

Bylaws of Thousand Harbours Zen Society

Thousand Harbours Zen Society is a non-profit society founded in 2014 (as Zen Nova Scotia). Thousand Harbours Zen is a community committed to providing authentic Zen Buddhist practice and teachings to all. In the spirit of the Buddha Shakyamuni and the founders of the Soto Zen school, Dogen and Keizan, we hold to three basic principles: practice is undertaken as a community, practice and realization are not two, and practice is taken up in a spirit of offering and vow.

We welcome people of all races, cultures, ethnicities, sexual orientations, gender identities, classes, religions, abilities and ages. We are committed to providing a safe place for all people to explore the dharma and awaken to their true nature.

Thousand Harbours Zen welcomes visitors and offers orientation for newcomers. Our emphasis and wider purpose is to encourage people to integrate religious practice into their everyday lives.

Definitions

1. In these bylaws
 - a. "Society" means Thousand Harbours Zen Society
 - b. "Registrar" means the Registrar of Joint Stocks Companies appointed under the Nova Scotia Companies Act
 - c. "Special Resolution" means a resolution passed by at least three-quarters of the members who are entitled to vote, present in person or by proxy, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given

Membership

1. The Society is ultimately accountable to members of the Society.
2. Every member is entitled to attend any members' meeting of the Society.
3. Individuals who support and uphold the purpose, ideals and values of Thousand Harbours Zen are eligible to become members of this Society.

4. **Types of Members.** The Board of Directors shall designate types and qualifications of membership.
5. **Types of Membership.** Thousand Harbours Zen has established the following types of membership:
 - a. **General member** – Entails a participation in the practice and activities of Thousand Harbours Zen. This type of membership may entail contribution of effort and/or materials, by arrangement with the Board of Directors. This type of member has voting rights if registered on the membership roster.
 - b. **Lifetime member** – Entails taking the precepts with the resident priest of Thousand Harbours Zen or with a visiting priest in a ceremony hosted by THZ. This type of member has voting rights if registered on the membership roster.
 - c. **Sangha member** – A more general term used to describe people who have some connection with Thousand Harbours Zen. This is an informal term, and does not imply or express any voting rights.
6. **Roster of Current Members.** People who want to become members of Thousand Harbours Zen need to submit an application form to the Secretary. The Secretary will maintain a Register of Members. In the first 2 months of each fiscal year, the Secretary will distribute a form to confirm members' names, addresses, phone numbers and email addresses.
7. **Financial contributions.** Members are not required to pay dues to the Society, though they are encouraged to make a financial contribution if they are able to.
8. Membership in the Society is not transferable.
9. Membership in the Society shall cease:
 - a. upon the member's death
 - b. if the member resigns by written notice to the Society
 - c. if the member ceases to qualify for membership in accordance with these by-laws,
 - d. if the member causes serious physical, psychological, or spiritual damage to another member of Thousand Harbours Zen, or
 - e. if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated. The termination of a Member's membership pertains to voting rights, and may at the discretion of the Board pertain to attendance and participation at Thousand Harbours Zen events or programs.
10. No funds of the Society shall be paid to or be available for the personal benefit of any member.

Members' meetings

11. **Voting.** Every member, subject to by-law 5, will have one vote and no more. Members can vote by proxy by completing a proxy form and delivering it to the Secretary of the Board or any other Director before a meeting.
12. **General or Special Meeting.** A general or special meeting of the members can be held at any time and will be called:
 - a. if requested by the President, or
 - b. if requested by a majority of the Directors, or
 - c. if requested in writing by one-third of the members.
13. **Notice of meetings.** Notice to members is required for general or special meetings. The notice must:
 - a. specify the date, place and time of the meeting,
 - b. be given to members 7 days prior to the meeting,
 - c. be given to the members by email or other electronic means,
 - d. specify the nature of business, such as the intention to propose a special resolution, and
 - e. If any member does not receive the meeting notice, the proceedings are still valid.
14. **Annual General Meeting (AGM).** An annual general meeting shall be held within the 2 months after the end of each fiscal year, and notice is required. The notice must:
 - a. specify the date, place and time of the meeting,
 - b. be given to members 30 days before the meeting,
 - c. be given to the members by email,
 - d. specify the nature of business, such as the intention to propose a special resolution, and
 - e. if any member does not receive the meeting notice, the proceedings are still valid.
15. **AGM Items of Business.** At the Annual General Meeting of the Society, the following items of business will be addressed and considered ordinary business: and all other business transacted shall be deemed special business:
 - a. minutes of the previous annual general meeting,
 - b. consideration of the annual report of the directors,
 - c. consideration of the annual financial report of the Society
 - d. consideration of Sangha activities and issues
 - e. election of directors.

All other business conducted during the AGM will be considered special business.

