

Dai Bai Zan Cho Bo Zen Ji

Bylaws

Revised January 11, 2015

1. Offices

The principal office of the corporation shall be located at its zendo or other regular meeting place or such other place as the Board of Trustees (“Board”) may designate. The corporation (“Temple”) may have such other offices, either within or without the state of Washington, as the Board may designate or as the business of the Temple may require from time to time.

2. Membership

2.1 Classes of Membership

The Temple shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership

In order to qualify for membership, a member (or “sangha member”) shall:

2.2.1 have indicated a desire to become a member and applied; and

2.2.2 have made a monetary dues contribution to the Temple for one month.

A member may be elected or appointed to membership by the Board in the month immediately following their application for membership and receipt of first month’s dues. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.21 Maintenance and Benefits of Membership

To maintain active membership, members shall make regular dues contributions. Any member who discontinues their dues will be considered inactive after three months. Anyone can resume active status in the month following resuming regular dues contributions. Membership benefits as defined by the Board of Trustees are reserved for active members.

Dai Bai Zan Cho Bo Zen Ji

2.3 Member Voting Rights.

2.3.1 Each member following three months of consecutive dues contributions, is entitled to vote with respect to the subject matter of an issue submitted to the members, and shall be entitled to one vote upon each such issue.

2.3.2 Each member following three months of consecutive dues contributions, is entitled to vote at an election of Trustees, and may cast one vote for as many persons as there are Trustees to be elected and for whose election such member has a right to vote. Votes shall not be cumulated.

2.4 Annual Member Meeting.

The annual meeting of the members shall be held on the second Sunday in April in each year at 11:30 am at the zendo for the purpose of electing Trustees and transacting any other business as may properly come before the meeting, unless notice of another date, time or place shall be properly given. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.5 Special Member Meetings.

Special meetings of the members may be called for any purpose. Special meetings can be called either by the President, the Board, or not less than 20% of the membership entitled to vote at such a meeting.

2.5.1 At a meeting of members called expressly for that purpose, one or more Trustees (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of trustees represented in person or by proxy at a meeting of members at which a quorum is present.

2.6 Place of Member Meetings.

All meetings of members shall be held at the zendo or such other place within or without the state of Washington designated by the President, the Board, or by the members entitled to call a meeting of members.

2.7 Notice of Member Meetings.

Each member entitled to vote at the meeting shall receive notice from the President, the Secretary, or the Board by tangible or electronic means stating the place, date, and time of the meeting. In the case of a special meeting, the purpose or purposes shall also be in the notice. Notice must be given between ten and fifty days before the meeting.

At any time, upon the written request of not less than 20% of the members entitled to vote at the meeting, the Secretary shall ~~to~~ give notice of a special meeting of members. This meeting's date, time, and place shall be set by the Secretary, and

Dai Bai Zan Cho Bo Zen Ji

must be not less than ten nor more than thirty-five days after receipt of such written request. If the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and fix the date, time, and place for such meeting. If such a notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Temple with postage thereon prepaid.

2.8 Quorum.

30% of the members of the Temple entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of the members. If less than a quorum of members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.9 Manner of Acting.

The vote of the majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws. Alternatively, the vote may be taken by mail ballot. Ballots shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Temple with postage thereon prepaid. Mail ballots shall be clearly marked with the date and the time of the meeting at which they are to be counted, and due notice given of such meeting in accordance with these Bylaws 2.7.

2.10 Proxies.

A member may vote by proxy executed in a tangible medium by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Temple before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

2.11 Meetings by Telephone.

Members of the Temple may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3. Board of Trustees.

3.1 General Board Powers.

The affairs of the Temple shall be managed by a Board of Trustees.

Dai Bai Zan Cho Bo Zen Ji

3.2 Number.

The Board shall consist of not less than three (3) nor more than nine (9) Trustees, the specific number to be set by resolution of the Board. The number of Trustees may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee.

3.3 Role of Abbot.

The abbot of the Temple shall be a trustee by virtue of that position (ex officio) and shall not be subject to re-election or removal except by removal from or termination of his or her position as abbot. The abbot shall vote only in the event of a deadlock of the Board on an issue.

3.4 Qualifications.

Trustees shall be members of the Temple and may be subject to such other qualifications as the Board may prescribe by amendment to these Bylaws. The spouse, partner, or other immediate family members of the abbot shall not be eligible to serve as Trustees.

