ZSS Bylaws, 1993.

**REVISED**

**BYLAWS**

**of**

**THE ZEN STUDIES SOCIETY, INC.**

Adopted January 30, 1993

**ARTICLE I**

**MEMBERS**

The Corporation (hereinafter sometimes referred to as the

Society) shall have no members.

**ARTICLE II**

**PURPOSE**

The purpose of the Zen Studies Society, Inc., is to

undertake the study of Zen Buddhism in its religious,

philosophic, psychological and educational aspects, its influence

on Oriental cultures, its relation to world religions and

philosophies, and its relevance for the life of modern man.

Furthermore, its aim is to train ordained monks and nuns in the

Rinzai Zen tradition, in order to establish roots of Rinzai Zen

practice in the Western Hemisphere.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1 -- Number, Qualification, Election, Term of Office

There shall be at least six ( 6 ) directors, each of whom

shall be at least eighteen years of age. The number of directors

may be increased (or once increased, it may be decreased) by an

amendment to these Bylaws passed by an affirmative vote of a

majority of the Board of Directors. "Entire Board of Directors”

shall mean the total number of directors entitled to vote as if

there were no vacancies. The Board shall not have the power to

reduce the Board of Directors to less than six (6) persons; nor

shall it have the power to decrease the number of directors so as

to shorten the term of an incumbent director.

At the time of the adoption of these revised bylaws there

are nine members of the Board of Directors, and no resolution

shall be required for the board to continue at nine members. The

current terms of all of the directors at the time of adoption,

except John Brady, shall expire at the annual meeting in 1994. Mr.

Brady’s current term shall expire at the annual meeting in 1995.

The Abbot of the Society, and the Directors of New York

Zendo and Dai Bosatsu Zendo shall serve as ex officio members of

the Board, as long as they hold those offices. Ex Officio

members have all rights of board members and may also serve as

Officers of the Society.

The Board in its discretion, may also establish a position

of Honorary Chairman of the Board, which position may only be

filled by the immediate past Abbot/Chairman. Such person shall

not have a vote as a member of the Board.

Other than the Abbot of the Society, and the Directors of

New York Zendo and Dai Bosatsu Zendo, Directors shall serve for

three year terms. There shall be no limitation upon the number

of consecutive terms that a Director may serve.

Upon being elected and upon each reelection of a Director,

the Secretary shall issue each Director a complete copy of these

bylaws and any amendments which have been adopted. Each Director

shall sign a statement saying that he or she has read the Bylaws

of the Society.

Section 2 -- Newly Created Directorships and Vacancies

New board members will be nominated by current board members

and elected by a majority vote of the board. In unusual

circumstances the Abbot may appoint a new board member without

approval of the board in any given year. However such appointment

must be approved by the Board of Directors at the subsequent

annual meeting.

Newly created directorships resulting from an increase in

the number of directors and vacancies occurring in the Board of

Directors for any reason may be filled by vote of a majority of

the directors then in office, although less than a quorum exists.

Any Director may nominate persons to fill any vacancy. A

director elected to fill a vacancy shall be elected to hold

office for the unexpired term of his predecessor.

Section 3 -- Removal of Directors

Absence from three consecutive board meetings without prior

notice shall constitute reason for forfeiture of Board membership at

the discretion of the Board. Any or all of the directors,

with the exception of the Abbot/Chairperson may be removed, with

or without cause, by an affirmative vote of the Majority of the

Board of Directors then in office.

Section 4 – Resignations

Any director of the Society may resign at any time by giving

written notice to both the President and to the Secretary of the

Society, or if they are unavailable, to two (2) directors. Such

resignation shall take effect in no less than sixty (60) days

from the date upon which it is given.

Section 5 -- Powers and Duties

The Board of Directors shall have the general power to

manage and control the affairs and property of the Society, and

shall have the full power by majority vote, to adopt rules and

regulations governing the action of the Board of Directors and

shall have full authority with respect to the distribution and

payment of monies received and owed by the Corporation from time

to time. The Board of Directors shall ensure that the Society

adheres to the fundamental and basic purposes of the Corporation,

as expressed in the Certificate of Incorporation (unless

amended}. The Board of Directors shall not permit any part of

the net earnings of the Corporation to inure to the benefit of

any director, officer or other private person.

