

**RESTATED BYLAWS OF ZEN CENTER OF LOS ANGELES, INC,**  
A California Nonprofit Religious Corporation

**ARTICLE I**  
**NAME AND LOCATION**

I . 1 . **Name.** The name of this corporation is Zen Center of Los Angeles, Inc. (also referred to hereinafter as the “Center” or “ZCLA”).

I . 2 . **Principal office.** The principal office for the transaction of the activities and affairs of ZCLA is located at 923 South Normandie Avenue, Los Angeles 90006, in Los Angeles County, California. The Board may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

I . 3 . **Mission and Vision.** Our mission is to know the Self, maintain the precepts, and serve others. We serve by providing the teaching, training, and transmission of Zen Buddhism. Our vision is an enlightened world in which suffering is transcended, all beings live in harmony, everyone has enough, deep wisdom is realized, and compassion flows unhindered.

I . 4 . **Branch locations.** The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

I . 5 . **Construction.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

I . 6 . **Dedication of Assets.** This corporation’s assets are irrevocably dedicated to religious purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3). To the extent possible, such recipient should be an organization in the lineage of the White Plum Asanga.

**ARTICLE II**  
**MEMBERS**

II.1. **Members.** This corporation shall have three classes of members, designated as follows: Abbot, Board, Sangha. These three classes shall reflect and embody the Three Treasurers of Buddha, Dharma, and Sangha, respectively.

**II.2. Qualifications for members.** The classes of members shall consist of the following individuals:

(a) Abbot. This class consists of the Abbot of ZCLA. This class is not subject to the suspension or termination provisions set forth in this Article.

(b) Board. This class consists of those individuals who are members of the Board of Directors at the time of any vote.

(c) Sangha. This class is comprised of those individuals who meet any of the following criteria at the time of any vote as to which the Sangha class is entitled to vote:

(i) Lineage holders of the current abbot;

(ii) Current and alumni members of the Teachers' Circle, provided that they are active, participating members of the Center;

(iii) Current or former Shusos or Head Trainees, provided that they are active, participating members of the Center.

(iv) Active, participating members in good standing of the Center who have been members for at least seven years.

(d) It will be the duty solely of the Secretary of the Corporation, following consultation with the Abbot and staff of ZCLA, to identify those individuals who qualify as a member of the Sangha class based on the above criteria. The Secretary's decision shall be final and not subject to appeal or to review.

(e) No person may be treated as a member of more than one class. To the extent a person qualifies as a member of more than one class, he or she shall be designated as a member of only one class based on the following order or priority: (i) Abbot; (ii) Board; (iii) Sangha.

**II.3. Rights of Membership.** Members of each class shall have the right to vote as follows:

Action	Classes With Right To Vote		
	Abbot	Board	Sangha
Election of directors	•	•	
Removal of directors without cause	•	•	
Filling director vacancies	•	•	
Bylaw amendments materially and adversely affecting member rights on voting	•	•	•
Amendments to articles of incorporation as provided in Corporations Code § 9620(a).	•	•	
Sale, lease, exchange, transfer, or other disposal of all or substantially all assets not in the usual and regular course of its activities	•	•	•
Agreements of merger	•	•	•
Amendments to merger agreement	•	•	•
Elections to voluntarily wind up and dissolve the corporation (subject to the exceptions set forth in Corporations Code § 9680(b))	•	•	•
Revocation of voluntary election to wind up and dissolve if election was previously approved by the members	•	•	•
Bylaw amendments changing the number of directors	•	•	
Articles or bylaw amendments terminating membership rights	•	•	•
Bylaw amendments increasing the quorum for conducting membership meetings	•	•	
All other rights conferred on members pursuant to the California Nonprofit Religious Corporations Code not otherwise enumerated herein	•	•	

II.4. **Associated Persons.** The corporation may refer to persons associated with it as “members,” even though those persons are not voting members as defined above, but no such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056 unless that person or entity shall have qualified for a voting membership under Section 2.2 of these bylaws. No such reference shall constitute anyone as a member within the meaning of Corporations Code section 5056. References in these bylaws to “members” are not references to such associated persons, with the exception of Section 2.2(c). By amendment of its articles of incorporation or of these bylaws, the corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 2.3 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code section 5056.

**II.5. Members' Dues, Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

**II.6. Members In Good Standing.** Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

**II.7. Termination of Membership.** A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) The member's failure to pay dues, fees, or assessments as set by the Board within 90 days after they are due and payable;
- (d) Any event or change in status that renders the member ineligible for membership, or failure to satisfy membership qualifications as set forth in Section 2.2(a)-(c); or
- (e) Termination of membership under Section 2.9 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

**II.8. Suspension of membership.** A member may be suspended, under Section 2.9 of these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

**II.9. Termination or Suspension of Membership.** If grounds appear to exist for suspending or terminating a member under Sections 2.7 or 2.8 of these bylaws, the following procedure shall be followed:

- (a) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination.

