

Springs Mountain Sangha

Bylaws

1. Article 1: Name

- a. This organization is Springs Mountain Sangha. This will be referred to “Sangha” and abbreviated as SMS.

2. Article 2: Objectives

- a. The objective of the Sangha is to support Zen practice in the Pikes Peak region and express the compassion arising through practice in service to our broader community to include:
 - (1) Meditation sittings
 - (2) Discussion groups
 - (3) Dharma classes
 - (4) Residencies from teachers affiliated with the Sangha.
- b. In pursuit of the above objective raise funds whether by way of fund-raising activities, donations, or grants and manage assets for the promotion of the objectives of the Sangha.

3. Article 3: Non-Profit Clause

- a. The income and the property of the Sangha shall be applied solely toward the promotion of the objectives of the Sangha and no portion thereof shall be paid or transferred directly or indirectly to the members of the Sangha.
- b. This shall not prevent the payment in good faith of remuneration to any member of the Sangha in return for reasonable and proper expenses for services rendered to the Sangha as approved by the Steering Committee.

4. Article 4: Membership

a. Section 1: Eligibility

- i) The Sangha welcomes all those interested in Zen Buddhism for membership. Membership will not be restricted based upon race, national origin, gender, sexual orientation, age, religion, physical or mental disability.

b. Section 2: Application for Membership

- i) An application for lay membership of the Sangha shall be made in writing on the Sangha membership form.
- ii) Upon submission of the application, the Secretary of the Sangha Steering Committee shall enter the new member’s name in the register of members.

c. Section 3: Terms of Membership

- i) Membership is valid until terminated by the member or the Sangha.
- ii) While anyone may attend a general meeting, only members are entitled to vote at general meetings.
- iii) A register of members shall be kept by the Secretary showing each members name, address, email address and telephone number.
- iv) Membership may be terminated by the Sangha steering committee, in consultation with the teachers and the Sangha Community Concerns Committee. Such a decision would

be predicated on unacceptable behavior or the inappropriateness of practice for personal wellbeing.

d. Section 4: Member's Liabilities

- i) Members of the Sangha shall not be liable to contribute towards the payment of the debts and liabilities of the Sangha or the costs, charges and expenses of the dissolution of the Sangha.

5. Article 5: Steering Committee (also known as the Board of Directors)

The Steering Committee shall consist of a minimum of five people, including the Chairperson, Treasurer, Secretary, Resident Teacher (ex officio), and any number of Members-at-Large as the Sangha may determine appropriate and shall serve as the Board of Directors. The newsletter editor and the webmaster are encouraged to become members at large.

- a. Members of the Steering Committee shall be approved at the Annual General Meeting. Any regular member in good standing shall be eligible for election.
- b. The officers of the Steering Committee shall be chosen by consensus by the members of the Steering Committee.
- c. A retiring officer of the Steering Committee shall be eligible for re-election.
- d. The officers of the Steering Committee shall receive no remuneration for their services.
- e. The Steering Committee shall administer the general affairs of the Sangha. Matters of major financial commitment, selection and termination of a teacher, removal of steering committee members, or changes in the bylaws shall be referred to the Sangha as a whole. Additional issues may be referred by the steering committee to the Sangha as a whole.
- f. Meetings of the Steering Committee shall be held at least once every 3 months.
- g. A Special Meeting of the Steering committee may be requested by any 2 members to the Chairperson with the agenda items for the meeting.
- h. Where a meeting cannot conveniently be convened, the Chairperson may canvass members of the Steering Committee by telephone or email as to any matter connected with the business of the Sangha and may obtain the approval of the Steering Committee to a particular course of action. Such approval shall be recorded in writing by the Chairperson and shall be a valid resolution of the Steering Committee for all purposes. Any business transacted by this means shall be ratified at the next meeting of the steering committee.
- i. Any officer of the Steering Committee who dies, becomes incapacitated, resigns his/her office, or without reasonable explanation absents himself or herself from three meetings consecutively shall be deemed to have withdrawn from the Steering Committee, and a successor may be appointed by the Steering Committee to serve until the next Annual General Meeting.

j. Section 1: Chairperson

- i) The Chairperson shall, when present, preside at all meetings of the Sangha and the Steering Committee.
- ii) The Chairperson shall also oversee the affairs and operations of the Sangha.

k. Section 2: Treasurer

- i) The Treasurer shall receive all monies paid to the Sangha including the annual donations levied by the Sangha, such monies to be promptly turned over for deposit in an account(s)

established by the Steering Committee.

- ii) The Treasurer shall properly account for the funds of the Sangha and keep such books as may be directed.
- iii) He or she shall present a full detailed account of receipts, disbursements to the Steering Committee whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Sangha and submit a copy of same to the Secretary for the records of the Sangha.

I. Section 3: Secretary

- i) The Secretary shall have charge of all the correspondence of the Sangha and be under the direction of the Chairperson and the Steering Committee in this charge.
- ii) It shall be the duty of the Secretary to attend meetings of the Sangha and of the Steering Committee, and to keep accurate minutes of the same in books kept for that purpose.
- iii) The Secretary shall also keep a record of all the members of the Sangha and their addresses.
- iv) In the absence of the Chairperson, the Secretary shall chair meetings of the Steering Committee. In case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Steering Committee.

m. Section 4: Resident Teacher (Sensei)

- i) The Resident Teacher is designated by the Holding Teacher approved by the Sangha at large for this position. The Resident Teacher works closely with the Holding Teacher on teaching, training practice leaders, and other Dharma matters.
- ii) The Resident Teacher serves on the Steering Committee ex officio.

