

*Proposed updates to the ZCO Bylaws, draft dated 31-Mar-2025.
Additions are marked in **colored text**; deletions are shown with ~~strikethrough text~~.
The remaining text is unchanged from the current Bylaws. Comments associated with
each changed Section explain the rationale for the proposed change.*

BYLAWS OF THE ZEN COMMUNITY OF OREGON

ARTICLE I - Name

The name of this corporation is "Zen Community of Oregon." For convenience this corporation shall be referred to in these Bylaws as "ZCO", or "the corporation."

ARTICLE II - Corporate Offices

2.01 Registered Agent. The corporation shall maintain in the State of Oregon a designated registered agent ~~and . The registered agent of the corporation is Laren Bays, whose address is PO Box 368, Clatskanie, Oregon, 97016. The Board of Directors~~ may, at any time, designate a new registered agent.

Commented [BB1]: Delete out-of-date reference.

2.02 Corporate Offices. The corporation shall maintain in the State of Oregon a registered office. The address of the registered office is 79640 Quincy-Mayger Road, Clatskanie, Oregon, 97016. The Board of Directors may, at any time, change the location of the principal office. The corporation may also have other offices at such locations as the Board of Directors may determine by resolution.

ARTICLE III - Purpose

3.01 Primary Purpose. The primary purpose of ZCO is to express and make accessible the wisdom and compassion of the Buddha's teachings, as transmitted through an authentic, historical lineage and to support and maintain Zen Buddhist practice in order to realize our true nature and actualize the Buddha nature in everyday life.

3.02 General Purpose. The corporation shall be organized and operated exclusively for charitable, literary, religious and educational purposes. Subject to the limitations set forth in the Articles of Incorporation, the purposes of the corporation shall be to engage in such lawful activities and exercise such powers, none of which shall be for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as the same may be amended or replaced from time to time, and which shall not be inconsistent with these Bylaws.

3.03 Practice Centers. The corporation has a commitment to the support and continuation of monastic training at Great Vow Zen Monastery in Clatskanie, Oregon and to weekly programs and support for lay practitioners at Great Vow Zen Monastery, at Heart of Wisdom Zen Temple in Portland, Oregon, and at affiliate centers.

ARTICLE IV - Membership

4.01 ~~Classes of Membership;~~ Responsibilities and Privileges. It shall be the responsibility of all members to support ZCO with regular, monthly dues ~~(except when the Board of Directors has waived dues)~~, to perform such duties as shall be necessary and desirable to support the Sangha and its functions, to help everyone be able to practice and to deepen their own spiritual practice. All members shall be welcome to participate in training and shall have priority for access to the Teachers.

Commented [BB2]: Delete reference to "Classes" because the section does not discuss membership classes. Clarify that the Board can enable dues-free membership.

4.02 Members. Any person may become a member by (i) ~~applying for membership in accordance with the then-current Board-approved application process, notifying an officer or member of the Board of Directors of the corporation in writing of his or her desire to become a general member~~ and (ii) paying at least the then-current minimum monthly dues for members, as established by the Board of Directors. Members may attend ZCO events and functions (except as may be otherwise limited by these Bylaws), receive mailings, have interviews with the Teachers during events where such interviews are available, and participate in Zendo and sesshin functions. ~~Members who live more than an hour outside the Portland or Clatskanie areas may pay a reduced rate as established by the Board of Directors.~~ Members must pay monthly dues on a current basis in order to maintain membership in good standing.

Commented [BB3]: Allow flexibility in membership sign-up process. Also: no need for geographic specificity, as Board has flexibility to set dues.

4.03 Voting. Members' voting rights and procedures described in sections 4.08, 5.05, 5.06, ~~7.03, 7.06,~~ and Article X shall apply only to members who have been in good standing for at least one full year.

Commented [BB4]: Corresponding drafting fix because Sections 7.03 and 7.06 are now deleted.

4.04 Expulsion. A member may be expelled, or have his or her membership suspended, by the Board of Directors after giving the member at least fifteen (15) days' written notice of the expulsion or suspension and the reasons therefore, after a finding by the Board that such member has acted contrary to the rules, spirit or purpose of this organization. The member shall be given a reasonable opportunity to be heard by the Board or its designated agent, orally or in writing, at the discretion of the Board, at least five (5) days before the expulsion or suspension becomes final. The written notice shall be given by email or first class mail, sent to the last address of the member shown in the corporation's records, and shall be deemed given on the date it is mailed. The decision of the Board or its designated agent shall be final and shall not be subject to any review or appeal by any court or other persons.

4.05 Annual Meeting. An annual meeting of the voting members of the corporation shall be held each year on a date to be set each year by the Board of Directors at the registered office of the corporation, or at such other location as shall be designated by the President in the notice of the meeting.

