

BYLAWS OF SAN FRANCISCO ZEN CENTER
November 2009

ARTICLE I
Name

The name of this corporation is San Francisco Zen Center.

ARTICLE II
Principal Office

The principal office for the transaction of business is hereby fixed and located at 300 Page Street, San Francisco, California. The Board of Directors may change the location of the principal office at any time.

ARTICLE III
Purpose, Ideals, and Values of San Francisco Zen Center

The purpose of San Francisco Zen Center is to express, make accessible, and embody the wisdom and compassion of the Buddha. The ideals are based on the example of the Buddha, and guided by the teachings and lineage of the Soto School as conveyed to us by our founder, Shunryu Suzuki Roshi, and other Buddhist teachers. Our central value is to express the nonduality of practice and awakening through the practice of Zen and the Sixteen Bodhisattva Precepts. San Francisco Zen Center acknowledges and values equally the expression of practice in formal settings and in daily life: thus, we affirm both lay and monastic practice as expressions of the Bodhisattva Way.

ARTICLE IV
Board of Directors

Section 1. The authorized number of Directors shall be at least sixteen (16), and normally shall be seventeen (17), consisting of at least twelve (12) Directors elected by the voting members ; at least two (2) Directors appointed by the Board of Directors; and the Abbesses/Abbots currently serving.

Section 2. The term of each elected Director shall be three (3) years and shall begin on the first of January following the year of election. One-third of the Directors shall be elected each year.

The term of each appointed Director shall be determined by the Board of Directors. The term of the Abbess/Abbot shall be co-extensive with the term of her/his office as Abbess/Abbot. Each elected and appointed Director shall hold office until the expiration of the term for which elected or appointed and until a successor has been qualified. No elected or appointed Director may serve for more than six (6) consecutive years. However, a Director previously asked to fill out an unexpired term may stand in two elections so long as the total time served does not exceed 7.5 years.

Section 3. The elected Directors shall be elected by the voting members at an election held by written ballot each fall. The voting members shall elect a number of Directors sufficient to fill all vacancies. The Board of Directors shall present the voting members with

a list of nominees selected by the Board of Directors equivalent to the number of vacancies on the Board. The list shall be included in a written ballot and mailed to the voting members. The written ballot shall, in addition, permit each voting member to write-in and vote to elect one or more eligible write-in candidates. The candidates who secure the most votes, whether nominated by the Board or selected as a write-in candidate, shall be elected as Directors to fill the vacancies. The Board of Directors shall establish a record date on which the voting roll shall be closed for such election and shall determine when the written ballots must be received to be counted.

The Board of Directors shall appoint at least two (2) persons, and not more than four (4), who have had substantial organizational, religious, financial, legal, or community service experience to serve as Directors. These Appointed Directors shall not be employees of San Francisco Zen Center.

Section 4. A vacancy shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice by the Secretary. Two-thirds of the members, voting at a duly held meeting at which a quorum is present, may remove a Director who was elected by the members, but only if all members are notified at least one week in advance. Vacancies may be filled by the Board for the unexpired portion of the term.

Section 5. The Board of Directors shall have general charge of the affairs, funds and property of the Corporation. They shall have full power and it shall be their duty to carry out the purposes of the Corporation according to the Articles of Incorporation and these Bylaws.

Section 6. A regular meeting of the Board of Directors shall be held four (4) times a year in winter, spring, summer, and fall. Special meetings shall be called by the Chair of the Board of Directors or by any three members of the Board of Directors. Written notice of the time and place of all meetings shall be sent to each Director at a reasonable time prior to such meetings unless a waiver of notice is filed with the Secretary of the Corporation within ten (10) days of the date for such meeting.

Section 7. Each active voting member of the Board of Directors shall have one vote. No Director shall accumulate votes. A majority of the active voting members of the Board shall constitute a quorum.

Section 8. Indemnification of Directors, Officers, Employees and other Agents of the Corporation

- a. For purposes of this Section 8, an "agent" includes any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this Corporation or of another enterprise serving at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under this Section 8.

b. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of this Corporation, against expenses judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

c. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of that action, if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.c:

i. With respect to any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for expenses and then only to the extent that the court shall determine;

ii. Of amounts paid in settling or otherwise disposing of a threatened or pending action without court approval; or

iii. Of expenses incurred in defending a pending action that is settled or otherwise disposed of without court approval.

d. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 8.b or 8.c, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

e. Except as provided in Section 8.d, any indemnification under this section shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 8.b or 8.c by:

- i. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
 - ii. The court in which such proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.
- f. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of such proceeding on receipt of an undertaking by or on behalf of the agent to repay such amounts if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.
- g. No indemnification or advance shall be made under this Section 8 in any circumstance if it appears:
- i. That it would be inconsistent with a provision of the articles of incorporation, bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - ii. That it would be inconsistent with any condition expressly imposed by a court in approving settlement.
- h. The Corporation may purchase and maintain insurance on behalf of any agent of the Corporation insuring against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Section 8.
- i. This Section 8 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 8.a. The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

[Section 8 Adopted by the Board October 27, 2008]

Section 9. The Board of Directors shall have final authority to construe, interpret, and enforce these Bylaws.

