

**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 “corporation,” the “Zen 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 of Directors (also referred to herein as 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.** The Zen Center’s Mission is to provide the training and resources for realizing the oneness of life, to maintain the Zen Bodhisattva precepts and to embody the Three Tenets of Not-Knowing, Bearing Witness, and Taking Action that arises from Not-Knowing and Bearing Witness. We provide the teaching, training, and transmission of Zen Buddhism. Our vision is an enlightened world free of suffering, in which all beings live in harmony with each other and the earth, 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 as applicable to California nonprofit religious corporations 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: the Buddha Seat, Dharma Seat, and Sangha Seat. These three classes shall reflect and embody the Three Treasures of Buddha, Dharma, and Sangha, respectively.

II.2. **Qualifications for Members.** For purposes of delineating authority, obligations, and rights, including voting rights, the classes of members shall consist of the following individuals:

- (a) The Buddha Seat. This class consists of the Abbot, the Head Teacher, and the Head Priest/Preceptor. This class shall be members within the meaning of Corporations Code section 5056 and is not subject to the suspension or termination provisions set forth in this Article. The structure and selection of the Buddha Seat members is set forth in Article VII of these bylaws.
- (b) Dharma Seat. This seat consists of those individuals who are members of the Board in office at the time of any vote. This class shall be members within the meaning of Corporations Code section 5056 and is not subject to the suspension or termination provisions set forth in this Article.
- (c) Sangha Seat. This class is comprised of those individuals who are members in good standing who have taken refuge in the Buddha, Dharma and Sangha by receiving Jukai (agreeing to live their life in accordance with the Buddhist Precepts) or Tokudo (entering the Buddhist priesthood training) in the White Plum Lineage. This class will also include those individuals who have received Jukai or Tokudo in another lineage who have been members in good standing of ZCLA for a minimum of 5 years. This class shall be honorary members, and not be members within the meaning of Corporations Code section 5056.

Throughout these Bylaws the term “member” shall refer to those persons qualifying as “statutory” members (Buddha and Dharma Seat) or honorary members (Sangha Seat) based upon the above criteria. When provisions of the Bylaws apply to a specific class of member it shall be noted as such. It will be the duty solely of a Membership Committee established by the Board and chaired by the Secretary, following consultation with the Buddha Seat and staff of ZCLA, to identify those individuals who qualify as a member of the Sangha Seat class based on the above criteria. The Membership Committee’s decision shall be final and not subject to appeal or to review.

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) the Buddha Seat; (ii) Dharma Seat; (iii) Sangha Seat.

II.3. **Rights of Membership.** Members of each class, including the honorary members of the Sangha Seat, shall have the right to vote as follows:

Action	Classes With Right To Vote		
	Buddha Seat	Dharma Seat	Sangha Seat
Election of directors		•	
Removal of directors		•	
Filling director vacancies		•	
Removal of Buddha Seat members for cause		•	
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 of incorporation or bylaw amendments terminating membership rights for any category of membership	•	•	•

Bylaw amendments increasing the quorum for conducting membership meetings		•	
All other rights conferred on members pursuant to the California Nonprofit Religious Corporation Law 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 II.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 II.2(c). By amendment of its articles of incorporation or 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 II.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 minimum 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.** An honorary membership in the Sangha Seat 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 II.2(c); or
- (e) Termination of membership 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.** An honorary member of the Sangha Seat may be suspended 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. **Sangha Sutra.** Notwithstanding the Suspension and Termination provisions of this Article, the procedures outlined in the Sangha Sutra shall be followed in addressing Harmful Conduct.

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. **Annual Meetings.** The annual meeting of the statutory members (Buddha Seat and Dharma Seat) shall be held at a place within or outside California, as determined by the Board. Notice of an annual statutory members meeting shall be sent via electronic transmission to each statutory member at least ten (10) days prior to the date of such meeting. At the annual statutory members meeting, the Board shall apprise the statutory members of the general state of ZCLA and shall conduct any other appropriate business.

III.2. **Special Meetings.** Subject to the requirements of this Article, the Board, or the President 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. 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 (a) if the corporation implements reasonable measures to provide all members present 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 (b) 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 III.3 of these bylaws.

**III.6. 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 III.7-III.8 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.7. Notice Requirement.** Approval by the voting members, as applicable pursuant to Section II.3 of these bylaws, 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) Adopting or amending a merger agreement;
- (d) Electing to wind up and dissolve the corporation; or
- (e) Adopting, amending or repealing bylaws that materially and adversely affect members rights on voting.

**III.8. Manner of Giving Notice.** Notice of the time and place of special meetings shall be given 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 voting member or to a person who would reasonably be expected to communicate that notice promptly to the voting member; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the voting member's physical address, email 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 (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (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 purpose of the special meeting must be specified in the notice.

**III.9. Electronic Notice – Statutory Members.** Notice given by electronic transmission by the corporation shall be valid only if:

- (a) Delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (2) 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 (3) 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 in conformity with Corporations Code section 20; 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.9.1 Electronic Notice – Honorary Members.** Notice given by electronic transmission by the corporation shall be valid only if delivered by: (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (2) 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 (3) other means of electronic communication.