4.06 Special Meetings. Special meetings of the voting members of the corporation may be called by the Board of Directors, or by petition of no less than twenty percent (20%) of the voting members by demand, signed, dated and delivered to the Secretary of the corporation. Such demand shall describe the purpose of the meeting.

4.07 Notice of Meetings. Written notice of all meetings of voting members shall be posted on the Zen Community of Oregon website no later than 15 days before the next meeting. Written notice of meetings shall state the place, date and hour of the meeting and, unless it is the annual meeting, state the purpose of the meeting and indicate that the meeting is being called by the direction or demand of the person or persons calling the meeting. Such notice shall be deemed given on the date ~~mailed~~posted. The attendance of a voting member at a membership meeting, without protesting lack of notice of the meeting prior to the conclusion of the meeting, shall be deemed a waiver of such notice.

Commented [BB5]: Fix drafting error.

4.08 Quorum and Voting. Each voting member present at a meeting, ~~including the Spiritual Leader,~~ shall have one (1) vote. A quorum shall consist of ~~the lesser of thirty (30) voting members or~~ thirty percent (30%) of the total number of voting members at the time notice of the meeting is given. If a quorum is present, action shall be taken by an affirmative vote of a majority of members present, unless otherwise provided by these Bylaws or applicable law.

Commented [BB6]: As the membership has grown, so have difficulties in getting 30% of voting members to a membership meeting to close on member business. 30 voting members is proposed as sufficient to represent member interests.

~~4.09 The affirmative vote of a specified percentage or fraction of the voting members is required for the removal of a Director, as set forth in Section 5.06, ratification of a Dharma heir as successor to the Spiritual Leader, as set forth in Section 7.03, and removal of the Spiritual Leader, as set forth in Section 7.06; such percentage or fraction shall be deemed to mean a percentage or fraction of the entire number of voting members of the corporation listed in the corporate records at the time such vote is taken.~~

Commented [BB7]: Sections 7.03 and 7.06 are now deleted, so this section is moot as to those points. Re Section 5.06, requiring a 75% vote in a meeting with a quorum makes more sense than requiring 75% of all voting members (which would be an impossible threshold, as a practical matter, given current membership size).

~~4.10 Proxy Voting. There shall be no voting by proxy, with the exception of the Spiritual Leader who may designate a proxy.~~

Commented [BB8]: Moot after the transition to Spiritual Leadership Council.

ARTICLE V - Board of Directors

5.01 Duties and Powers. The affairs of the corporation shall be managed by the Board of Directors (the "Board"). All powers of the corporation shall be exercised by or under authority of the Board, in accordance with the provisions of these Bylaws, the Articles of Incorporation, and applicable law.

5.02 Number and Selection of Directors. There shall be seven (7) Directors. The Spiritual Leadership Council ~~shall be a Director and~~ shall appoint ~~two three~~ (23) Directors. The remaining four (4) Directors shall be elected by the members as provided in Section 5.04. Only voting members who have been voting members for not less than two (2) years shall be eligible to be Directors.

Commented [BB9]: Spiritual Leadership Council assumes the responsibility previously held by the Spiritual Leader individually.

5.03 Term. ~~The Spiritual Leader shall be a Director for so long as he or she continues to serve as Spiritual Leader. Other~~ Directors may serve up to two (2) consecutive terms of three (3) years each. Any person who has served two (2) consecutive full three (3) year terms as a Director shall not be eligible to be a Director until one (1) year after expiration of such person's second full consecutive term. Directors ~~other than the Spiritual Leader~~ shall serve staggered terms so that two (2) Directors' positions shall become available for reappointment or re-election in each year. ~~The initial Directors shall serve terms as~~

Commented [BB10]: Drafting fixes to match SLC transition plus deletion of out-of-date text.

~~follows: (i) two (2) of the elected Directors shall be elected to serve terms of one (1) year; (ii) one (1) of the elected Directors and one (1) of the Directors appointed by the Spiritual Leader shall be elected and appointed, respectively, for terms of two (2) years; and (iii) one (1) of the elected Directors and one of the Directors appointed by the Spiritual Leader shall be elected and appointed, respectively, to serve full three (3) year terms. Initial Directors who have served a partial term as an initial Director (less than three years) shall be eligible, upon expiration of their initial, partial term, to serve two (2) consecutive, full three (3) year terms thereafter. A Director's term shall begin on the date on which is held the annual meeting of Directors in the year such Director is elected or appointed, and shall expire on the day of the annual meeting of Directors in the year such Director's term expires.~~

5.04 Election. Four (4) of the Directors shall be elected by the voting members. In the year an elected Director's term is to expire, an election will be held at that year's annual meeting of voting members to elect a Director to fill that position.