Section 6 -- Annual Meetings, Notice

The annual meeting shall be held within the first three

months following the end of the fiscal year (i.e. January to

March) and there will be at least one other meeting scheduled

during the remainder of the year.

Notices of the annual board meetings shall be given to all

directors by the Secretary in writing by either personal delivery

or by prepaid first class U. S. mail, addressed to each director

and given at least three weeks prior to the meeting.

Section 7 -- Regular Meetings, Notice

Regular meetings of the Board of Directors shall be held at

such time, date and place as may be determined by the directors.

Notices of such regular meetings shall be given to all

directors by the Secretary in writing by either personal delivery

or by prepaid first class U. S. mail, addressed to each director

and given at least three weeks in advance of the meeting.

Section 8 -- Special Meetings, Notice

Special meetings of the Board of Directors may be held upon

the call of the President, Secretary, Treasurer or other

corporate officer, or any director upon the written demand of no

less than one-third (1/31 of the entire Board of Directors. Such

meeting may be held at the principal office of the Society or at

such place as may be designated in the notice for such meetings.

Notice of the hour, date, place and purpose of each special

meeting of the Board shall be given in writing to each director

by the Secretary, prior to the meeting in writing and must be

received by each director at least forty-eight (48) hours before

the scheduled date for such special meeting. Notices are deemed

to have been properly given if given: by mail, when deposited in

the United States mail; by telegram at the time of filing; or

by messenger at the time of delivery. Notices by mail, telegram

or messenger shall be sent to each director at the address

designated by him for that purpose, or, if none has been so

designated, at his last known residence or business address.

Section 9 - - Quorum, Adjournment , Notice

Two-thirds of the board members shall constitute a quorum

for the transaction of business, and, except where otherwise

provided herein, the vote of a majority of the directors present

at a meeting at the time of such a vote, if a quorum is then

present, shall be the act of the Board.

Notice of the adjournment and rescheduling shall be given to

all directors who were absent at the time of the original

meeting. If the meeting was not rescheduled during the original

meeting, notice shall be given to all directors. If at the

rescheduled meeting a quorum of the directors is present, then

any business may be transacted which might have been transacted

at the meeting as originally called.

Section 10 -- Telephonic Meetings and Actions Without Meetings.

Any one or more members of the Board or any committee

thereof may participate in a meeting of such Board or committee

by means of a conference telephone or similar communications

equipment, allowing all persons participating in the meeting to

hear each other at the same time. Participation by such means

shall constitute presence in person at a meeting. For purposes of

establishing a quorum, any director so communicating by

conference telephone or similar communications equipment at a

meeting shall be deemed to be present.

Any action of the Board of Directors may be taken without a

meeting if all members of the Board individually or collectively

consent in writing to this action. Such written consent or

consents shall be filed with the minutes of the proceedings of

the Board.

Section 11 – Organization

The Chairperson of the Society shall preside at all meetings

of the Board of Directors; if the Chairperson is not present the

President shall preside, and if neither the Chairperson nor the

President are present then the Board may select a director to

preside over the meeting from among the directors present. The

Secretary of the Society shall act as Secretary at all meetings

of the Board of Directors. In the absence of the Secretary, the

presiding officer may appoint any person to act as Secretary at

the meeting.

Section 12 – Voting

At any meeting of the Board of Directors, each director

present shall be entitled to one (1) vote.

**ARTICLE IV**

**OFFICERS**

The officers of the Society must be members of the Board

with the exception of Assistant Treasurers. There will be a

Chairperson, President, Secretary and Treasurer, and, i f the

Board so chooses, a Vice President, Assistant Treasurer and

Honorary Chairperson (the latter office may be held only by the

immediate past Chairperson).