**III.10. 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.11. Voting – Buddha Seat, Dharma Seat and Sangha Seat Classes.** For those matters as to which the Buddha Seat, Dharma Seat and Sangha Seat 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.

Notwithstanding the foregoing, all votes under this Section shall take place following the use of consensus building models and practices such as, but not limited to, “gradients of agreement” and “council” involving all available members eligible to vote.

In any instance in which a matter is to be voted upon by the Buddha Seat, Dharma Seat and Sangha Seat classes of voting members, the Buddha Seat and Dharma Seat 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.12. Manner of Voting.** Subject to the requirements set forth in Sections III.11 of these bylaws, voting may be by voice, electronic, or written ballot in conformity with Corporations Code section 9413, except that any election of directors must be by written ballot if demanded before the voting begins by any member at the meeting eligible to vote on that topic.

**III.13. 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 III.7 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.14. Waiver of Notice and Objection.** A member’s attendance at a meeting shall also constitute a waiver of notice of the 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.15. **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.16. **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 members may transact any business that might have been transacted at the original meeting.

III.17. **Record Date.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. If not otherwise fixed by the Board, the record date for determining members entitled (a) to receive notice of a meeting of members shall be the business day next preceding the day on which the meeting is held and (b) to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited by the corporation.

## ARTICLE IV

### BOARD OF DIRECTORS

IV.1. **General Powers of the Board.** 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 Zen 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 the Board.** Without prejudice to the general powers set forth in Section IV.1 of these bylaws, but subject to the same limitations, the Board shall have the power to:

- (a) Select the person to fill the position of Abbot within the Buddha Seat in accordance with the procedures developed pursuant to Article VII;
- (b) Advise and consent, in accordance with the procedures developed pursuant to Article VII, to those persons selected to fill the positions of Head Teacher and Head Priest/Preceptor within the Buddha Seat;
- (c) Elect and remove members of the Board of Directors;
- (d) Remove members of the Buddha Seat for cause;
- (e) Appoint and remove, at the pleasure of the Board, all corporate officers and agents; prescribe powers and duties for them consistent with the law, the articles of incorporation, and these bylaws; fix compensation; and require from them security for faithful service;
- (f) Oversee 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;
- (g) 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 evidence of debt and securities;
- (h) Appoint or dissolve committees for specific purposes and activities according to the needs of the Zen Center subject to the requirements of Corporations Code Section 9212;
- (i) To exercise all other powers conferred by the California Nonprofit Religious Corporation Law, or other applicable laws; and
- (j) Adopt and use a corporate seal and alter the form of the seal.

**IV.2.1 Removal of a Buddha Seat Member for Cause.** A member of the Buddha Seat may be removed from their position based on the good faith determination by the Board that a member of the Buddha Seat 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; including but not limited to: violations of law, violations of these Bylaws, or failure to carry out the duties and responsibilities of their position. As specified in Article IV.13 Quorum, the removal of a member of the Buddha Seat shall require a vote by a two-thirds majority of the directors then in office in order to be effective. Notwithstanding the Abbot's status as an *ex-officio* voting member of the Board pursuant to Article IV.5, an incumbent Abbot shall be recused and prohibited from participating in any deliberation or vote by the Board to remove said Abbot from their position.

**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.** Other than an *ex-officio* director, 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. Selection.** The Abbot shall be an *ex-officio* voting member of the Board. Other than the *ex-officio* directors, directors may be elected at any properly noticed meeting of the Board. 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 and qualified.

**IV.6. Vacancies on the 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 Board to remove a director; (e) the increase of the authorized number of directors; or (f) the failure of the Board, at any meeting of the Board 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 President, the Vice President, if any, or the Secretary. 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 the Board.** Vacancies on the Board shall 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 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, telephone number, or electronic mail address as shown on the corporation's records. Notices sent by first-class mail shall be deposited in the United States mail 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 then in office 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.

Each director present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. No director may vote at any meeting by proxy.

The following actions shall require a vote by a majority of the directors then in office in order to be effective:

- (a) The amendment of the articles of incorporation or the adoption of new articles of incorporation;
- (b) Subject to Article IX of these bylaws, the amendment or repeal of bylaws or the adoption of new bylaws;
- (c) The establishment of any special or standing committees of the Board and any appointments to such committees;
- (d) The approval of any self-dealing transaction (without counting the vote of any "interested director" as defined in Section 9243 of the Law), except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, a committee authorized by the Board may approve the transaction in a manner consistent with the standards set forth in Section 9243(d) of the Law subject to ratification by a majority of the Directors then in office (without counting the vote of any "interested director" as defined in Section 9243 of the Law) at the next meeting of the Board; and

- (e) The approval of any other action for which the California Nonprofit Religious Corporation Law or these bylaws require approval of such a majority of the Board.