16. **Quorum.** Quorum will consist of one-quarter of members. No business can be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- a. If a meeting is convened per by-law 12 or 14 and quorum is not present within 30 minutes from the scheduled start time, the meeting will be adjourned to another time and place as decided by the majority of the members present. Notice of the new meeting will be given.
At an adjourned meeting, the members present will constitute quorum only for the purpose of winding up the Society.
 - b. If a meeting is convened at the request of the members as per by-law X and quorum is not present within 30 minutes from the scheduled start time, the meeting will be dissolved.
17. **Chair.** The President, or in their absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
18. Where there is an equal number of votes for and against a motion, the motion will be lost.
19. **Adjournment.** The Chair may, with the consent of the meeting, adjourn any meeting. No business can be transacted at the next meeting other than the business left unfinished at the adjourned meeting, unless notice of new business is given to the members.
20. At any meeting, a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least 3 members. If a poll is demanded it shall be held by show of hands or by secret ballot, as the Chair may decide.

The Board of Directors

21. **General Powers.** Thousand Harbours Zen is managed by the Board of Directors, which shall have general supervision of the society including all powers not expressly reserved to the membership or expressly granted to others by its Certificate of Incorporation or these By-laws. The business and affairs of the Society will be managed by an Executive Committee designated by the Board of Directors. The Board of Directors will number up to seven (7) Directors.
22. **Election of directors and term.** Members of the Board of Directors shall each be elected by the membership for a term of two years at the annual general meeting. The Board shall be established so that the terms of approximately one-third of its members expire each year.

A director can resign at any time by filing a written resignation with the Secretary. Any

vacancy caused by resignation, removal or death of a Board member shall be filled by a majority vote of the members present at any meeting of the Board, or by a Board vote conducted by mail or electronically. Members elected to fill the term of a vacated position will serve only until the next Annual General Meeting. At the Annual General Meeting, the position shall be filled for the rest of the vacated term through election by the general membership of Thousand Harbours Zen.

23. **Removal.** Directors can be removed for cause by vote of the members or by action of the Board. Any Director can be removed from the Board for:
- a. failing to attend at least two consecutive Board meetings without prior arrangement, or
 - b. causing serious physical, psychological, or spiritual damage to another member of Thousand Harbours Zen, or
 - c. failing to otherwise carry out the expected duties of a Member of the Board of Directors.
24. **Qualifications.** Directors do not need to be participants in the Thousand Harbours Zen daily, monthly, or yearly activities and observances. A Director shall have one or more of the following qualifications:
- a. some experience in Zen practice or in another closely related religious practice
 - b. leadership experience and skills
 - c. organizational experience and expertise, either in general organizational matters or in some special area like motivation, accounting or organizational structure and function
 - d. at least half of the Directors shall be a voting member of the Society who regularly attend activities at Thousand Harbours Zen.
25. **Committees.** The Board can establish committees as they see fit. Committees can make recommendations to the Board for the Board to vote on. No committee of the Board can:
- a. submit any question to the membership for a vote or consent
 - b. fill any vacancy in the Board or any committee
 - c. fix the compensation (if any) of the directors for serving on the Board or on any committee
 - d. amend or repeal the by-laws, or adopt any new by-law
 - e. amend or repeal any resolution of the Board.

Any member, director or officer who could benefit from compensation paid by the Society cannot be present at or participate in any Board or committee deliberation or vote about their compensation.

26. **Conflict of Interest.** Directors who have, or could reasonably be seen to have, a conflict of interest must declare this interest. The declaration should be made to the members
- a. when being nominated for a Director position, if the conflict is known, or

b. when the Director realizes the possibility of a conflict.

A conflict of interest does not prevent a member from serving as a director, as long as they withdraw from making decisions relating to that interest. Their withdrawal should be recorded in the minutes.

27. **Frequency of Meetings.** The Board will meet at its own discretion or when the Chair of the Board calls a meeting. The Board must meet at least 4 times each calendar year.

28. **Notice.** A meeting of directors may be held at the end of every Annual General Meeting, without notice, for the purpose of electing officers. For all other board meetings, notice is required. The meeting notice must:

- a. specify the date, place and time of the meeting
- b. be given to the Directors seven (7) days prior to the meeting,
- c. be given to the Directors by email, and/or other electronic means,
- d. The non-receipt of notice by any director shall not invalidate the proceedings,

Notice can be waived for board meetings with the majority approval of the Board.

29. **Voting.** Quorum will be a majority of the Board of Directors. No business can be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

Action at any Board meeting may be taken by vote of a majority of directors who are present and entitled to vote. At Directors' meetings, where there is an equal number of votes for and against the motion, the motion is lost.

30. **Conduct of Meetings.** Members of the Board can attend a meeting by telephone, video conference, or any other method as long as everyone in attending can hear and be heard by all others.

31. **Informal Action Without Meeting.** Any action required or permitted by the Articles of Incorporation or the Bylaws to be taken by the Board of Directors at a meeting or by resolution can be taken without a meeting, if all Directors consent in writing setting forth the action so taken shall be approved in writing by all of the directors then in office.

Officers

32. **Number.** The officers of Thousand Harbours Zen will consist of the President, Vice President, Secretary, Treasurer and such other officers as may be determined by the Board of Directors. Any one person can hold any two offices, unless those two offices are President and Vice President. All officers will be elected or appointed to hold office until the meeting of the Board following the annual meeting of members. Each officer shall hold office for the term for which they are elected or appointed and until their successor has been elected or appointed and qualified.

