

Bylaws of Boundless Way Zen

Name and Fiscal Year

The name of the organization shall be "Boundless Way Zen" and will be referred to in this document as the "Community." The fiscal year is July 1 – June 30th.

Mission Statement

The mission of Boundless Way Zen is to cultivate Zen in the West through:

- Establishing and supporting local sanghas
- Training dharma teachers and practice leaders
- Providing sesshin and other intensive training opportunities

The ideals of Boundless Way Zen are based on the example and teachings of Shakyamuni Buddha guided by the Bodhisattva Precepts and the teachings of the schools of Zen Buddhism. Our central value is to develop the realization of non-duality and its compassionate actualization.

Organizational Structure

Boundless Way Zen is a religious organization. No essential part of the activities of the Community shall be of a political nature.

The Community is not organized for profit. Any monies received shall be used to further the Community's purpose, to provide facilities for meditation practice, and for the support of the Guiding Teachers, as decided by the Leadership Council.

The organizational structure and guiding principals and operational procedures for the Boundless Way Zen organization are outlined in the Bylaws and the Policies & Procedures document.

Boundless Way Zen is comprised of multiple sanghas. See the Policies & Procedures document for the list of individual sanghas.

Policies & Procedures Document

The Boundless Way Zen Leadership Council shall develop and update as needed a document, separate from the Bylaws, that defines policies and procedures for how various aspects of the Boundless Way Zen organization work, including but not limited to: Mission Statement, Roles & Responsibilities of Leadership Council officers, the Teacher's Council, Sangha branches, and financial policies and procedures.

The initial Policies and Procedures document shall be proposed and maintained by the Leadership Council. Once the initial Policies & Procedures document is approved, any changes to this document may be proposed in writing, by a voting member of The Community, to the Vice President of the Leadership Council, who subsequently sets the issues forth at a Leadership Council meeting to be voted on. Changes to the Policies & Procedures document may be approved by a majority vote of the Leadership Council.

The Policies & Procedures document will be posted on the Community website.

Affiliations

The Community may, from time to time, by a vote of the Leadership Council, change or add affiliations with other organizations. This list will be posted at the Community's website.

Location

The headquarters of the Community shall be in Massachusetts at the address designated in the most recent annual report filed with the Massachusetts Secretary of State. The Leadership Council may change the headquarters location at any time.

Membership

There shall be two categories of membership of the Community: Voting Membership and Associate Membership.

The requirements for Voting Membership are:

- Engagement in the activities of the Community for at least three months
- Approval of the Leadership Council
- Making an annual financial contribution of no set amount

To become a Voting Member one must apply in writing to the Leadership Council. At the next meeting of the Leadership Council the Council is to vote on each application, with a majority vote of those present being required to approve applications for Voting Membership.

Each Voting Member shall have an equal vote at any business meeting including the Annual Meeting.

Voting Membership may be revoked by a two-thirds majority vote of the Leadership Council. Voting Membership automatically lapses if the Voting Member fails to vote, either in person or by written proxy, for two consecutive Annual Meetings, or fails to make an annual financial contribution to the Community.

Associate Membership is open to anyone who supports the Community's activities. Associate Members do not have the right to vote or to hold office in the Community.

Meetings

There shall be an Annual Meeting of the Community for the purpose of electing Officers, approving the annual budget, and conducting other business, as determined by the Leadership Council. The Leadership Council shall set the date of the annual meeting and shall notify Voting Members not less than two weeks prior to the meeting.

Additional business meetings of the Community may be called as the Leadership Council deems necessary. Notification of the time, place, and purpose of such meetings shall be made to each Voting Member of the Community at least two weeks before such a meeting.

All offices to be filled, and all business items to be voted on must be specified in the meeting notice.

A quorum shall be constituted by the presence of one-fourth of the Voting Members of the Community listed on the membership list as of the day of the meeting or their written proxy votes.

Voting may be done by written proxy. The proxy must include the name of the Voting Member and be received prior to or at the start of the meeting. If at any meeting there is no quorum, the meeting shall adjourn, to reconvene when there is a quorum.

Decisions of the Community are made by a majority of the Voting Members who cast votes, either in person or by written proxy.

The President shall preside at the Community Meetings, or, in case of his/her absence, the Vice-President.

Leadership Council

The Community's Leadership Council shall be composed of Officers elected by the Voting Members of the Community, and of Guiding Teachers designated by the Leadership Council.

The Leadership Council shall include the following positions, henceforth referred to as "Officers":

- President
- Vice-President
- Treasurer
- Secretary
- Members at Large, one of whom is the membership chairperson

The number of Member at Large positions on the Leadership Council is to be decided each year by the Leadership Council.

In addition to the Officers, the Community's Guiding Teachers are also full voting members of the Leadership Council.

The Officers shall be elected by majority vote of the Voting Members of the Community by written ballot at each annual meeting. Officers shall be elected from a list of nominees selected by the Leadership Council and mailed to the Voting Members along with a written ballot sent not less than two weeks prior to the election, which shall be held at the Annual Meeting. Additional nominations may be made by any Voting Member during the Annual Meeting. Any position for which a majority vote is not achieved shall be elected by the outgoing Leadership Council from among the nominees for the position.

