

meeting of Board of Zen Center, a Corporation Sole
July 24th, 1969

Board Meeting for Zen Center

Present: Silas Hoadley, Tim Buckley, Claude Dalenberg, Yvonne

Bill Kwong, Peter Schneider, Bill Kwong, and Dan Welch.

Roshi, Katagiri Sensei, Tanimura Sensei, Silas, Claude, Peter, Tim
Yvonne we resolve to buy the building at 300 Page Street, San Francisco.

resolutions:

re Dick doing fund raising. Silas will write to Dick to get his feeling about what he might do. Silas is willing to have Dick go to the East if necessary if seems a good idea.

inactive board member status. table until next meeting. get balloting votes on my law changes from any members not likely to be at the next meeting.

inactive status for practicing members - list go for those people who have dropped out. If someone is sitting - judge regarding pledges. resolved that we have a periodic review. If someone has dropped out for an extended time Silas will write or talk to them and ask if they want to continue as practicing members. If the person wants to continue as a p.m. then he must talk to Roshi.

Moving from Sokoji

Building Committee

made up of the officers. Silas to talk to Kawashiri re the long hair issue. can we stay at Sokoji?

Ben Mt. Center Sesshin.

accept applications for p.m. who can't make S.F. sesshin and for tassajara student who've been at Tassajara for the summer.

XXXXXXXXXXXX

children at ZMC for Fall PP.

accept applications from people with children for Fall. Whether or not we do it will be, at least partially, dependent on the number of children.
\$2.50 per person, \$1.00 per child.

Both parents must be full students. Tim suggested that it will be important to have more of a Kabbatz idea in taking care of children.

By-laws were tabled till next meeting.

Katagiri will arrange a training class for older students.

Roshi said that it will be up to the Priests to discuss how to do it.

Dan was chosen as the Chairman prop tem for the next meeting.

resolved to drop all names from the back page of the WB except Roshi's

resolved to pay Katagiri Sensei compensation for gas/use of Sokoji car at 23¢ per mile about \$260.00

Re offer of Marian Derby of her house - equity in it - to Zen Center. If she wants to give it directly to Roshi - she can, through Zen Center.

How to change articles of incorporation the Chief Priest shall have the authority to analyze, interpret and enforce these by-laws. Roshi must sign and authorize all changes. The changes must be specific. The Board of Directors shall appoint a chairman from write out the changes and Werthimer will write and type them up for signature.

Submit changes, through Werthimer, to the state

Chief Priest
The Chief Priest shall have such powers as are prescribed in these By-Laws of Zen Center with proposed changes - July 15, 1969

and in the event that he fails to make such designation, Article 100 in the constitution of Chief Priest shall be filled by Name of Directors. The designation for a successor shall be The name of this corporation is Chief Priest of Zen Center, a corporation Sole.

Article 11

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 111

Board of Directors

Section 1.- There shall be a board of directors to consist of at least five (5) 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. All be the chief executive officer of the corporation and shall, subject to the control of the Board of

Section 4.- a regular meeting of the Board of Directors shall be held four times a year in Winter, Spring, Summer, and Fall.

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 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 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. shall give written notice of all meetings of the Board of Directors as may be required and shall keep minutes

Section 6.- The first Board of Directors shall be chosen by the Chief Priest. There-after, all vacancies shall be filled by a majority of the entire Board and the concurrence of the Chief Priest.

vote

Section 7.- The Board of Directors and the Chief Priest shall not be personally liable for the debts, liabilities or obligations of this corporation. The accounts of the assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The treasurer

Bylaws of Chief Priest of Ten Center

Article III

Board of Directors

Section 1. There shall be a board of directors to consist of at least five (5) members.

Section 4. A regular meeting of the board of directors shall be held four times a year in winter, Spring, Summer, and Fall. 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 all meetings 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 6 correct spelling of chosen

delete entire

Article IV

Chief Priest

The Chief Priest shall have such powers as are prescribed in these by-laws. He and the Board of Directors shall designate his successor, 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. The designation for a successor shall be for a specified period of time.

Article VI section 2

~~Officers shall be elected by the Chief Priest and 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.~~

Officers shall be elected by the Chief Priest and 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 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
The Board of Directors, in its discretion, may designate by resolution as may be ordered by the Board of Directors the funds

Chief Priest shall refer to the Directors. The Chief Priest shall have such powers as are prescribed in these by-laws. He and the Board of Directors shall designate his successor, 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. The designation for a successor shall be for a specified period of time.

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
The Board of Directors and the Chief Priest are authorized to act in accordance with the provisions of these by-laws.

Section 1.- The officers shall include a president, a vice-president, a secretary, and a treasurer.

Section 2.- Officers shall be elected by the Chief Priest and 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 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 of 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 such other powers and perform such other duties as may be prescribed by the Board of Directors and the Chief Priest or these by-laws.

Article VII is corporation is Chief Priest of San Center, a
Membership

Section 1.- Classes of membership shall be designated by the Board of Directors and the Chief Priest, except that those regular students accepted by the Board of Directors 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. There shall be a board of directors to consist of at least three members. These by-laws may be altered, amended or repealed and new by-laws may be adopted by three-fourths (3/4) of the members of the Board of Directors with the concurrence of the Chief Priest.

until their death or resignation, or until they are removed with