

Bylaws of Milwaukee Zen Center, Inc.

Article I - Name

1.1 Name The name of this organization is Milwaukee Zen Center, Incorporated. The shortened form, Milwaukee Zen Center, may be used interchangeably with the full name. Milwaukee Zen Center is a non-profit, non-stock Corporation organized under the laws of Wisconsin with its principal office in Milwaukee, Wisconsin.

Article II - Purposes

2.1 Inclusions The purpose of the Milwaukee Zen Center is to promote the practice of Zen Buddhism in the Soto tradition by providing opportunities for Zen sitting (*zazen*), worship, and religious study.

2.2 Exclusions The Milwaukee Zen Center may not:

- (a) have or issue shares of stock.
- (b) pay any dividend or distribute any part of its income to its members or officers, except that the Board of Directors may pay compensation in a reasonable amount to members or officers for services rendered without having such payment construed as a dividend or distribution of income.
- (c) participate or intervene in any political campaign on behalf of any candidate for public office.
- (d) allot a substantial portion of its activities to attempts to influence legislation.
- (e) carry on any activities not permitted to be carried on by 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (f) carry on any activities not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article III - Membership

3.1. Classes of members Classes of membership shall be designated by the Board of Directors.

3.2 Qualifications of members Qualifications of membership shall be designated by the Board of Directors.

3.3 Annual meetings The annual meeting of the members of the Milwaukee Zen Center shall be held during the last weekend of the third month following the end of the Milwaukee Zen Center's fiscal year, at such other time and place as is designated by the Board of Directors, or be

written request of two-thirds of all members entitled to vote at the annual meeting. At the annual meeting, those members entitled to vote shall elect the Board of Directors and shall transact such business as shall properly come before them.

3.4 Special meetings Special meetings of the members of the Milwaukee Zen Center shall be called by the Secretary at any time upon the request of any member of the Board of Directors or by any three (3) members of the Milwaukee Zen Center.

3.5 Quorum A majority of the voting members of the Milwaukee Zen Center shall constitute a quorum for the transaction of business as long as there are ten (10) or fewer voting members. At all times as there are more than ten (10) voting members, one-third (1/3) thereof shall constitute a quorum. If a quorum is not present, those voting members present shall have the power to adjourn the meeting and shall set another meeting time. At such a rescheduled meeting, if a quorum of voting members is present, any business may be transacted which might have been transacted at the meeting as originally scheduled.

3.6 Voting Every voting member shall be entitled to one vote. There shall be no cumulative voting. Upon the request of any voting member the vote on any question before the meeting shall be by written ballot. A majority decides all questions at any meeting at which there is a quorum except in such cases as shall be otherwise required or permitted by statute, the Articles of Incorporation, these Bylaws, or by agreement of a majority of members present and voting.

3.7 Notice of meetings Written or e-mail notice of the time and place of all meetings shall be sent to each voting member at a reasonable time prior to such meetings unless a waiver of notice is filed with the Secretary within ten days of such meeting by the President or the Vice President.

3.8 Dues Members may be assessed dues on a periodic basis as determined by the Board of Directors.

Article IV - Directors

4.1 General powers The property, affairs and business of the Milwaukee Zen Center shall be managed by the Board of Directors.

4.2 Number, qualifications and term of office Directors shall be elected by the members at the annual meeting. The number of directors shall be determined by the members at their annual meeting, but shall include at least four officers, as described in article IV of these Bylaws. The term of office of a director shall be two (2) years or until a successor is duly elected and qualified.

4.3 Annual board meeting As soon as practicable after each annual voting membership meeting, the Board of Directors shall meet for the purpose of electing the officers of

the Milwaukee Zen Center and for the transaction of such business as shall come before the meeting.

4.4 Regular meetings Regular meetings of the Board of Directors may be held at such time and place as may be fixed by resolution of a majority of the whole Board of Directors.

4.5 Special meetings Special meetings of the Board of Directors may be called by the President or by any two (2) of the directors, and shall be held at such time and place as may be designated in the notice of such meeting.

4.6 Notice of meeting Written or e-mail notice of the time and place of all annual Board meetings shall be sent to each member at a reasonable time prior to such meetings unless a waiver of notice is filed with the Secretary of the Milwaukee Zen Center within ten days of such meeting. Notice of each regular meeting shall be given by the President or Secretary in writing or by e-mail to each director at least three (3) days prior to the meeting. Notice of special meetings shall be given to each director at least twenty four (24) hours in advance by telephone, e-mail or in person.