3.5 Election of Trustees.

Trustees shall be elected each year at the annual meeting of members. A nominating committee of no fewer than three Trustees shall be appointed by the Board no later than 90 days prior to the annual meeting. Nominations shall be submitted by the committee to the Board in written or electronic form no later than 30 days prior to the annual meeting.

3.6 Term of Office.

Unless a Trustee dies, resigns, or is removed, he or she shall hold office until his or her successor is elected, whichever is later. The term of Trustees shall be two years. Terms shall be staggered according to rules promulgated by the Board from time to time, to provide for continuity.

3.7 Annual Board Meeting.

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.8 Regular Board Meetings.

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without any other notice.

3.9 Special Board Meetings.

Special meetings of the Board may be called by the President or any two Trustees. Special meetings of any committee designated and appointed by the Board may be called by the President, any two Trustees, or by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the state of Washington as the meeting place for any special Board or committee meeting.

Dai Bai Zan Cho Bo Zen Ji

3.10 Board Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.11 Place of Board Meetings.

All meetings shall be held at the principal office of the Temple or such other place within the state of Washington designated by the Board, or by persons entitled to call a meeting.

3.12 Notice of Special Board Meetings.

Notice of special Board or committee meetings shall be given to Trustees before the meeting. Notices may be delivered or mailed to the Trustee at his or her address shown on the records of the Temple, or delivered personally. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. With the written consent of board members, notice may be sent electronically.

3.13 Quorum.

50% of the number of Trustees fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting.

The act of the majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

3.15 Presumption of Assent.

The Trustee of the Temple present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Trustee files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by tangible medium to the Secretary of the Temple immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

3.16 Action by Board without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, setting forth the action taken, shall be

Dai Bai Zan Cho Bo Zen Ji

executed by all of the trustees. Such consent shall have the same force and effect as a unanimous vote. In the event the consent is obtained electronically, the record should be printed out and attached to the minutes of the next Board meeting.

3.17 Resignation.

Any Trustee may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Temple, or by giving oral or written notice at any meeting of the Trustees. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal.

See Bylaws 2.5.1.

3.19 Vacancies.

A vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Compensation.

The Trustees shall receive no compensation for their service as Trustees but may receive reimbursement for expenditures incurred on behalf of the Temple.

4. Board Committees.

4.1 Standing or Temporary Committees.

The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Trustees. The designation and appointment of any such committee and the delegation thereto of any authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it, him, or her by law. Such committees shall have and exercise the authority of the Trustees in the management of the Temple, subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to:

Dai Bai Zan Cho Bo Zen Ji

- 4.1.1 amend, alter or repeal these Bylaws;
- 4.1.2 elect, appoint, or remove any member of any other committee or any Trustee or officer of the Temple;
- 4.1.3 amend the Articles of Incorporation;
- 4.1.4 adopt a plan of merger or consolidation with another corporation;
- 4.1.5 authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Temple not in the ordinary course of business;
- 4.1.6 authorize the voluntary dissolution of the Temple or revoke proceedings therefore;
- 4.1.7 adopt a plan for the distribution of assets of the Temple; or amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee.
- 4.1.8 Authorize expenditure of funds without direction from the Board.

4.2 Quorum and Manner of Acting.

A majority of the number of Trustees composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

4.3 Resignation.

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal of Committee Member.

The Board, by resolution adopted by a majority of the trustees in office, may remove from office any member of any committee elected or appointed by it.

4.5 Working Groups.

The Board at its discretion may appoint working groups to advise the Board and to carry out tasks as assigned by the Board.

5. Officers.

5.1 Number and Qualifications.

The officers of the Temple shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such

Dai Bai Zan Cho Bo Zen Ji

officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided for in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title the Board deems appropriate. Any two or more offices may be held by the same person, except the office of President and Secretary. The spouse, partner, or other immediate family member of the abbot shall be eligible to serve as an officer.

5.2 Election and Term of Office.

The officers of the Temple shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

5.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

5.4 Removal.

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Temple would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President.

The President shall be the chief executive officer of the Temple, and, subject to the Board's control, shall supervise and control all of the assets, business, and affairs of the Temple. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Temple or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such duties as are assigned to him or her by the Board from time to time.

