

**BYLAWS OF
THE ZEN COMMUNITY OF BALTIMORE, INC
CLARE SANGHA**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE (or SITE)

The principal office of the Zen Community of Baltimore, Inc. Clare Sangha, is located at its treasurer's residence. For 2023 that is Mike Shanahan at 1201 East West Highway Apt 101, Silver Spring MD 20910.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

SECTION 3. OTHER OFFICES (or SITES)

The corporation may also have offices at such other places, within or without the State of Maryland, where it is qualified to do business, as its business may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
NON-PROFIT PURPOSES**

SECTION 1. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of the Zen Community of Baltimore, Inc. Clare Sangha shall be:

- o To foster interfaith, interreligious practice in the Zen tradition

- o To provide orientation and instruction in Zen meditation
- o To provide regularly scheduled periods of practice
- o To provide training for members and other interested persons

ARTICLE 3 MEMBERSHIP

Section 1. MEMBERS

The members of the Corporation shall have no vote in either the election of Directors or other affairs of the Corporation.

Section 2. QUALIFICATIONS OF MEMBERS

Any person who pays annual dues may become a member of the Board of Directors or an officer, agent, or committee member via solicitation by the current Board of Directors and the agreement of the member solicited.

Section 3. LIABILITIES OF MEMBERS

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to the assets of this corporation for payment.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than seven (7) Directors and a Guiding Teacher and always be an odd number for voting, e.g., 3, 5, 7. Board members shall serve two-year (2) terms with the option of extending their service at the board's request. The term of the Guiding Teacher shall be defined in Article 6.

An increase or decrease in the number of members of the Board may be affected by a vote of a majority of the total number of Directors at a meeting to which all Directors have been served notice and which notice has specified that this matter is to be voted upon.

SECTION 2. QUORUM FOR MEETINGS

A quorum shall consist of at least one-third of the total number of Directors (but not less than three (3) Directors).

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 3. POWERS OF DIRECTORS

Subject to the provisions of the laws of Maryland and any limitations in the Articles of Incorporation and these Bylaws the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- Except as provided in these By-laws, they shall select and remove all officers of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the By-laws, and fix their compensation.
- They shall conduct, manage, and control the affairs and business of the corporation and make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-laws.
- They shall borrow money and incur indebtedness for the purpose\ of the corporation, and for that purpose cause or be executed and delivered in the corporate name, promissory notes, bonds, debentures deeds of trust, mortgages pledges, hypothecation, or other evidence of debt and securities.

SECTION 4. ELECTION AND TERM OF OFFICE

The Director(s) shall be elected by the Board whenever a term ends or becomes available. Each Director shall have a term of office of two (2) years which can be extended by majority vote of the Board.

SECTION 5. VACANCIES

Vacancies on the Board of Directors arising as a result of resignation, removal, or incapacity (other than a vacancy in the post of Guiding Teacher). shall be filled by invitation issued by agreement from the majority of the remaining Directors then in office. A successor Director so elected shall serve for a full term going forward.

SECTION 6. PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place, within or without the state, or by video conferencing that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held by video conferencing or at a location agreed upon by the Board. Special meetings of the Board may be as needed and by video conferencing, telephone, email, or at a location agreed upon by the Board.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held with seven (7) days' notice at least quarterly at a minimum. Each such meeting will include a financial update by the Treasurer with an annual report by the Treasurer done in the first quarter of each year. The Board can convene a financial audit committee on an as-needed basis.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Guiding Teacher, or by any of the Directors.

Notification of time and place of special meetings shall be provided by email or other appropriate form of text-based communication as far in advance as possible.

SECTION 9. ACTION WITHOUT A MEETING: PARTICIPATION BY VIDEO CONFERENCE, TELEPHONE, EMAIL, ELECTRONIC COMMUNICATION, ETC.

Any action by the Board of Directors may be taken without a meeting if a quorum of members of the Board individually or collectively consents in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

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 video conference, telephone, or combination thereof. Participation by such means shall constitute presence in person at a meeting.

SECTION 10. REMOVAL

A Director may be removed from the board, with cause, by the vote of a majority of Directors.

SECTION 11. COMPENSATION

Directors shall not receive any stated salary for their services as Directors, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any compensation, therefore.

ARTICLE 5 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President (optional), a Secretary, and a Treasurer, a Guiding Teacher, and such other officers as the Board of Directors may appoint. Any one person may hold more than one office, save that the President and the Secretary may not be the same person. Officers, other than the Guiding Teacher shall hold office for terms of two (2) years which can be extended upon a majority vote by the Board.