6. Article 6: General Meetings of the Sangha

a. Section 1: Notice of Meetings

- i) General Meeting of the Sangha may be called at any time by the Secretary upon the instructions of the Chairperson or of the Steering Committee by notice in writing to the last known address of each member, delivered via communication channels (mail, email, fax, telephone) 14 days prior to the date of such meeting.
- ii) Notices of General Meetings shall include the day, hour, place and a full agenda listing all matters to be discussed, and copies of the Minutes of the previous general meeting.
- iii) A Special General Meeting shall be called by the Chairperson or Secretary upon receipt by him or her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered via communication channels (mail, e mail, fax, telephone) 14 days prior to the date of such meeting.
- iv) The proceedings of a General Meeting shall not be invalidated by the non-receipt by one or more members of notification.

b. Section 2: Annual General Meeting

- i) An Annual General Meeting shall be held on or before September 30 each year on a date selected by the Steering Committee. Notice of the meeting date shall be sent by the Secretary in writing to the last known address of each member, delivered via communication channels (mail, e mail, fax, telephone) 14 days prior to the date of such

meeting.

7. Article 7: General Meetings

a. Section 1: Quorum

- i) No item of business shall be transacted at a General Meeting unless a quorum of members is present during the time the meeting is considering that item.
- ii) Ten percent of the members in good standing shall constitute a quorum at any General Meeting.
- iii) In the event of there being no quorum at the commencement of a General Meeting, the meeting shall stand adjourned to a time and place determined by the Chairperson.

b. Section 2: Voting

- i) Each member in good standing present and voting at a General Meeting of the Sangha shall have one vote.
- ii) If a secret ballot is duly demanded by at least three persons present it shall be taken at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the ballot shall be the resolution of the General Meeting at which the ballot was demanded.

c. Section 3: Minutes

- i) The Steering Committee shall cause minutes to be made:
 - (1) Of all appointments of officers of the Steering Committee.
 - (2) Of the names of officers of the Steering Committee present at all meetings of the Sangha and the Steering Committee.
 - (3) Of all proceedings at all meetings of the Sangha and of the Steering Committee.
 - (4) The Secretary shall keep minutes of the proceedings of all meetings as a written record of the organization.

8. Article 8: Funds

- a. All monies received by the Sangha shall be deposited intact at the earliest possible date to the credit of an account operated by the Treasurer and the Chairperson in the name of the Sangha at such financial institution as the Steering Committee shall decide.
- b. The Treasurer will provide quarterly reports to the Steering Committee on the Sangha's financial status.
- c. The Sangha's audited annual accounts will be presented by the auditors to all members of the Sangha at the Annual General Meeting.

9. Article 9: Custody of Books

- a. Except as otherwise provided by these Rules, the Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Sangha financial transactions.

10. Article 10: Inspection of Books

- a. The records, books and other documents of the Sangha shall be open to inspection by any member of the Sangha at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time and place satisfactory to the officer or officers having charge of the same.

- b. Each member of the Steering Committee shall at all times have access to such books and records.

11. Article 11: Financial Year

- a. The financial year shall be from January 1st to December 31st.

12. Article 12: Audit

- a. The books, accounts, and records of the Sangha shall be audited at least once each year by a duly qualified accountant or by two members of the Sangha elected for that purpose at the Annual General Meeting.
- b. An auditor shall not be a member or closely related to a member of the Steering Committee.
- c. Auditors will be required to examine all accounts, vouchers, receipts, books, etc. and furnish a complete and proper statement of the standing of the books to the Annual General Meeting.

13. Article 13: Bylaws Amendments

- a. Any member in good standing of the Sangha can propose amendments to the Bylaws. A written request for an amendment shall be delivered to the Secretary no fewer than 30 days prior to a General Meeting.
- b. The Bylaws may be rescinded, altered, or added to by a Special Resolution. A Special Resolution means a resolution passed at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who vote in person at a meeting at which a quorum is present.
- c. All amendments, additions or deletions, shall be announced during the Annual General Meeting.

14. Article 14: Borrowing Powers

- a. For the purpose of carrying out its objects, the Sangha may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power shall be exercised only under the authority of the Sangha and in no case shall debt be incurred without the sanction of a special resolution of the Sangha.

15. Article 15: Dissolution

- a. If the Steering Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Sangha, it shall call a Special Meeting of all the members of the Sangha who have the power to vote.
- b. No more than 21 days' notice shall be given of a meeting of dissolution being called. The notice shall state the terms of the dissolution resolution to be proposed.
- c. The Sangha shall not be dissolved, except with the consent of at least 60% of the total voting members of the Sangha at a Special Meeting convened for the purpose.
- d. A Certificate of Dissolution shall be given within thirty days of the dissolution to the Internal Revenue Service and Colorado Department of Revenue.
- e. In the event of the Sangha being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Sangha shall be fully discharged.
- f. Any assets remaining after the satisfaction of proper debts and liabilities shall not be paid or distributed among the members of the Sangha, but shall be given or transferred to other charitable organizations promoting Buddhist teachings.

DATED this 1 day of March, 2005.

Amendments

AMENDMENT ONE: September 11, 2006

1. Article 5: Steering Committee
 - a. Substitute “Resident Teacher (Sensei)” for “Meditation Instructor”
 - b. With this change, the Resident Teacher becomes a member of the Steering Committee ex officio.
2. Article 5, Section 4: Meditation Instructor
 - a. Substitute “Resident Teacher (Sensei)” for “Meditation Instructor” in the title of this section.
 - b. Revise the paragraph pertaining to the role of the Resident Teacher to read as follows: “The Resident Teacher is designated by the Holding Teacher and approved by the Sangha at large for this position. The Resident Teacher works closely with the Holding Teacher on teaching, training practice leaders, and other Dharma matters.”
3. Article 6, Section 2: Annual General Meeting
 - a. Substitute “September” for “January” as the month in which the annual general meeting will be held.