4.7 Quorum A majority of the Board members shall constitute a quorum.

4.8 Voting Every member of the Board shall be entitled to one vote.

4.9 Executive committee The Board of Directors may appoint an executive committee of any size and membership as the Board may deem necessary. The executive committee shall perform such duties as are delegated to it by the Board. No executive committee may be delegated the power to amend the Bylaws of the Milwaukee Zen Center.

4.10 Vacancies The remaining members of the Board of Directors may elect a person from the members to fill any vacancy which occurs. Each person so elected to fill a vacancy shall serve for the unexpired term of the vacated predecessor in the office.

Article V - Officers

5.1. Number The officers of the Milwaukee Zen Center shall consist of the President, Vice President, Secretary and Treasurer.

5.2 Election and term of office At each annual meeting of the Board of Directors, the Board, with the concurrence of the Head Priest, shall elect the President, Vice President, Secretary and Treasurer. The officers shall hold office until the next annual meeting or until their successors are elected.

5.3 Removal and vacancies Any officer may be removed from office by the vote of a majority of the Board of Directors with or without cause and no officer shall be granted any

contractual right to office. If there is a vacancy among the officers of the Milwaukee Zen Center by reason of death, resignation or otherwise, the Board of Directors shall elect someone from the membership to fill the vacancy for the duration of the unexpired term.

5.4 Powers and duties

The President shall be the chief executive officer of the Milwaukee Zen Center and shall, subject to the control of the Board of Directors and the Head Priest, have general supervision, direction and control of the business of the Milwaukee Zen Center.

The Vice President shall have such powers and perform such duties as the Board of Directors shall prescribe. In the absence of the ability of the President to act, the Vice President shall assume the powers and responsibilities of the President.

The Secretary shall give written notice of all meetings of the Board as may be required and shall keep minutes of such meetings. He or she shall carry on correspondence and keep the records of the Milwaukee Zen Center.

The Treasurer shall have charge of the Milwaukee Zen Center's finances. He or she shall keep, or cause to be kept, accurate records and accounts of the contributions to and receipts of the Milwaukee Zen Center, its investments, bank deposits, earnings of funds and all disbursements. The Treasurer shall open and maintain bank accounts for the Milwaukee Zen Center in such banking institutions as the Board of Directors may designate, and shall deposit the funds of the Milwaukee Zen Center therein, subject to withdrawal only by checks signed by such persons as the Board shall specify. He or she shall render regularly and upon request to the Board, the President and the membership an account of all transactions and of the Milwaukee Zen Center's financial condition.

Article VI - Head Priest

6.1 Appointment The Board of Directors, with the written consent of two-thirds (2/3) of the membership, may designate a visiting Head Priest of a resident Head Priest.

6.2 Designation The first Head Priest shall be Tozen Akiyama-sensei.

6.3 Powers and duties The Head Priest shall have duties and responsibilities for the religious training of the membership as agreed upon by the Head Priest and the Board of Directors.

Article VII - Finances

7.1 Fiscal year The fiscal year of the Milwaukee Zen Center shall be such twelve-month period as may be set by resolution of a majority of the Board of Directors.

Article VIII - Authority

8.1 Contracts The Board of Directors may authorize any officer or officers, agent or agents of the Milwaukee Zen Center, in addition to the officers so authorized by these Bylaws, to enter into any contract or lease, or to execute and deliver any instrument in the name of, and on behalf of, the Milwaukee Zen Center, and such authority may be general or confined to specific instances.

8.2 Disposal of property The Board of Directors may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of a substantial amount of the property of the Milwaukee Zen Center without the assent of two-thirds (2/3) of the total membership.

Article IX - Dissolution

9.1 Circumstances The Board of Directors may not dissolve the Milwaukee Zen Center without the assent of two-thirds (2/3) of the total membership.

9.2 Distribution of assets If the Milwaukee Zen Center is dissolved, its assets shall be distributed as follows:

- (a) All liabilities and obligations of the Milwaukee Zen Center shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- (b) Assets held by the Milwaukee Zen Center requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) All remaining assets shall be transferred to one or more organizations which are engaged in activities substantially similar to those of this Milwaukee Zen Center and which qualify as exempt under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article X - Amendments

10.1. Circumstances Amendments to the Articles of Incorporation or to these Bylaws may be made at any meeting of the members of the Milwaukee Zen Center. Such an amendment shall be adopted by a two-thirds (2/3) vote of those present and voting.

Adopted October 31, 1983

Amended September 20, 1986

Amended March 10, 2012

Secretary