SECTION 2. QUALIFICATIONS

Officers shall be elected from among the dues-paying membership of the Zen Community of Baltimore Inc. Clare Sangha.

SECTION 3. ELECTION

The Board of Directors shall elect the President, Secretary, and Treasurer. The President shall appoint any other officers, except the Guiding Teacher, subject to ratification by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

An officer may be removed, with cause, by a majority vote of the Board of Directors, upon written petition by at least one board member. An officer may resign by giving written notice to the Board of Directors. The resignation shall take effect upon receipt of written notice by the President or the Secretary.

SECTION 5. VACANCIES

Any vacancy in the office of the President, Secretary, or Treasurer because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors. In the event of a vacancy in any other office (except that of the Guiding Teacher), such vacancy may be filled temporarily by appointment by the President subject to ratification by the Board.

SECTION 6. PRESIDENT

Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business affairs of the corporation and the activities of the officers. The President shall have other such powers and duties as may be prescribed from time to time by the board of Directors.

SECTION 7. VICE PRESIDENT

This position will be optional at the Board's discretion. Should the board determine a Vice President is needed, in the absence or disability of the President, that Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

SECTION 8. SECRETARY

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

SECTION 9. TREASURER

The Treasurer or such officers or agents as the Board of Directors may designate shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the Secretary or by such officers or agents as may be designated by the Board of Directors as being authorized to sign them.

ARTICLE 6 GUIDING TEACHER

SECTION 1. QUALIFICATIONS

The Guiding Teacher of the Zen Community of Baltimore Inc. Clare Sangha shall be a person who has received mind to mind transmission in the Zen tradition and approval to teach in the tradition of the White Plum Asangha.

SECTION 2. FIRST GUIDING TEACHER

The Guiding Teacher shall serve until he/she dies, resigns, or is determined unfit to perform his/her duties through the procedure set forth herein.

SECTION 3. SUCCESSOR GUIDING TEACHERS

In the event that the Guiding Teacher dies, resigns, or is determined to be unfit to perform his/her duties through the procedure set forth herein, a successor Guiding Teacher shall be selected by the same procedure as is set forth in Sections 4, 5 and 6 of this Article, for the removal of the Guiding Teacher.

SECTION 4. REMOVAL

Any three members of the Board may submit to the Board a written petition for the removal of the Guiding Teacher. In that event the Board shall set dates for three meetings: one, for teachers (excluding the Guiding Teacher) and Dharma Holders of the community; one for Senior Students of the community, as determined by teachers of the community (excluding the Guiding Teacher), Dharma Holders, and the board; and one for members of the community that do not fall into one of the preceding categories.

SECTION 5. REMOVAL NOTICE AND PROCEDURES

The persons entitled to attend each meeting shall be notified of the meeting time, video conference link, date, and subject matter of the meetings together with the specific reasons the Board members believe warrant the removal of the Guiding Teacher.

The secretary of the Corporation shall maintain at all times an accurate list of the persons who are entitled to attend such meetings. The secretary shall also certify that all such persons and the Guiding Teacher have been notified

At the meetings required by this section the Guiding Teacher shall be entitled to respond and answer the reasons set forth for removal and to present a reasonable defense if he or she believes it appropriate.

Those persons who are entitled to participate in more than one of the meetings mandated by this section shall be entitled to vote at only one meeting.

SECTION 6. REQUIREMENT FOR REMOVAL OF THE GUIDING TEACHER

The Guiding Teacher may be removed by a vote of at least 2/3 at each of the three meetings provided for in Sections 4 and 5 above. The reasons for removal need to be stated in the resolutions passed at the meetings. Obviously, any discussion of removal indicates serious issues that would need to be addressed and, ideally, resolved within the sangha.

SECTION 7. COMPENSATION

The Guiding Teacher's compensation, if any, shall be set by the Board of Directors and shall be paid at such time as shall be mutually agreed upon by the Board of Directors and the Guiding Teacher.

SECTION 8. POWERS OF THE GUIDING TEACHER

The Guiding Teacher shall be responsible for the spiritual guidance of the Community and overseeing the Zen training of the Community. He/she may establish committees and advisory councils and may delegate such tasks as he/she deems appropriate for assistance in carrying out these responsibilities, for instance, to other teachers.

ARTICLE 7 COMMITTEES

Section 1. COMMITTEES

The Board can establish committees as needed with Directors or invited dues-paying members can serve. The purpose and membership of such committees will be the responsibility of the Directors and Committees will report to them.

The Board will review these bylaws every five (5) years at a minimum.

Approved August 6, 2023