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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,

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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.

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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.

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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 (1/3) 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

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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, if 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.

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Successor abbots are to be chosen pursuant to 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

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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

lected 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

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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, notice of all special meetings of the Board of Directors, and

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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 abbacy 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

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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 SOCIETY 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 Shobo-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

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Dai Bosatsu Zendo Kongo-ji will provide traditional Rinzaï 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 ACCOUNTS AND INVESTMENTS**

Section 1 -- Checks, Notes and Contracts

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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

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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 Bankier, John Brady, Willem Pretorius, Richard Rudin, Eido T. Shimano, Yasuko Shimano and Bernard Spitz.

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Secretary