The following actions shall require a vote by a two-thirds majority of the directors then in office in order to be effective:

- (a) Removal of a director;
- (b) Removal of a member of the Buddha Seat for cause as defined in Article IV.2.1.

**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 required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action and if, subject to Corporations Code section 9224(a), the number of directors then in office constitutes a quorum. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

For the purposes of this Section IV.17 only, “all members of the Board” shall not include any “interested director” as defined in Corporations Code section 9243(a) or any “common director” as described in Corporations Code section 9244(a) who abstains in writing from providing consent, where (a) the facts described in Corporations Code section 9243(d)(2) or (3) are established or the provisions of Corporations Code section 9244(a)(1) are satisfied, as appropriate, at or prior to execution of the written consent(s); (b) the establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the non-interested or non-common directors or in other records of the corporation; and (c) the non-interested or non-common directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Directors may consent, vote or otherwise take action under this Section IV.17 by a signed document transmitted by mail, messenger, courier, facsimile, or any other reasonable method satisfactory to the President.

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

## **ARTICLE V**

### **OFFICERS**

**V.1. Officers of the Corporation.** The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one (1) or more Vice Presidents, one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board or Vice President of the Board (if any such office exists). 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, subject to the rights, if any, of an officer under any contract of employment. 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. Vacancies.** 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 chief executive officer of the corporation and shall manage and oversee, or cause to be managed and overseen, 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, including honorary 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. **Treasurer.** The Treasurer 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 Treasurer 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 Treasurer shall (a) 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; (b) disburse the corporation's funds as the Board may order; (c) render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board or the bylaws may require. The Treasurer shall be the "chief financial officer" for purposes of the California Nonprofit Religious Corporation Law.

## ARTICLE VI

### INDEMNIFICATIONS

The corporation shall, to the maximum extent permitted by the California Nonprofit Religious Corporation Law and Chapter 42 of the Internal Revenue Code (the "Code"), indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or an officer of the corporation and shall advance to such director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law and Chapter 42 of the Code. For purposes of this Article, a "director" or an "officer" of the corporation includes any person who is or was a director or an officer of the corporation, or is or was serving at the request of the corporation as a director or an officer of another corporation, or other

enterprise, or was a director or an officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the California Nonprofit Religious Corporation Law.

## ARTICLE VII

### THE BUDDHA SEAT

VII.1. **Structure.** As described more fully in the documents setting forth the Seat Holder descriptions for the Three Seats, the Buddha Seat shall consist of three positions as follows:

- (a) Abbot. The Abbot is the public face of ZCLA and is responsible for the care and development of the organizational well-being of ZCLA including administration, management of staff, development and oversight of the organization, strategic planning, resource development, and the practice environment.
- (b) Head Teacher. The Head Teacher is responsible for the care and development of training paths, developing teachers, presenting teachings, the spiritual training of students both individually and collectively, and the transmission of lineage.
- (c) Head Priest/Preceptor. The Head Priest/Preceptor is responsible for the care and development of the liturgy, ritual and ceremonial components of the tradition, including the oversight of the Precepts, Sangha Sutra and Ethics documents, the practice of Council and the integration of the Sangha treasure.

VII.2. **Selection and Filling of Vacancies.** The Board shall be responsible for the selection of the Abbot position within the Buddha Seat. The incumbent members of the Buddha Seat, subject to the advice and consent of the Board, shall be responsible for selecting persons to fill the Head Teacher and Head Priest/Preceptor positions in the Buddha Seat. The Buddha Seat and the Board shall establish procedures and guidelines for the selection of persons to fill the Buddha Seat positions including but not limited to selection criteria and approval process; filling of vacancies; and term of service for each seat. These procedures and guidelines, once adopted, shall be distributed to and discussed with the Sangha Seat membership.

VII.3. **Compensation.** The compensation for the incumbent of each Buddha Seat position shall be set by the Board and shall be paid at such time as shall be mutually agreed upon by the Board and the incumbent Buddha Seat members.

## ARTICLE VIII

### MAINTENANCE OF CORPORATE RECORDS

VIII.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, the Board, 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.

**VIII.2. Membership Records.** Any member, including honorary members, 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.

**VIII.3. Accounting Records and Minutes.** On written demand on the corporation, any member, including honorary members, 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.

**VIII.4. Maintenance and Inspection of Articles of Incorporation 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, including honorary members, at all reasonable times during office hours.

**VIII.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 IX**

### **AMENDMENTS TO BYLAWS**

Subject to the members' rights under Section II.3 of these bylaws, the Board may adopt, amend, or repeal bylaws by a majority approval of the directors then in office. These bylaws require the applicable voting members' approval if such new bylaws or an amendment or repeal of the bylaws 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 such adoption, amendment, or repeal of the bylaws 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 X**

**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 \_\_ pages, are the restated bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, 2023 and approved by a vote of the membership on \_\_\_\_\_, 2023 and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at Los Angeles, California.

\_\_\_\_\_  
John Rosania  
Secretary