Section 1 – Chairperson

The Abbot shall serve as Chairperson of the Board and shall

preside at all Board meetings. At the time of the adoption of

these bylaws the Abbot is the Honorable Eido T. Shimano.

Successor abbots are to be chosen pursuant t o the provisions of

Article V, below. The Abbot and Chairperson of the Board is not

to be subject to the same provisions for election, term

limitations, resignation or dismissal as other officers, but

rather to the provisions of this section and Article V.

The Abbot is Chairperson of the Board, and Chief Executive

of the Society. The Chairperson shall have general and active

management of the business of the Society and shall see that all

orders and resolutions of the Board of Directors are carried into

effect.

The Chairperson shall execute contracts requiring a seal, under

the seal of the Society, except where required or permitted by law to

be otherwise signed and executed and except where the signing and

execution thereof shall be expressly delegated by the Board of

Directors to some other officer or agent of the Corporation.

Section 2 -- Election and Term of Office of Officers other than

Chairperson.

The Board of Directors shall elect a President, a Secretary

and a Treasurer, and from time to time may elect or appoint such

other officers as it may determine. Any two or more offices may

be held by the same person, except that the same person may not

hold the offices of President and Secretary. An instrument that

is required to be signed by more than one officer may not be

signed by one person in more than one capacity.

The Board of Directors may also elect one or more Vice

Presidents, Assistant Secretaries and Assistant Treasurers.

The Board of Directors may appoint such other officers and

agents as it shall deem necessary who shall hold their offices

for such terms and shall exercise such powers and perform such

duties as shall be determined from time to time by the Board.

The officers of the Society shall be elected at the annual

meeting of the Board of Directors, and each shall continue in

office until his or her successor is elected and qualified, dies,

is removed or resigns.

Section 3 -- Other Agents

From time to time, the Board of Directors may appoint such

other agents as it shall deem to be necessary to the Society,

each of whom shall hold office at the pleasure of the Board of

Directors. Each

[TEXT MISSING]

elected shall hold office for the unexpired portion of

the term of his or her predecessor and until his or her successor

has been elected and qualified.

Section 5 – Removal

Any officer of the Society may be removed, with or without

cause, by a vote of a majority of the directors then in office.

Section 6 – Resignation

Any officer may resign at any time by given written notice

to the President and Secretary or, if they are unavailable, to at

least two (2) directors. Each resignation shall become effective

no less than sixty (60) days from the date upon which such notice

is given. However, the Board of Directors, in its discretion,

may accept the resignation as effective upon an earlier date

stated in such notice.

Section 7 – President

The President, during the absence, disability, or refusal to

act of the Chairperson, shall act as head of the Society and

perform the duties and exercise the powers of the Chairperson and

shall perform such other duties as the Board of Directors shall

prescribe.

Section 8 -- Treasurer: Powers and Duties

The Treasurer shall have the custody of the corporate funds

and securities; shall keep full and accurate accounts of

receipts and disbursements in books belonging to the Society;

and shall deposit all monies and other valuable effects in the

name and to the credit of the Society in such depositories as may

be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by

the Board of Directors, taking proper vouchers for such

disbursements, and shall render to the President and the Board of

Directors, at its regular meetings, or when the Board of

Directors so requires, an account of all his transactions as

Treasurer and of the financial condition of the Society.

If required by the Board of Directors, the Treasurer shall

give the Society such security as shall be satisfactory to the

Board of Directors for the faithful performance of the duties of

the office of Treasurer.

Section 9 -- Committee Treasurers

The three separate committee treasurers as set forth in

Article VI, will be responsible to submit monthly financial

statements of their respective committees to the Treasurer of the

Zen Studies Society, and are subject to the orders and

instructions of the Treasurer of the Zen Studies Society.

The committee treasurers are also responsible for:

1. the preparation and presentation of an annual budget

which shall be submitted to the board at the annual meeting

for discussion and approval.

2. rendering an account of all monies received and expended.

3. presenting a financial report at the annual meeting and

whenever requested by the Chairperson, or the ZSS

Executive Committee, showing all receipts and

expenditures for current financial year or any part thereof.