33. **Removal.** Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion can elect or appoint a successor to fill the unexpired term.
34. **President.** The President will be responsible for the effectiveness of the Board and will perform other duties as assigned by the members or directors and as outlined in these bylaws.
35. **Vice-President.** During the absence or disability of the President, the Vice-President, will have all the powers and functions of the President. Each Vice-President will perform such other duties as the Board prescribes.
36. **Secretary.** The Secretary will give written notice of all meetings of the Board as required and will keep minutes of such meetings. The Secretary will carry on Thousand Harbours Zen's official correspondence and keep its records. The Secretary's duties include:
- a. maintaining minutes of members' meetings
 - b. maintaining minutes of directors' meetings
 - c. maintaining the register of members,
 - d. filing the annual requirements with the office of the Registrar,
 - e. filing a list of directors with their addresses, occupations, and dates of appointment or election with the Registrar within 14 days of their election or appointment
 - f. filing a copy of every special resolution with the Registrar within 14 days after the resolution is passed.
37. **Treasurer.** The Treasurer will have charge of Thousand Harbours Zen finances, subject to the power and authority of the Board. The Treasurer will keep, or cause to be kept, accurate records and accounts of the contributions to and receipts of Thousand Harbours Zen, its investments, bank deposits, earnings of funds and all disbursements. The Treasurer will open and maintain bank accounts for Thousand Harbours Zen in such banking institutions as the Board of Directors may designate, and will deposit the funds of Thousand Harbours Zen in those accounts, subject to withdrawal by cheques signed by individuals designated by the Board or electronic withdrawals approved by the Board. The Treasurer gives an account of all transactions and of Thousand Harbours Zen's financial condition regularly and upon request to the Board, the President and the membership.
38. **Resident Priest or, in the case of a lay leader, Guiding Teacher.** The Board of Directors, with the consent of the majority of the membership, may designate a Resident Priest or Guiding Teacher. The Resident Priest may participate in Board meetings but is not a Director or Officer. The Resident Priest/Guiding Teacher will have these powers and duties:

- a. The Resident Priest/Guiding Teacher will have responsibility for the religious training of the membership. They will have authority to establish and maintain the practice schedule, liturgy and other practice activities, as long as these activities follow the spiritual practices and teachings of the Soto Zen Buddhist tradition.
- b. The Resident Priest/Guiding Teacher will have no specifically designated term of service. However, they can be removed for cause.
- c. The Board of Directors will establish procedures for selecting future Resident Priests/Guiding Teachers .
- d. Failure to fulfill responsibilities set forth in Section 2 or causing serious physical or psychological and/or spiritual damage to another person will constitute grounds for the removal of the Resident Priest/Guiding Teacher. The procedure for removal of the Resident Priest/Guiding Teacher shall be established by the Board of Directors.

These By-Laws

39. **Conflicts.** In case of any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation have precedence.
40. **Amendments.** The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Directors, or by the Board of Directors.
41. **By-laws Affecting Election of Directors.** If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, the notice of the next meeting of members for the election of directors must include the by-law that was adopted, amended or repealed, along with a concise statement of the changes made.

Finance

42. The fiscal year end of the Society will be the last day of December.
43. The Directors will annually present to the members a written report on the financial position of the Society. The report must include:
 - a. a balance sheet showing the Society's assets, liabilities and equity, and
 - b. a statement of its income and expenditure in the preceding fiscal year.
44. A copy of the financial report will be signed by the auditor or by two directors.
45. A signed copy of the financial report will be filed with the Registrar within fourteen (14) days after each annual meeting.
46. An auditor of the Society can be appointed by the members at the Annual General Meeting. If the members fail to appoint an auditor, the Directors can appoint one.

47. The Society can only borrow money as approved by a special resolution of the members.
48. The members can inspect the annual financial statements and minutes of membership and Directors' meetings at the registered office of the Society with one week's notice. All other books and records of the Society can be inspected by any member at any reasonable time within two days before the Annual General Meeting at the registered office of the Society.
49. Directors and Officers will serve without remuneration and will not receive any profit from their positions. However, a Director or Officer can be paid reasonable expenses incurred in the performance of their duties.
50. The Society shall not make loans, guarantee loans or advance funds to any Director.

PROXY FORM - Thousand Harbours Zen Society

To: The Secretary, Thousand Harbours Zen:

I hereby grant to (check one):

the Chair of the Board

(name of a member or director who will attend the meeting)

my proxy to vote at the Annual General Meeting / Board of Directors' Meeting (circle one) on _____ (date). This proxy is effective only for that meeting, including any adjournment.

The proxy may exercise my vote (check one):

in their discretion on any matter that comes properly before the meeting

on the following matters only (specify your instructions to the proxy on how to cast your vote): (list relevant matters)

I understand that I may revoke this proxy at any time, and that it is automatically revoked if I attend the meeting in person.

Signed: _____

Date: _____

This Proxy should be delivered to the Secretary or to any member of the Board before the meeting begins.