

**BYLAWS  
OF  
STILL MOUNTAIN BUDDHIST MEDITATION CENTER**

The name of the organization is Still Mountain Buddhist Meditation Center. For brevity, the organization shall also be referred to as the "Center" in this document.

The purpose of the organization is to teach the path and practice of Buddhadharma meditation and to support those who are engaging in the study and practice of Buddhadharma.

Still Mountain is organized and registered as a non-profit organization, in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I  
COMMUNITY**

**Section 1. Membership.** The members of the Community shall include all persons who participate or are interested in the objectives and activities of the Corporation. The Corporation shall not maintain a formal membership list or collect membership dues.

**Section 2. Member Voting Rights.** Members of the Community shall have the right to:

- a. Determine who shall serve on the Board of Directors. Toward this end, it shall nominate and elect members to the Board, filling vacancies as needed or on an annual basis;
- b. Make specific recommendations to the Board on Center programs, issues and activities that relate to the administration or finances of the Center;
- c. Make specific recommendations to the Teacher Council on programs, issues, and activities that relate to the spiritual or educational direction of the Center.

**Section 3. Annual Meeting.** The annual meeting of the Community shall be held during the last two months of the calendar year. The annual meeting of the Board of Directors will be held following this in the first two months of the new year. The annual meeting of the Community will consist of:

- a. A Board of Directors report on the status of the Center, its activities during the prior year, and plans for the coming year.
- b. A Teacher Council report on the spiritual/educational activities of the Center for the prior year and those planned for the coming year.
- c. Members of the Community will be invited to provide input on and make recommendations for future policies and programs of the Center.
- d. Members of the Community will suggest nominees to serve on the Board.
- e. Members of the Community will elect the directors who will in turn designate the various officers from within their ranks. Members of the Community will transact such other business as may be deemed appropriate.

**Section 4. Regular Meetings.** Regular Community Meetings will be held on a schedule as determined by the Community. These meetings will be organized and led by volunteers from the Community. The Community Meeting may generate proposals which will be recorded and submitted to the Board of Directors or Teacher Council for decision/approval before being implemented.

**Section 5. Governing/Organizational bodies.** Members of all governing/organizational bodies, including, but not limited to, the Board of Directors and the Teacher Council, will come from the Still Mountain Community. To the extent permitted by law, the Board of Directors may form a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. In initiating such actions, the Board will solicit input and guidance from the Community and/or the Teacher Council as appropriate.

**Section 6. Communication.** In order to promote transparency and facilitate communication between the Community and the governing / organizational bodies, one or more persons from each Still Mountain governing/organizational body will attend the regular Community meeting as a Community member and as a representative of said body. All governing/organizational bodies are expected to take meeting minutes and to make them available in a timely manner to any Community members who request to see them. Timely notice of all governing / organizational body meetings will be provided by such means as may be determined by the Community, including, but not limited to, posting on the Still Mountain website and sending email to those who have signed up to receive Still Mountain email.

## **ARTICLE II BOARD OF DIRECTORS**

The Board of Directors shall have the legal authority and responsibility for the business and affairs of the Center. In doing so, it shall endeavor to seek input from the members of the Community and to keep them fully informed about the business, programs and activities of the Center as detailed elsewhere in these Bylaws.

**Section 1. Number of Directors.** The Center shall be managed by a Board of Directors consisting of at least three, or up to five, directors. (See also Article III below.)

**Section 2. Election and Term of Office.** Vacating director positions shall be filled through an election that will take place at the annual meeting of the Community. A director may serve up to two two-year consecutive terms. (The second term would be served pending approval of the Community members.) After that time, they must step down for at least two years.

**Section 3. Fiscal Year.** The fiscal year of Still Mountain Buddhist Meditation Center shall begin January 1 and end December 31.

**Section 4. Quorum.** A majority shall constitute a quorum at a meeting of the Board of Directors. In the absence of a quorum, the directors present may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

**Section 5. Adverse Interest.** In the determination of a quorum of the directors, or in voting on a given issue, if there is an adverse interest disclosed by a director on that issue, they shall not enter into the discussion, nor shall they vote on the issue.

**Section 6. Annual Meeting.** An annual meeting of the Community shall be held during the last two months of the calendar year for the purpose of electing new Board members, and for transacting such other business as may be deemed appropriate.