5.05 Nomination; Election Committee. Eligible candidates for the Board of Directors may be nominated by any voting member or any Director not later than thirty (30) days prior to the date of the annual meeting of voting members in the year in which the nomination is made. An Election Committee shall be formed in each year to review candidates for the Board of Directors and present formal nominees for the positions up for election in that year. The Election Committee shall be composed of three (3) Directors elected by the Board of Directors and three (3) voting members elected by the voting members. Any non-director who was on the previous year's Election Committee is not eligible to serve on the present year's Election committee. The Election Committee shall select one (1) nominee for each Directorship that is up for election in that year and present the names of the nominees to the voting members at the annual meeting of the voting members. Each voting member shall vote either affirmatively or negatively for the entire "slate" of candidates presented, rather than voting individually with respect to each candidate. If the voting members vote to decline the slate presented by the Election Committee, then the Election Committee will prepare a new slate of candidates as soon as practicable and present it to a vote of the voting members, until a "slate" is elected.

5.06 Removal. Any and all members of the Board of Directors may be removed from office, with or without cause, at a meeting called for that purpose, by a vote of at least five (5) Board members or at least seventy-five percent (75%) of the voting members.

~~5.07 Initial Directors. Upon formation of the corporation, the Spiritual Leader shall appoint six (6) persons to serve as the initial Board of Directors, who shall serve until the first election of the Board of Directors by the voting members. Service by any person on the initial Board shall not count as a term for purposes of the term limitation provisions of Section 5.03.~~

Commented [BB11]: Deletion of out-of-date text.

5.078 Vacancies. Vacancies on the Board of Directors will be filled by a majority vote of the number of Directors then on the Board of Directors in the case of elected Directors

and by the Spiritual Leadership Council in case of appointed directors. Any person so elected or appointed to fill a vacancy shall serve out the remainder of the term of the vacated Board member.

5.089 Quorum and Voting. A quorum at a meeting of the Board of Directors shall consist of five (5). If a quorum is present, action shall be taken by an affirmative vote of at least four (4) Directors. Notwithstanding the foregoing, the following actions may only be taken by the affirmative vote of a majority of the Directors in office: amending the Articles of Incorporation, selling assets of the corporation not in the regular course of business of the corporation, merging or dissolving the corporation, and electing Committees of the Board. Voting by mail or email **or other electronic means** shall be permitted, **in accordance with applicable law and** subject to procedures adopted by the Board ~~as set forth in Section 5.13~~.

Commented [BB12]: Future-proofing; enabling, e.g., voting using a web-based tool or app.

5.0910 Annual Meeting. An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the voting members each year at a time and place to be determined by the Board of Directors, but after the annual meeting of the voting members has been held for that year. No notice of the date, time, place or purpose of the annual meetings is required.

5.101 Other Regular Meetings. Other regular meetings of the Board of Directors may be held on such regular dates and at such regular times and places as may be established by the Board of Directors. Once the regular dates, times and places have been established, no further notice need be given of such meetings.

5.112 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any two (2) Directors. Notice of the date, time and place for such meetings shall be delivered personally to each Director, or by telephone, email, electronic facsimile, or mailed, addressed to each Director at the last address shown in the corporate records not less than seven (7) days prior to the meeting.

5.123 Action Without a Meeting. If all directors consent to an action in writing or by email to an action, that action can be taken without a meeting of the Board.

5.134 Compensation. Board members shall not receive any salary or compensation for their services as Directors, but may be reimbursed for expenses related to Board service.

ARTICLE VI - Committees

6.01 Executive Committee. The Board of Directors may elect and designate from its members an Executive Committee of no less than three (3) Directors. The Executive Committee shall have the power to make ongoing decisions between Board meetings and shall have the authority of the Board, except as limited by Section 6.04.

6.02 Other Committees. The Board of Directors may create such other committees as it may deem desirable. Such committees may exercise functions of the Board of Directors

or may be advisory committees, as the Board shall determine, and shall only have the powers specifically delegated to them by the Board. Any committee that exercises any function of the Board of Directors shall be composed of two or more Board members elected by the Board of Directors by an affirmative vote of a majority of Board members then in office.

6.03 Decisions and Action. Decisions by the Executive Committee, if one is established, and action taken, shall be by a majority vote of its members, but in any event by vote of not less than three (3) Directors who are members of the Executive Committee.