Any expenditure above $1,000.00 during a given year, not

previously budgeted, shall be approved by the appropriate

Standing Committee. Any expenditure above $25,000.00 during a

given year, not previously budgeted, shall be approved by the

Executive Committee of the Society.

Section 10 – Secretary: Powers and Duties

The Secretary shall attend all meetings of the Board of

Directors and record all the proceedings of the meetings of the

Society and of the Board of Directors in a book to be kept for

That purpose. The Secretary shall give or cause to be given,

all special meetings of the Board of Directors, and

shall perform such other duties as may be prescribed by the Board

of Directors.

The Secretary shall furthermore be responsible for keeping,

preserving in books of the Society, and distributing minutes of

the proceedings of all such meetings; assure that all notices are

given in accordance with these bylaws, maintain a current listing

of officers and board members; perform other such duties, in the

line of office, as the Chairperson and the Board may designate.

**ARTICLE V**

**THE ABBOT AND SUCCESSION**

The Abbot of the Society shall serve as spiritual leader and

Chairperson of the Board until he or she dies resigns,

is unfit to carry out his/her functions, or becomes incapacitated. In

order for the Abbot of the Society to be involuntarily declared

unfit to carry out his or her functions, or incapacitated, there

must be a unanimous vote of all members of the Board of Directors

currently in office, with the exception of the Abbot. For such a

vote no proxies or telephone voting shall be counted. The Abbot

shall be succeeded by a dharma heir selected and designated by

the said Abbot to continue in his or her place.

The selection of each Abbot's successor will be formalized

by a written document, to be dated and signed by the Abbot of the

Society and be kept in a safe deposit box rented by the Society

from Citibank at Third Avenue and 72nd Street, the keys to which

shall be kept with the seal of the corporation. The Abbot,

Treasurer and Secretary will each have authority to open the

safety deposit box. If for any reason the safety box is moved to

another address or bank, the full board shall be notified of the

new locale.

In case the Abbot has more than one dharma heir, the Abbot

should clearly indicate the order and status of each in the line

of succession to the abbotcy of the Zen Studies Society.

In the event that a dharma heir has not been selected, or if

the selected dharma heir, and/or any other dharma heirs are

unable to succeed as Abbot, the Board will have the

responsibility to find a spiritual leader qualified to become the

Abbot, and to so invite him or her. This person (or persons) may

come from the Zen Studies Society's own ranks, or be recruited

from elsewhere within the U.S. or abroad, but must have received

transmission from a Rinzai lineage. In the event transmission

has not been received, the Board may undertake to have such a

designated individual (or individuals) trained at a Rinzai Zen

monastery in order to receive transmission and to return as Abbot

of the Zen Studies Society.

**ARTICLE VI**

**COMMITTEES**

Section 1 -- ZEN STUDIES SOCI TY EXECUTIVE COMMITTEE

The ZSS Executive Committee, with the Abbot as Chairperson,

shall have and may exercise all the powers of the Board when the

Board is not in session and will handle the responsibilities of

the Board between meetings. Officers and ex officio members of

the Board, shall be members of the Executive Committee. The

Abbot may appoint additional members of the Executive Committee,

however there shall be no more than six (6) members. Two-thirds

of the members of the Executive Committee shall constitute a

quorum. Minutes shall be taken at all meetings of the ZSS

Executive Committee and all actions taken by the Committee shall

be reported to the full board at the next board meeting.

Section 2 -- STANDING COMMITTEES

2.1 – Zen Studies Society Endowment Fund Committee

This Committee will support Dharma activities to promote

the understanding and practice of Zen Buddhism in the Western

World by providing and managing funds for the sustenance of the

Abbot, and by other means as additional funds become available.

2.2 – New York Zendo Shobi-ji Committee

New York Zendo Shobo-ji will provide people in New York City

with the opportunity to practice and study Zen Buddhism. The

Committee’s activities include the operation and maintenance of

the 67th Street Zendo.