The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

(c) The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

II.10. **Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease on the member's death.

### **ARTICLE III MEETINGS OF VOTING MEMBERS**

III.1. **No annual meeting.** As a non-profit religious corporation, ZCLA elects not to require the holding of an annual meeting of voting members.

III.2. **Special meeting.** Subject to the requirements of this Article, the Abbot, Board, chairman of the Board, or the president, or 5 percent or more of the voting members may call a general or special meeting of the voting members for any lawful purpose at any time.

III.3. **Place of Meeting.** Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

III.4. **Authority for Electronic Meetings.** If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

III.5. **Requirements for electronic meetings.** A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the

member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with Section 3.3 of these bylaws.

**III.6. Calling Special Meetings.** A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairman of the Board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article II of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

**III.7. Proper Business of Special Meeting.** Except as to any meeting called by the Board, no business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

**III.8. General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 3.9-3.10 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

**III.9. Notice requirement.** Approval by the voting members at any special meeting of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or waiver of notice of the special meeting specifies the general nature of the proposal:

- (a) Amending the articles of incorporation;
- (b) Disposing of all or substantially all corporate assets;
- (c) Removing a director without cause;
- (d) Adopting or amending a merger agreement;
- (e) Electing to wind up and dissolve the corporation; or
- (f) Adopting, amending or repealing bylaws.

**III.10. Manner of giving notice.** Notice of any meeting of voting members shall be in writing and shall be given at least 10 but no more than 90 calendar days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each voting member entitled to vote, at the address of that member as it appears on the books of

the corporation or at the address given by the voting member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

**III.11. Electronic notice.** Notice given by electronic transmission by the corporation shall be valid only if

(a) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message Board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(b) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(c) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

**III.12. Quorum.** One-third of the voting power for each of those classes of members eligible to vote on the subjects that are to be voted upon shall constitute a quorum for the transaction of business at a meeting of the members.

**III.13. Voting – Abbot and Board classes.** For those matters as to which only the Abbot and Board classes of voting members are entitled to vote, the affirmative vote of a combined majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law or by the articles of incorporation. Each member entitled to vote may cast one vote on each matter submitted to a vote. Members may not cumulate votes for the election of directors.

**III.14. Voting – Abbot, Board and Sangha classes.**

(a) For those matters as to which the Abbot, Board and Sangha classes of voting members are entitled to vote, each class shall be entitled to cast a single vote (i.e., there shall be a total of three votes). The affirmative vote of a combined majority of classes shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Religious Corporation Law or by the articles of incorporation.

(b) Notwithstanding the foregoing, all votes under this section shall take place following council involving all available members eligible to vote and shall be by sociocratic method. This method is described more fully in the attached document titled "Practice Document of Skillful Means (Upaya)."

(c) In any instance in which a matter is to be voted upon by the Abbot, Board and Sangha classes of voting members, the Abbot and Board shall establish a committee (consisting of one or more people, as they determine at the time) to oversee, guide and facilitate the council, meeting and voting process.

**III.15. Manner of Voting.** Subject to the requirements set forth in Sections 3.13 and 3.14, voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting eligible to vote on that topic.

**III.16. Waiver of notice or consent.** The transactions of any meeting of voting members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote, not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.9 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**III.17. Waiver of notice and objection.** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**III.18. Action by unanimous written consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

**III.19. Adjournment and notice of adjourned meetings.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.



## **ARTICLE IV BOARD OF DIRECTORS**

**IV.1. General powers of Board of Directors.** Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws relating to action requiring approval by the members, the Center's temporal activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

**IV.2. Specific powers of Board of Directors.** Without prejudice to the general powers set forth in Section 4.1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- (a) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service;
- (b) Conduct, manage, and control the corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these bylaws, as the Board deems best;
- (c) Borrow money and incur indebtedness on the corporation's behalf, and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- (d) Appoint or dissolve committees for specific purposes and activities according to the needs of the Center;
- (e) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws; and
- (f) Adopt and use a corporate seal, and alter the form of the seal.

**IV.3. Number of directors.** The Board shall consist of at least three but no more than fifteen directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board.

**IV.4. Term.** The term of each director shall be three years. There is no limit on the number of terms a person may be elected as a director.

**IV.5. Election.** Directors may be elected at any properly-noticed meeting of the voting members. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor is elected.

**IV.6. Vacancy on Board.** A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by Board resolution of a vacancy of the office of a director who has been convicted of a felony or declared of unsound mind by a court order; (c) the removal of a director for fraudulent acts in

an action in Superior Court under Corporations Code section 9223; (d) the vote of the members to remove a director; (e) the increase of the authorized number of directors; or (f) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

**IV.7. Resignation of directors.** Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

**IV.8. Vacancies filled by Board.** Except for a vacancy created by the removal of a director by the voting members, vacancies on the Board may be filled by approval of the Board. The voting members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. Except for a vacancy created by the removal of a director by the members, 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 (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 according to notice or waivers of notice complying with Corporations Code section 9211, or (3) a sole remaining director.