Section 10. The Board of Directors shall appoint a Chair from among its membership to preside at meetings of the Board.

ARTICLE V
Executive Committee

The Board of Directors may appoint an Executive Committee from among its members of such size and membership as the Board shall determine. The Executive Committee shall perform such duties as are delegated to it by the Board in accordance with State law, the Articles of Incorporation, and these Bylaws.

ARTICLE VI Abbess or Abbot

Section 1. The religious leadership of Zen Center shall be shared by the Abbesses/Abbots. The abbacy shall normally consist of a Central Abbess/Abbot, an Abiding Abbess/Abbot at City Center and an Abiding Abbess/Abbot at Green Gulch Farm. The responsibilities of that leadership are set forth in Section 3 below. The Central Abbess/Abbot shall carry out these responsibilities primarily on an organization-wide basis; the Abiding Abbesses/Abbots shall carry out these responsibilities primarily at their respective local temples.

The Abbesses/Abbots shall be appointed following the procedure outlined herein. The terms shall be staggered so that they do not begin or end in the same year as one another.

Section 2. Each Abbess/Abbot shall be appointed or reappointed by the Board by a vote of at least 2/3 of the entire Board of Directors. The candidate(s) for Abbess/Abbot considered by the Board shall be proposed by the Elder's Council. Should the Board reject such candidate, the Elders' Council shall reconsider and either send the same name again or a different candidate. Should the Board reject a candidate twice, the Elders' Council shall send the name of a different candidate. This process shall continue until an Abbess/Abbot is chosen.

The first term of any Abbess/Abbot shall be four years. The Board, upon recommendation of the Elders' Council, may reappoint an Abbess/Abbot for an additional three year-term, and may reappoint, upon recommendation of the Elders' Council, for a second additional three-year term. Normally, an Abbess/Abbot will serve no more than ten years consecutively in any one of the three abbatial positions. An Abbess/Abbot who has served for ten years in any one of the three abbatial positions, or who left in good standing, may be appointed by the Board, after recommendation by the Elders, to serve in another abbatial position for no more than ten years. An Abbess/Abbot who has served for ten years, or who left in good standing, may be appointed to the same abbatial position after a hiatus of at least three years.

The Board may remove an Abbess/Abbot with or without cause by a vote of 2/3 of the entire Board but only if all Directors are notified in writing of the proposed removal at least 30 days in advance and only if 2/3 of the entire Elders Council has approved the removal after like notice. The Abbess/Abbot who is the subject of removal shall be heard but shall not vote at the meetings of the Board and the Elders' Council. Any vacancy in the position of the Abbess/Abbot shall be filled through an appointment by the Board of Directors, in the manner set forth herein.

Section 3. The Abbesses/Abbots shall have primary responsibility for the teaching of Soto Zen at San Francisco Zen Center. They shall be voting members of the Board of Directors. Upon the request of an Abbess/Abbot, the Board shall reconsider any decision, except the removal of an Abbess/Abbot, and shall bring it to a second vote at the next regular Board meeting. The Abbesses/Abbots, with the advice of the Abbess/Abbot's Council, Elders Council and of the Abbess/Abbot's Group, is responsible for encouraging the spiritual well-

being, growth, and ethical conduct of the San Francisco Zen Center Sangha; for cultivating San Francisco Zen Center's relationship with the wider religious community; for supporting and developing teachers and practice leaders at San Francisco Zen Center; for appointing Tantos, Inos and other practice leaders; for appointing the preceptors (advisors) of the training program; for developing the Abbess/Abbot's schedule; for coordinating the practice calendars of the three centers; and for standardizing the forms of San Francisco Zen Center.

Section 4. Abbesses/Abbots' Council. The Abbesses/Abbots shall appoint an advisory Council which would include administrative and practice leadership of Zen Center and would serve at the Abbesses/Abbots' pleasure. Such a Council may be composed of the Abbesses/Abbots, the Tanto and the Director of each of the three practice locations and the President of Zen Center. It may review Zen Center personnel to consider what is best for each person in terms of practice, training and the functioning of Zen Center as a whole.

Section 5. Abbesses/Abbots' Group. The Abbesses/Abbots' Group shall consist of the current Abbesses/Abbots along with all former Abbesses/Abbots and will be chaired by the current Abbesses/Abbots. It will meet periodically to discuss matters usually under the care of the Abbesses/Abbots Department, including but not limited to priest ordination, liturgy, forms and overall religious policy as well as to offer peer support to current Abbesses/Abbots and to one another.

ARTICLE VII Elders Council

Section 1. The Elders Council provides continuity of religious leadership. It meets periodically to reflect on the health of Zen Center practice. The Elders Council also reviews and proposes candidates for Abbess or Abbot and refers such candidate(s) to the Board.