5.7 Vice Presidents.

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was

Dai Bai Zan Cho Bo Zen Ji

designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

5.8 Secretary.

The Secretary shall:

- 5.8.1 keep the minutes of meetings of members and the Board, and minutes which may be maintained by committees of the Board;
- 5.8.2 see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 5.8.3 be custodian of the corporate records of this Temple;
- 5.8.4 keep records of the post office address and class, if applicable, of each member and trustee and of the name and post office address of each officer;
- 5.8.5 sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and
- 5.8.6 in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.9 Treasurer.

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Temple, receive and give receipts for moneys due and payable to the Temple from any source whatsoever, and deposit all such moneys in the name of the Temple in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.10 Salaries.

The salaries of the officers and agents shall be fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Trustee of the Temple.

Dai Bai Zan Cho Bo Zen Ji

6. Abbot

6.1 Abbot. The Abbot shall be the recognized spiritual leader and principal teacher of the Temple and shall determine and direct matters of spiritual practice, liturgy, and teaching. The Abbot shall be a member of the Temple and the Abbot for life, unless he or she resigns or is removed in accordance with the provisions of Section 8.6. The Abbot shall be an ex-officio member of the Board.

6.2 Current Abbot. Genjo Joseph Marinello is, and shall be, the second Abbot of the Temple, having been chosen as such by the founding Abbot, Genki Takabayashi.

6.3 Successive Abbots. The Abbot may appoint a successor to succeed him or her as spiritual leader. Such appointment must be ratified by a vote of at least seventy-five percent (75%) of the voting members. If the Abbot fails to select a successor, successive Abbots shall be selected by the Board from the authorized teachers of other authentic, historical lineages of Zen Buddhism.

6.3.1 The Abbot may change or revoke his or her designation of successor at any time before the Abbot leaves office. However, no such designation, change, or revocation shall have any force or effect (1) if not in writing and signed by the Abbot or (2) if made while the Abbot is removed 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 Abbot is temporarily incapable of discharging the duties of office and the designation, change, or revocation was made after the occurrence of such incapacity, or (3) if the Abbot is retired from office by reason of permanent disability, and the designation, change, or revocation was made after the occurrence of such disability.

6.4 Compensation. The Abbot's compensation shall be determined by the Board.

6.5 Intellectual Property. The Abbot is an independent contractor and free to pursue creative projects as he or she sees fit. Products of such projects including books and other publications, artworks, etc., remain the intellectual property of the Abbot, and the Temple shall make no claim to ownership or entitlement to proceeds from them.

6.6 Removal. The Abbot may be removed by affirmative vote of at least two-thirds of the members of the Board taken at a special meeting called for such purpose, or by affirmative vote of at least seventy-five percent (75%) of the voting members at a special meeting called for such purpose.

6.7 Additional Teachers. The Temple may choose to contract with a teacher or teachers in addition to the Abbot. Any compensation of such teacher(s) will be determined by the Board.

Dai Bai Zan Cho Bo Zen Ji

7. Administrative Provisions.

7.1 Books and Records.

All books and records of the Temple shall be open at any reasonable time to inspection by any member of three months standing or to a representative or more than five percent of the membership. The Temple shall keep at its principle or registered office:

- 7.1.1 copies of its current Articles of Incorporation and Bylaws;
- 7.1.2 correct and accurate records of accounts and finances;
- 7.1.3 minutes of the proceedings of its members and Board; and any minutes which may be maintained by committees of the board;
- 7.1.4 records of the name and address and class, if applicable, of each member and Trustee, and of the name and post office address of each officer; and
- 7.1.5 such other records as may be necessary or advisable.

7.2 Accounting Year.

The accounting year of the Temple shall be the twelve months ending December 31.

8. Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of the majority of the number of Trustees fixed by or in the manner provided by these Bylaws.

These Bylaws were adopted at a duly convened meeting of the Board of Trustees on May 27, 1993. /s/ Donald McGee

8.1 Amendments:

- 8.1.1 March 12, 2000: 2.10. To allow mail balloting by members, removing old paragraph 2.12 (Action by Members Without a Meeting)
- 8.1.2 June 11, 2006: 2.5 and 2.9. Change quorum of members from 50% to 30%, due to growing number of out-of-town members.
- 8.1.3 January 27, 2013: Add Section 6 Abbot and numerous other changes
- 8.1.4 January 11, 2015: Revise Sections 2.2 and 2.3 with new membership definition and privileges.

Dai Bai Zan Cho Bo Zen Ji

8.2 Statute takes precedence

In the event of a conflict between these bylaws and the organizing statute RCW 24.03, the statute takes precedence.