

BYLAWS OF  
SEATTLE SOTO ZEN

ARTICLE I — NAME AND PURPOSE

Section 1 — The name of the Corporation shall be Seattle Soto Zen.

Section 2 — This corporation shall be organized as a nonprofit and operated exclusively for charitable, literary, religious, or educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the laws of the State of Washington. The primary purpose of the corporation is to offer Buddha's teaching on wisdom and compassion in daily life through the practice of Soto Zen in a welcoming and inclusive environment.

ARTICLE II — MEMBERSHIP

Section 1 — Membership Qualifications: Membership is open to any adult who submits a Membership application and has fulfilled a minimum participation requirement as defined by the Board.

Section 2 — Responsibilities of Members: All Members shall make an annual financial contribution that meets or exceeds a minimum set by the Board. Members are expected to perform such duties as shall be necessary and desirable to support the purpose of the Organization.

Section 3 — Rights of Members: Each Member shall be eligible to vote at meetings of Members or to appoint one voting representative to cast the Member's vote. All Members shall be welcome to participate in training and shall have priority for access to the teachers. Section 4 — Resignation and termination: Any Member may resign by filing a written resignation with the Secretary. A Member can have their Membership terminated for cause by a two-third majority vote of the Board of Directors.

Section 5 — Non-voting Membership: The Board shall have the authority to establish and define non-voting categories of Membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Annual meetings: An annual meeting of the Members shall be held; the specific date, time and location of which will be designated by the President. At the annual meeting the Members shall elect Directors, receive reports on the activities of the Corporation, and provide input on the direction of the Corporation for the coming year.

Section 2 — Special meetings: Special meetings may be called by the President, the Executive Committee (see V.2, below), or a simple majority of the Board of Directors. A petition signed by five percent of voting Members may also call a special meeting.

Section 3 — Notice of meetings: Written notice of each meeting shall be given to each voting Member, by mail or e-mail (with each Member's approval), pursuant to RCW 24.03.009 or successor statute. Notice will be provided not less than 10 days prior to the meeting and not more than 50 days prior to the meeting.

Section 4 — Quorum: 10% of the Membership, either in person or by proxy, present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the Corporation, and may delegate responsibility of day-to-day operations to the staff, committees and Spiritual Director. The Board shall have up to 11, but not fewer than 5 Members, excluding the Spiritual Director. The Board receives no compensation other than reimbursement of reasonable expenses.

Adopted 3/29/12, Amended 4/9/14, 3/9/15

Section 2 — Qualifications: Each person serving on the Board shall have been a Member continuously for a minimum of 1 year prior to joining the Board, with the following exception. At any one time, up to two serving directors may have been elected to the Board, or appointed to the Board filling a vacancy, without regard to this membership requirement. If said director serves for over one year and is re-elected to the board, their status becomes that of any other board member and does not count in the total of directors elected outside of the membership requirement.

Adopted 3/29/12, Amended 4/9/14, 3/9/15, 5/14/19

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board Member have printed or electronic notice (pursuant to RCW 24.03.009) at least two weeks in advance.

Section 4 — Terms: All Board Members shall serve two-year terms, but are eligible for reelection for up to five consecutive terms.

Section 5 — Board elections: New Directors and current Directors shall be elected or re-elected by the voting representatives of Members at the annual meeting. Directors will be elected by a simple majority of Members represented at the annual meeting.

Section 6 — Election procedures: Any Member can nominate a candidate to the Board of Directors. Each Member can appoint one voting representative to cast the Member's vote.

Section 7 — Quorum: A Board meeting must be attended by at least 51% of voting Board Members for business transactions to take place and motions to pass.

Section 8 — Officers and Duties: The Officers of the Corporation shall be the Officers of the Board.

Section 9 — Vacancies: When a vacancy on the Board occurs mid-term, the Board may choose to fill the vacancy. In that case, the Secretary must receive nominations for new Members from present Board Members two weeks in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board Member's term.

Section 10 — Resignation, termination, and absences: Resignation from the Board must be received in writing by the Secretary. A Board Member may be terminated from the Board due to excess absences (more than two unexcused absences from Board meetings in a year). A Board Member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board Member at least two weeks in advance pursuant to RCW 24.03.009.

Section 12 — Any action required that may be taken at a meeting of the Board members may

instead be taken in lieu of a meeting when all Board members entitled to vote are given the opportunity to vote via electronic mail by the specified date and time.

Adopted 3/29/12, Amended 6/14/21 by BOD, pending ratification at 2022 annual meeting.

#### ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board may create committees in addition to the two standing committees described below (V.2,V.3). A Board Member will serve as the committee chair unless the Board agrees that special circumstances require a non Board Member be the chair. The Board shall appoint members to serve on committees.

Section 2 — Executive Committee: The four Officers and Spiritual Director (Articles VI and VII) serve as the Members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least one other Board Member and may include a Member of the sangha if one volunteers. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board Members. The Board must approve the budget and all expenditures must be within budget, unless approved by the Finance Committee, Treasurer, or Spiritual Director pursuant to a resolution of the Board setting forth expenditure authorizations. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures,

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and pending income. The financial records of the Corporation are public information and shall be made available to the Membership, Board Members, and the public.

Section 4 — Actions without a meeting: To facilitate the work of committees, actions within the purview of a committee may be taken without a meeting if a written consent, which may be in email form, setting forth the action taken, is executed by all members of the committee. Actions taken without a meeting are effective upon receipt of consents from all committee members and shall be reported to the full Board at its next meeting and entered into the minutes accordingly.

#### ARTICLE VI -- OFFICERS

Section 1. Titles.

The Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer.

Section 2.  
Election.

The Board of Directors shall elect the Officers to serve one-year terms. An Officer may be reelected without limitation on the number of terms the Officer may serve. Only Members of the Board of Directors can be Officers of the Corporation.

Section 3. Vacancy.

A vacancy in any office shall be filled not later than than 3 months after the vacancy.

#### Section 4.

##### President.

The President shall be the executive officer of the Corporation and chairman of the Board of Directors, shall preside at all meetings of the Members and Board of Directors, shall have responsibility for the general management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have such other duties and powers as may be prescribed from time to time by the Board of Directors.

#### Section 5. Vice President

The Vice-President shall assume the responsibilities of the President in the event of her/his absence. The Vice-President shall also carry out special assignments as requested by the President or the executive committee.

#### Section 6. Secretary.

The Secretary shall have overall record keeping responsibility, except for financial record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all proceedings of the Board of Directors and Committees of the Board and of the meetings and actions of the voting Members;
- (b) Provision of Notice, as required by the Bylaws, of all meetings of the Board of Directors and of voting Members;
- (c) Annual filings with the State of Washington;
- (d) Placing the names and addresses of all Members of the Corporation on the Membership list, removing from the Membership list the names of all current Members who are expelled from Membership in accordance with these Bylaws, and the processing of applications for Membership; and
- (e) Such other duties as may be prescribed by the Board of Directors.

#### Section 7. Treasurer.

The Treasurer shall perform, or cause to be performed, the following duties:

- (a) Receiving and keeping in a safe manner all funds of the Corporation and depositing them in such depository institutions as may be designated by the Board of Directors;
- (b) Keeping complete and accurate accounts of all financial records of the Corporation;

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- (c) Paying obligations of the Corporation when due and the disbursement of funds of the Corporation when proper to do so;
- (d) Making an annual financial report of the financial condition of the Corporation at the annual meetings of the voting Members and the Board of Directors, and such other financial reports as the Board may direct; and required by law.
- (e) Such other duties as may be prescribed by the Board of Directors.

## ARTICLE VII -- SPIRITUAL DIRECTOR

### Section 1 -- Responsibilities.

The Spiritual Director shall be the spiritual leader and principal teacher of the Seattle Soto Zen community and shall determine and direct matters of spiritual practice, liturgy, and teaching.

- a) The Spiritual Director shall form a Practice Council for the purpose of assisting in the administration of his/her duties.
- b) Members of the Practice Council shall be appointed by the Spiritual Director and made public to the sangha at the annual meeting
- c) The Board may assign to the Spiritual Director, with his/her consent, other duties related to the day-to-day administration of the Organization.
- d) The Spiritual Director shall be an ex-officio, non-voting Member of the Board of Directors.

### Section 2 -- Compensation.

The Spiritual Director's compensation shall be determined by the Board of Directors.

### Section 3 -- Appointment and Removal.

The Spiritual Director shall appointed or removed by 2/3 majority of the full Board of Directors at a special meeting called for such purpose.

## ARTICLE VIII — AMENDMENTS

Section 1 — Amendments: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Board as a whole by electronic means to be sent out with regular Board announcements. Amendments may, however, be accomplished by electronic vote such as by email.

Adopted 3/29/12, Amended 4/9/14, 3/9/15, 6/14/21 by BOD, pending ratification at 2022 annual meeting.