Nominees must be Voting Members of the Community for at least nine months at the time of their election to Officer.

The term of office for Officers is one year. Officer vacancies occurring for any cause shall be filled for the remaining term by the majority vote of the Leadership Council. If there shall be a vacancy in the position of President, the Vice-President shall assume that position.

No elected member of the Leadership Council shall serve more than three consecutive years. After an absence of one year, a former member of the Leadership Council may again be elected to serve up to three more consecutive years.

Any Officer missing two successive regular Leadership Council meetings without giving notice to another Officer prior to such absences may be assumed by the Leadership Council to have resigned. Officers may be dismissed from the Leadership Council by a two-thirds majority of the Leadership Council.

The Leadership Council shall have full power to execute the legal and business affairs of the Community. At each Annual Meeting the Leadership Council will recommend to the Community a budget for the ensuing year. The budget must be approved by a majority vote. No expenditure shall be made nor liability incurred on behalf of the Community outside of the approved budget unless approved by the Leadership Council. See the Policies & Procedures document for more details.

The Leadership Council will see that the financial accounts of the Community are kept in proper form. It shall, at each annual meeting, make a written report of its activities, including a Treasurer's report of the Community's income and expenditures. Each year the Leadership Council appoints two voting members, other than the Treasurer or anyone else authorized to write checks in the Community's name, to review the financial accounts and report back to the council.

Regular meetings of the Leadership Council shall be held at such times and places as the Leadership Council may determine, but not less than twice annually. Special meetings of the Leadership Council may be called at any time by the President or by any Guiding Teacher of the Guiding Teacher's Council.

Notice of each regular meeting of the Leadership Council shall be given to each Council Member at least seven days in advance. Special Leadership Council meetings also require at least three day's notice for all Council Members.

A majority of the Leadership Council shall be necessary to constitute a quorum.

The Leadership Council may appoint Committees and Committee Chairmanships, as they determine necessary. Committees and their Chairmen may be comprised of any Voting or Associate Members of the Community.

The Officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as shall be conferred upon them by the Leadership Council.

All checks, drafts, promissory notes, acceptances or other instruments for the payment of money shall be signed in such manner as may be determined by the Leadership Council.

The President shall preside at the Leadership Council Meetings, or, in case of his/her absence, the Vice-President.

The Leadership Council shall not be personally liable for the debts, liabilities, or obligations of the Community, nor shall the Leadership Council be held liable for any actions taken as an Officer or Teacher, and shall have a right to be indemnified by the Community to the fullest extent permitted by law except where that Member has been negligent or has willfully acted in disregard of duty.

Guiding Teachers

The Leadership Council may designate one or more Guiding Teachers by unanimous vote. The Leadership Council may only designate as Guiding Teachers individuals who have received authorization to teach in a recognized Zen lineage. These Bylaws do not restrict any Guiding Teacher of the Community from designating any individual as being a successor in the Guiding Teacher's Zen lineage.

Once selected as a Guiding Teacher, that person remains a Guiding Teacher indefinitely. The Leadership Council may remove a Guiding Teacher by majority vote.

In the case of the Community having more than one Guiding Teacher, the Guiding Teachers constitute a Guiding Teachers Council. The Guiding Teachers Council may designate one of its members as the Abbot of Boundless Way Zen. The position of Abbot is a three-year term.

The Abbot convenes meetings of the Guiding Teachers Council.

The Guiding Teachers Council is responsible for the spiritual direction of the Community in consultation with the Leadership Council. The Leadership Council does not have the authority to over-rule any decisions of the Guiding Teachers Council with regard to spiritual practice.

The Guiding Teachers Council has sole authority and responsibility for:

- appointing any Voting Member into any spiritual training position
- creating and directing any teacher or priest training program.

A Guiding Teacher, typically for reasons of being no longer able to function in the full role of a Guiding Teacher, may elect, with the endorsement of the Leadership Council, to become a Guiding Teacher Emeritus. Upon becoming a Guiding Teacher Emeritus, the Guiding Teacher Emeritus becomes ineligible to be the Abbot and loses their position on the Leadership Council but retains the privilege of being notified of, attending, and addressing Leadership Council meetings. In all other respects the

Guiding Teacher Emeritus will be accorded all the rights and privileges of Guiding Teachers of the Community.

A Guiding Teacher Emeritus may petition the Leadership Council to return to full Guiding Teacher status. The Leadership Council may accept such a petition by a two-thirds majority vote.

Dissolution

In the event of liquidation or dissolution of the Community, whether voluntary or involuntary, the Community's assets, remaining after payment and discharge of all its debts and liabilities, shall be distributed to a non-profit organization having purposes and goals similar and parallel to those of the Community, as the Voting Members, by majority vote thereof, shall determine. None of the assets or proceeds may be distributed to, or divided among, any of the members of the Community.

Miscellaneous

The fiscal year of the Community shall be set by resolution of the Leadership Council.

These Bylaws may be added to, amended, or repealed by a two-thirds majority on a written ballot, which shall be sent to Voting Members.