**Section 7. Regular Meetings.** The Board of Directors will meet at least quarterly or on a schedule determined by the Board. Board of Directors meetings are open to all Community members. Non-board attendees will not have voting rights, but may address the Board about issues of concern during a "Public Forum" session included on the agenda for that purpose.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be requested by the President, Secretary, or any two directors by providing five days' written notice by email, effective when sent.

**Section 9. Procedures.** The Board of Directors will make every effort to understand and satisfactorily address all concerns expressed by Board and community members during discussion and consideration of an issue before reaching a decision. The vote of a majority of the directors present at a properly called meeting at which a quorum (3) is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The secretary will ensure an electronic copy of the Board minutes is kept for a minimum of 5 years. Minutes will be sent to Board members and the Teacher Council liaison to the Board.

**Section 10. Informal Action.** Any action needing to be taken by the Board may be taken via an email discussion and vote, if all directors agree, e.g. not just a quorum. The fact that the meeting was conducted digitally will be disclosed in the minutes of that meeting.

**Section 11. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting called for that purpose. A majority vote of the other directors shall be necessary for such removal.

Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled on an interim basis by the remaining directors. The Board will subsequently seek a person from, and with the approval of, the Community to fill the vacancy. Community approval will be achieved either by acclamation (single candidate) or by an election (multiple candidates). A director elected to fill a vacancy shall serve the remaining term of his or her predecessor.

**Section 12. Committees.** To the extent permitted by law, the Board of Directors may form a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. In initiating such actions, the Board will solicit input and guidance from the Community and/or the Teachers' Council as appropriate.

**Section 13. Open Meeting.** Board of Directors meetings are open to the Community but non-board attendees will not have voting rights.

### **ARTICLE III OFFICERS OF THE BOARD**

**Section 1. Number of Officers.** The officers of the Center shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person.

- a. **President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors. Others duties of the President shall include:
  - i. Gathering and distributing agenda items for Board meetings,
  - ii. Chairing Board meetings.
  - iii. Maintaining a continuing dialog with the Teacher Council and Community Meeting Organizers to insure the smooth operation and administration of the Center.
- b. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings.

- c. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and at the Community meeting.

**Section 2. Election and Term of Office.** Board officers shall be elected at a meeting of the Board of Directors whenever term expirations or resignations call for this action. Each officer shall serve at the pleasure of the Board.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. A majority vote of the other directors shall be necessary for such removal. Any vacancy that occurs for any reason may be filled by the Board of Directors, consistent with Section II.10 of these Bylaws.

#### **ARTICLE IV TEACHER COUNCIL**

**Section 1. Purpose.** A Teacher Council shall be the programmatic, educational, and spiritual lead for the organization. The council shall consist of members of the Community recognized for their knowledge of Buddhist philosophy and/or meditation practices and their commitment to sharing that knowledge with the Still Mountain Community and the public at large. After 2018, new teachers must have completed teacher training at Still Mountain or an equivalent organization or have been a recognized teacher elsewhere. Specifically, the Teacher Council shall be responsible for:

- a. Planning and teaching courses on Buddhist philosophy and practices.
- b. Planning and teaching courses on meditation.
- c. Organizing and leading retreats.
- d. Seeking out and inviting spiritual teachers to speak to the Community or to lead retreats.
- e. Administering the acceptance and training of new teachers.

All financial commitments voted upon by the Teacher Council shall be subject to Board approval.

**Section 2. Removal / Vacancies.** A teacher shall be subject to removal, with or without cause, at a meeting called by the Teachers Council for that purpose. A majority vote of the other teachers shall be necessary for such removal.

## **ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VI AMENDMENT TO BYLAWS**

These Bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

## **ARTICLE VII INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

## **ARTICLE VIII DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by a majority of the Directors. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

### Certification

Elizabeth Cheslak (print name), President of Still Mountain Buddhist Meditation Center, and Kenneth Gourlay (print name), Secretary of Still Mountain Buddhist Meditation Center, certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly revised by the Board of Directors on Nov. 19, 2023 (m/d/y).

Elizabeth Cheslak 11/19/2023  
President

Kenneth Gourlay 11/19/2023  
Secretary