6.04 Limitations on the Powers of Committees. No committee shall have authority over the following matters:

- (a) The submission to members of the corporation of any action requiring members' approval according to the Bylaws or applicable law;
- (b) The dissolution or merger of the corporation or the sale, pledging or transfer of substantially all of the corporation's assets;
- (c) The election, appointment or removal of Directors or the filling of vacancies on the Board or vacancies created by the departure or resignation of any Board members on a committee;
- (d) The adoption, amendment or repeal of the Articles of Incorporation, the Bylaws or any resolution of the Board of Directors; or
- (e) The authorization of payment of a dividend or any part of the income or profit of the corporation, or the transfer of any of the corporation's assets, to any Director or officer of the corporation.

ARTICLE VII - ~~Teacher And~~ Spiritual Leadership Council Head

7.01 ~~Spiritual Leadership Council. The Spiritual Leadership Council shall be the recognized spiritual leader and principal teacher of ZCO and shall determine and direct matters of spiritual practice, liturgy, and teaching. The Spiritual Leader shall be a member of ZCO and the Spiritual Leader for life, unless he or she resigns or is removed in accordance with the provisions of Section 7.06.~~

Commented [BB13]: Spiritual Leadership Council assumes role previously held by Spiritual Leader individually.

7.02 ~~First Spiritual Leader. Composition of the Spiritual Leadership Council; Delegation of Powers. The Spiritual Leadership Council will initially consist of Jan Chozen Bays and a set of individuals to be identified by Jan Chozen Bays in a written communication to the Board of Directors. Thereafter the Spiritual Leadership Council will determine its own membership criteria and organizational processes. The Spiritual Leadership Council may delegate its powers under these Bylaws in part or in full to committees or individuals. is, and shall be, the first Spiritual Leader of ZCO.~~

Commented [BB14]: Describes how the initial SLC is appointed and establishes that the SLC is self-governing thereafter. Clarifies that the SLC can delegate its powers.

~~7.03 Successive Spiritual Leaders. The Spiritual Leader may appoint a dharma heir to succeed him or her as Spiritual Leader. Such appointment must be ratified by a vote of at least seventy-five percent (75%) of the voting members. If a Spiritual Leader fails to select a dharma heir, successive Spiritual Leaders shall be selected from the dharma heirs of other authentic, historical lineages of Zen Buddhism.~~

~~7.04 Compensation. The Spiritual Leader's compensation shall be determined by the Board of Directors.~~

~~7.05 Intellectual Property. Because ZCO's Spiritual Leader is an independent contractor and free to pursue creative projects as they see fit, products of such projects including books and other publications, artworks, etc., remain the intellectual property of the Spiritual Leader, and ZCO shall make no claim to ownership or entitlement to proceeds from them.~~

~~7.06 Removal. The Spiritual Leader may be removed by affirmative vote of at least five (5) members of the Board of Directors taken at a special meeting called for such purpose, or by affirmative vote of at least seventy-five percent (75%) of the voting members at a special meeting called for such purpose.~~

~~7.07 Additional Teachers. The Zen Community of Oregon may choose to employ a teacher or teachers in addition to the Spiritual Leader. Any compensation of such teacher(s) will be determined by the Board.~~

Commented [BB15]: Sections 7.03 - 7.07 are moot or unnecessary (issues such as IP or compensation of teachers can be addressed outside of the Bylaws).

ARTICLE VIII - Officers

8.01 Officers. The officers of the corporation shall be the President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. Except for the offices of President and Secretary, one person may hold more than one office.

8.02 Election. The Board of Directors at its annual meeting shall elect the officers to serve a one (1) year term. An officer may be re-elected without limitation on the number of terms he or she may serve.

8.03 Vacancies. A vacancy of the office of President, Secretary, or Treasurer shall be filled at the first meeting of the Board of Directors after the vacancy is created, and in no event later than three (3) months after the vacancy is created.

8.04 President. The President shall be the executive officer of the corporation, shall preside at all meetings of the members, 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.

8.05 Secretary. The Secretary shall have overall recordkeeping responsibility, except for financial recordkeeping. 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) Placing the names and addresses of all members of the corporation on the membership list according to the appropriate category of membership, 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 applications for different categories of membership;
- (d) Such other duties as may be prescribed by the Board of Directors.

8.06 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;
- (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
- (e) Such other duties as may be prescribed by the Board of Directors.

ARTICLE IX - Indemnity Of Officers And Directors

The corporation shall indemnify and hold harmless from and against any and all claims brought against them for acts or omissions committed by them in their capacities as officers and Directors of the corporation, to the fullest extent allowed under Oregon law.

ARTICLE X - Amendments To Bylaws

These bylaws may be amended or repealed and new bylaws adopted by the Board of Directors, by the affirmative vote of at least five (5) Directors. Amendment or repeal of any of the bylaws that govern the terms of voting, membership or the Spiritual Leadership Committee must be ratified by a vote of at least two-thirds (2/3) of the voting members.

Commented [BB16]: Conform to SLC change.

Revised ~~January 18, 2015~~[DATE]

