

BY-LAWS OF ZEN CENTER

ARTICLE I

NAME

The name of this corporation is CHIEF PRIEST OF ZEN CENTER, a Corporation Sole.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of business is hereby fixed and located at ~~1881 Bush Street~~, San Francisco, California. The Board of Directors and the Chief Priest may change the location of the principal office at any time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. There shall be a board of directors to consist of seven (7) members.

Section 2. The members of the Board of Directors shall hold office until their death or resignation, or until they are removed with or without cause by the affirmative vote of no fewer than two-thirds of the members of the Board of Directors and with the concurrence of the Chief Priest.

Section 3. The Board of Directors and Chief Priest 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 by-laws.

Section 4. A regular meeting of the Board of Directors shall be held on the first Saturday of every third month at 10 a.m. at the office of the corporation. Special meetings shall be called upon the demand of the Chief Priest or any three members of the Board of Directors. Written notice of the time and place of each special meeting shall be sent to each director at a reasonable time prior to such meeting, unless a waiver of notice is filed with the secretary of the corporation within ten (10) days of the date of such meeting.

Section 5. Each member of the Board of Directors shall have one vote. No director shall cumulate his votes. A majority of the Board shall constitute a quorum.

Section 6. The first Board of Directors shall be chosen by the Chief Priest. Thereafter all vacancies shall be filled by a majority vote of the entire Board and the concurrence of the Chief Priest.

Section 7. The Board of Directors and the Chief Priest shall not be personally liable for the debts, liabilities or obligations of this corporation.

Section 8. The Board of Directors and the Chief Priest shall have final authority to construe, interpret and enforce these by-laws.

Section 9. The Board of Directors shall appoint a chairman from among its membership to preside at meetings of the Board.

ARTICLE IV

CHIEF PRIEST

The Chief Priest shall have such powers as are prescribed in these by-laws. He shall designate his own successor, such designation to be confirmed by the Board, and in the event that he fails to make such designation, any vacancy in the position of Chief Priest shall be filled by the Board of Directors.

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 by-laws.

ARTICLE VI

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 vote of the Board of Directors with the concurrence of the Chief Priest, and shall serve until a successor shall have been elected and shall have qualified. The status of each officer shall be reviewed at the first regular meeting in every calendar year.

Section 3. The officers shall sign all contracts and perform such other duties as the Board of Directors and the Chief Priest 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 and the Chief Priest, have general supervision, direction and control of the business of the Corporation.

Section 5. The vice-president shall have such powers and perform such duties as the Board of Directors and the Chief Priest may from time to time prescribe and shall perform such other duties as may be prescribed in these by-laws. In the absence or inability to act of the president, 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 and the Chief Priest.

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. He shall carry on the correspondence and keep the records of the Corporation. He shall be the keeper of the corporate seal.

Section 7. The treasurer shall keep and maintain 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. The treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Chief Priest and the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors and the Chief Priest, shall render to the Directors, the Chief Priest or the president, whenever they request it, an account of all his transactions as treasurer and of the financial condition of the Corporation, and shall have

tors and the Chief Priest shall comprise the class of Practicing Members.

Section 2. Practicing Members, as a class, shall cast an arbitrating vote whenever the Board of Directors and the Chief Priest are unable to reach an agreement in accordance with the provisions of these by-laws.

ARTICLE VIII

AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by three-fourths ($\frac{3}{4}$) of the members of the Board of Directors with the concurrence of the Chief Priest.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting secretary of ZEN CENTER, a California corporation, do hereby certify:

That the within and foregoing by-laws were adopted as the by-laws of said corporation on the 29th day of July 19 68, and that the same do now constitute the by-laws of said corporation.

IN WITNESS WHEREOF I have hereunto subscribed my name and affixed the seal of said Corporation this 20 day of September 19 68.

Yvonne Rand
Secretary

ARTICLE FIVE

All assets of this organization, no matter when acquired, shall be irrevocably dedicated to religious purposes, and upon any dissolution of this organization, such assets will be distributed through an organization which is tax exempted under Section 501(c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Chief Priest, Shunryu Suzuki, Roshi, has executed these Articles of Incorporation this 21st day of August, 1968.

Shunryu Suzuki
Shunryu Suzuki, Roshi
Chief Priest

STATE OF CALIFORNIA)
) ss.
City & County of San Francisco)

CHIEF PRIEST SHUNRYU SUZUKI, ROSHI, being first sworn, deposes and says:

That he is Chief Priest of ZEN CENTER, a religious organization; that he has read the foregoing Articles of Incorporation and knows the contents thereof; that the same is true of his own knowledge.

Shunryu Suzuki
SHUNRYU SUZUKI, ROSHI
Chief Priest

Subscribed and sworn to before me this 21st day of August, 1968.

VENIA M. MARTIN

VENIA M. MARTIN, Notary Public
in and for said County and State

