers to ensure that they discharge their responsibilities properly.

2. Secretary. The Secretary shall have charge of such books, documents, etc., as the Membership may determine; shall provide for the keeping of records at all MPBs; shall sign in the name of and on behalf of the Corporation, any resolutions, contracts, or agreements authorized by the Membership. The Secretary is responsible for reporting the organization's nonprofit status bi-annually to the state Attorney General (Statement of Information Form SI-100). The Secretary may delegate any or all of these duties but holds the final responsibility.
 3. Treasurer. The Treasurer is responsible for fiscal management duties. The Treasurer shall have custody of all funds, property, and securities; shall sign all receipts, vouchers, checks, notes, etc.; shall be responsible for keeping full and accurate account of all monies and obligations received and paid or incurred by and for the Corporation and shall exhibit the books of account at reasonable times to any Member on application; shall prepare and deliver at a MPB a statement of the Corporation's finances for the fiscal year immediately past; shall, in general, be responsible for all duties incident to the office of Treasurer. The Treasurer may delegate any or all of these duties but holds the final responsibility.
- C. Terms. The terms for these offices coincide with the terms of the members of the Business & Finance committee.
 - D. Approving and Removing. Approval and removal follows the normal process for any member of the Business and Finance Committee.

V. EMPLOYEES & CONTRACTORS

- A. General. The Membership may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and unless so authorized, no officer, agent, or member shall have the power or authority to bind the Corporation by any contract or engagement or pledge its credit and render it liable pecuniarily for any purpose or for any amount.
- B. Teacher. Should the Membership decide at a MPB to find a person to assume formal teaching responsibilities at Ring of Bone Zendo, the search for a teacher will be led by members of the Practice & Care Committee. Approval of a new teacher will be by affirmation of the Membership present at a regular MPB or special meeting called for this purpose.
- C. Compliance. All state and federal laws pertaining to the hiring and paying of employees and contractor will be honored. These include but are not limited to the withholding of state and federal taxes and the issuing of 1099, 1096 and W-2 forms.

VI. CONFLICT OF INTEREST

- A. General. All Board members, Committee members, and Moderators must act in the best interest of the Corporation when contemplating entering into a transaction or arrangement that might benefit their private interest or might result in a possible excess benefit transaction. Said individuals must identify

and declare any personal circumstances or interest that may be perceived as inappropriately influencing their decision making authority.

VII. FINANCIAL POLICY

- A. Spending Rules & Limits. The Business and Finance Committee is authorized to spend money, without consulting the general Membership, up to a limit decided by the Membership at a regularly scheduled MPB. Spending beyond this limit requires approval by the Membership.
- B. Records. Responsibility for maintaining financial records is held by the Treasurer, in accordance with standard accounting practices which include, but are not limited to, a check register for payments; an accounting of all income including donations, sesshin fees and Membership fees; and all bank records.

IVIII. AMENDMENT OF BYLAWS

- A. These bylaws may be amended at a MPB by decision of the Core and Sustaining members present, provided that the proposed amendment(s) accompany the notice of the meeting. Such proposal(s) shall be submitted in writing by four or more core members to the Moderator three weeks prior to the MPB.

IX. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Nevada County, California.

ATTESTATION

As the Secretary of the Ring of Bone Zendo, I hereby certify that the members of said association in accordance with its rules and procedure duly adopted these bylaws, a revision of the original version of _____.
DATE

SIGNATURE

DATE