Section 2. The Elders Council will use a unity process in proposing a candidate. The process may include a vote. Any such vote to recommend a candidate must pass by at least two thirds (2/3) of the entire Elders Council. Should the Board reject a candidate, the Elders Council will reconsider and either send the same or a different candidate to the Board. Should the Board twice reject a candidate, the Elders Council will propose a different candidate. This process will continue until an Abbot is chosen. The Council will function in like manner regarding reappointment of an Abbot. Should there arise the need to consider removal of an Abbot, the Elders Council shall notify all members in writing of such a proposal, at least 30 days before a meeting to discuss it. The Elders Council shall then meet and may recommend removal only if two thirds (2/3) of the entire Elders Council votes for such removal. The Abbot who is the subject of removal shall be heard but shall not vote at a meeting to consider her/his removal.

Section 3. Members of the Elders Council are selected from those who have practiced for twenty years in the Suzuki Roshi lineage, completed at least four practice periods at Tassajara and been Shuso or Head Student. The Elders Council may waive any of these requirements by unanimous vote. Abbots shall be ex officio members of the Elders' Council and former Abbots shall continue to serve on the Elders Council for ten years after completion of their term of office. Membership in the Elders Council shall not exceed

sixteen nor be less than twelve. Terms of office and the actual makeup of the Elders Council shall be determined by the Elders Council.

ARTICLE VIII Officers

Section 1. The Officers shall include a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Officers shall be elected by a majority of the Board of Directors and shall serve until a successor shall have been elected and shall have qualified. The status of each officer shall be reviewed at the spring meeting in every calendar year.

Section 3. The President, Vice-President, Secretary and Treasurer shall be ex-officio, non-voting members of the Board of Directors (during their term of office). The Officers shall sign all contracts and perform such other duties as the Board of Directors may assign to them.

Section 4. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business of the Corporation. The President shall consider the advice of an Outside Financial Advisory Board which shall be governed by rules that it establishes.

Section 5. The Vice-President shall have such powers and perform such duties as the Board of Directors may prescribe, upon the recommendation of the President. In addition, she/he shall perform such other duties as may be prescribed by these Bylaws. The Vice-President shall report to the President and shall undertake such additional duties as the President may determine. In the absence or inability of the President to act, the Vice-President shall perform all duties and may exercise any of the powers of the President, subject to the control of the Board of Directors.

Section 6. The Secretary shall give written notice of all meetings of the Board of Directors as may be required and shall keep minutes of such meetings. The Secretary shall carry on the correspondence and keep the records of the Corporation. The Secretary shall be the keeper of the corporate seal. The Secretary shall report to the President and shall undertake such additional duties as the President may determine.

Section 7. The Zen Center Treasurer shall be the Chief Financial Officer of the Corporation and shall (keep and maintain) ensure that adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus are kept and maintained. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Directors, or the President, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of these Bylaws. The Zen Center Treasurer shall report to the President.

ARTICLE IX

Membership

Section 1. Individuals who support and uphold the purpose, ideals, and values of San Francisco Zen Center are eligible to become members of this corporation.

Section 2. San Francisco Zen Center shall have two classes of members: voting members and non-voting members. Voting members of San Francisco Zen Center shall be (1) those current members who have executed pledge agreements and fulfilled them for not less than one year, and (2) all former shusos and former head students, who shall be known as lifetime members. Members of San Francisco Zen Center who have not yet satisfied the requirements of the preceding sentence shall be non-voting members. All references elsewhere in these Bylaws to “members” or “membership” shall refer to voting members as defined in this paragraph.

Section 3. Members shall not vote by proxy. The right of any member to inspect the books, records, minutes, membership records and other documents of San Francisco Zen Center shall be as provided in Corporations Code Sections 9511 and 9512, provided that (1) the member has submitted a written request for inspection and has obtained the prior written consent of the President, which may be given or denied in the sole discretion of the President, or (2) if the President has refused the member’s inspection application, the member has obtained the prior consent of a majority of the board, which will consider the member’s request to inspect corporate records upon the presentation of a petition signed by not less than ten percent (10%) of the voting members of this corporation.

ARTICLE X

Ethics and Reconciliation Council

SECTION 1. There shall be an Ethics and Reconciliation (EAR) Council, appointed by the Board, to provide advice and consultation to anyone with concerns about the ethics of their own or another’s conduct; where applicable, to administer and oversee the formal grievance process; to give thought and direction to classes and workshops on Buddhist ethics for the Zen Center Community; to periodically review the Ethics and Reconciliation policies and guidelines of Zen Center and to recommend to the Board changes as needed.

ARTICLE XI

Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two thirds (2/3) of the Directors present at a valid meeting, provided that all Directors first receive written notice of any proposed change to these Bylaws at least thirty (30) days prior to said meeting. All Bylaw amendments shall be sent to the members in written form, along with a written ballot, within a reasonable time after their adoption by the Directors. The Bylaw amendments shall remain in effect unless it is disapproved by a vote of two thirds (2/3) of the members who cast votes by written ballots (*pursuant to Section 9413 of the California Corporations Code*), provided that written ballots are cast by a majority of the members (*as required by Section 9413*).

ARTICLE XII
General Meetings

The Board of Directors will call at least one general meeting a year of the membership, to report to the members on the activities of San Francisco Zen Center and to hear the concerns of the members. The Board shall hold other membership or community meetings as needed.

Last revised October 14, 2012 by Mary Morgan