**IV.9. No vacancy on reduction of number of directors.** Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

**IV.10. Place of Board meetings.** Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

**IV.11. Meetings by telephone or other telecommunications equipment.** Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if both of the following apply:

(a) Each director participating in the meeting can communicate concurrently with all other directors.

(b) Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

**IV.12. Meetings.** General meetings of the Board may be held without notice at such time and place as the Board may fix from time to time. Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, the president, or any two directors. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone,

including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

**IV.13. Quorum.** A majority of the directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**IV.14. Waiver of notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

**IV.15. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**IV.16. Notice of adjourned meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

**IV.17. Action without a meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.

**IV.18. Compensation of directors.** Directors shall receive no compensation for their services as directors.

## **ARTICLE V OFFICERS**

V.1. **Offices held.** The officers of this corporation shall be a president, a secretary, and a chief financial officer. The corporation, at the Board's discretion, may also have such other officers as the Board may appoint. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the Board. Officers other than the president and vice president need not be directors of the corporation.

V.2. **Selection and removal of officers.** The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board. The Board may remove any officer with or without cause. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

V.3. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

V.4. **President.** Subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's temporal activities, affairs, and officers. The president shall preside at all meetings of the voting members of the corporation, and at all Board meetings. The president shall have such other powers and duties as the Board or the bylaws may require.

V.5. **Vice president.** If the president is absent or disabled, the vice president, if any, shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the Board or the bylaws may require.

V.6. **Secretary.** The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of meetings of the voting members of the corporation. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date. The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name and address. The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

**V.7. Chief financial officer.** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times. The chief financial officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the president, chairman of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

**V.8. Indemnification.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code section 9246(b) or section 9246(c), the Board shall promptly decide under Corporations Code section 9246(e) whether the applicable standard of conduct set forth in Corporations Code section 9246(b) or section 9246(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 9246(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

## **ARTICLE VI SPIRITUAL LEADER**

**VI.1. Selection.** The present Spiritual Leader of the Center is Roshi Wendy Egyoku Nakao. She shall serve as such for life, until resignation, or until a planned succession is completed. If the current Spiritual Leader dies, resigns, or becomes incapacitated so that she can no longer carry on her functions, then the next Spiritual Leader will be an individual selected by the current Spiritual Leader to continue in her place. The selection of the current

Spiritual Leader's successor will be formalized by a written document to be dated and signed by her and kept in the Center's safe. All future Spiritual Leaders of the Center shall be selected in the same manner. In the absence of a selection of a new Spiritual Leader by the presiding Spiritual Leader, the Board shall, by a two-thirds vote, choose a new Spiritual Leader after consulting with any emeriti Spiritual Leaders, the Center's Sangha, and the White Plum Asanga. It is intended that the Spiritual Leader represent the lineage of the Center's founding Abbot, Hakuyu Taizan Maezumi Roshi.

VI.2. **Compensation.** The Spiritual Leader's compensation shall be set by the Board, and shall be paid at such time as shall be mutually agreed upon by the Board and the Spiritual Leader.

## **ARTICLE VII MAINTENANCE OF CORPORATE RECORDS**

VII.1. **Maintenance of records.** The corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of its voting members, Board of Directors, and any and all committees of the Board; and
- (c) A record of each voting member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

VII.2. **Membership records.** Any member of the corporation may inspect and copy the records containing the members' names, addresses, and voting rights at reasonable times, on five business days' prior written demand to the corporation for a purpose reasonably related to the member's interest as a member.

VII.3. **Accounting records and minutes.** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

VII.4. **Maintenance and inspection of articles and bylaws.** This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours.

VII.5. **Director's right to inspect.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for a purpose reasonably related to the director's interests as a director.

## **ARTICLE VIII AMENDMENTS TO BYLAWS**

**VIII.1. Amendment by Board subject to limitation by members.** Subject to the members' rights under Section 2.3 of these bylaws, the Board may adopt, amend, or repeal bylaws unless doing so would

- (a) materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- (b) increase or decrease the number of members authorized in total or for any class;
- (c) effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (d) authorize a new class of membership.

Any bylaw that requires the vote of a larger proportion of the members or the members of any class, or the vote of a larger proportion of the directors than is otherwise required by the California Nonprofit Religious Corporation Law, shall not be altered, amended, or repealed except by that greater vote.

## **ARTICLE IX CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Zen Center of Los Angeles, Inc., a California nonprofit religious corporation; that these bylaws, consisting of 16 pages, are the

restated bylaws of this corporation as adopted by the Board of Directors on February 17, 2008; and that these bylaws have not been amended or modified since that date.

Executed on February 28, 2008 at Los Angeles, California.

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Thomas V. Reichert  
Secretary