2.3 – Dai Bosatsu Zendo Kongo-ji Committee

Dai Bosatsu Zendo Kongo-ji will provide traditional Rinzai

Zen monastic training by operating and maintaining the monastery.

The possibility exists of a training center and community

existing in mutual support of each other, exemplifying the

importance of Self Realization and its living expression in the

world.

2.4 -- Structure and Operation of the Standing Committees

The Standing Committees will act and operate independently

of each other and the functioning of each committee will be

reviewed at meetings of the Zen Studies Society Board. The

Chairperson of the Board of the Zen Studies Society will appoint

three Committee Chairpersons for periods of two years, to be

renewed at his discretion. The Chairpersons must be members of

the board of the Zen Studies Society. Each Chairperson will

select appropriate Committee members and appoint a Treasurer and

Officers. The term for each member will be two years, renewable

for consecutive two year terms. (Each Committee will have no

more than seven members). (Each committee will be responsible

for the operation of their respective activities).

The Abbot will serve as an ex officio member of each

committee and will have veto power over the committee's

decisions. It is the responsibility of each Committee

Chairperson to keep him informed of the Committee’s activities.

Each committee is obliged to report on its activities to the

Zen Studies Society Board twice yearly.

Any veto by the Abbot can be overridden by a majority vote

of Directors of the Zen Studies Society, Inc., at a Board of

Directors meeting.

Section 3 -- AD HOC COMMITTEES

Ad hoc committees, to be established for one-year terms, may

be renewed by action of the board as deemed necessary.

**ARTICLE VII**

**CONTRACTS, CHECKS, BANK ACCOUNNTS AND INVESTMENTS**

Section 1 -- Checks, Notes and Contracts

The Board of Directors is authorized to select such banks or

depositories as it shall deem proper for holding the funds of the

Corporation.

All checks and drafts on, and withdrawals from the Corporation's

accounts with banks or other financial institutions, and

all bills of exchange, notes and other instruments for the

payment of money, drawn, made, endorsed, or accepted by the

Corporation, shall be signed on its behalf by the person or

persons thereunto authorized by, or pursuant to resolution of,

the Board of Directors or these bylaws.

Section 2 – Investments

The funds of the Corporation may be retained in whole or in

part in cash or be invested and reinvested from time to time in

such property, real, personal and otherwise, or in stocks, bonds

or other securities, as the Board of Directors may consider

desirable.

**ARTICLE VIII –**

**OFFICE AND BOOKS**

Section 1 – Office

The principal place of business will be 223 East 67th

Street, New York, NY 10021. The office of the Corporation may

be relocated as the Board of Directors may from time to time

determine.

Section 2 – Books

The Corporation shall keep: (a) correct and complete books

and records of account; (b) minutes of the proceedings of Board

of Directors. This minutes book shall contain a copy of the

Certificate of Incorporation and a copy of these Bylaws; and (C)

a current list of the directors and officers and their residence

addresses.

The Board of Directors may determine whether and to what

extent and at what times and places and under what conditions and

regulations any accounts, books, records or other documents of

amendments to bylaws.

Section 2 – Amendment

These bylaws, or any or more provisions thereof may, at any

meeting of the board be amended. Proposed amendments to the

bylaws should be mailed to board members not less than 30 days

prior to a board meeting, or presented to the board at a

preceding regular board meeting and a copy of the amendments

mailed to each member at least 14 days before the meeting at

which the board is to act on the proposal.

In order for any such amendment to the bylaws to take effect

it must be appended to these bylaws in the official records of

the Corporation, and signed and dated by the Secretary of the

Corporation.

Certification of the Amended Bylaws of The Zen Studies Society

I, Willem Jacobus Pretorius, Secretary of The Zen Studies

Society, Inc., hereby certify that the Amended Bylaws of The Zen

Studies Society were adapted by unanimous vote of the Board of

Directors on January 30, 1993.

Present were: Jean Bankie John Brady, Willem Pretorius.

Richard Rudin, Eido T. Shimano, Yasuko Shimano and Bernard Spitz.

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Secretary