

FOURTH AMENDED AND RESTATED BYLAWS OF JIKOJI

A California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is 12100 Skyline Blvd., Santa Cruz County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date and such changes of address shall be deemed an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES AND BASIC ASSUMPTIONS

SECTION 1. PURPOSES

The primary objectives and purposes of this corporation, as originally inspired by Kobun Otagawa, Roshi, Jikoji's spiritual founder, shall be to provide:

- (a) space for instruction in and practice of meditation for all interested people, as taught and practiced by Kobun Otagawa, Roshi;
- (b) religious and educational activities which arise therefrom, including, but not limited to retreats, classes, and seminars in the arts and sciences;
- (c) for publishing related materials arising out of these activities; and,
- (d) a place where people from many different backgrounds can come together in a peaceful atmosphere of learning and renewal.

SECTION 2. BASIC ASSUMPTIONS

The basic assumptions underlying the organization of Jikoji are:

- (a) membership is universal;
- (b) Directors, and Officers, and the Residents, including both the Resident Teacher and Resident Practitioners, serve and do not govern the affairs of the corporation;
- (c) there is no idea of hierarchy within the organization.

ARTICLE 3. MEMBERS

This corporation shall make no provisions for members, however, pursuant to Section 5310 (b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provision of the Articles of Incorporation or

Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 4. DIRECTORS

SECTION 1. NUMBER

The corporation shall have not less than three (3) nor more than eleven (11) Directors, with the exact number to be fixed within these limits by approval of the Board of Directors from time to time. Provided however, upon the retirement, resignation or removal of a board member, the size of the Board of Directors shall be deemed reduced in number upon the effective date of such retirement, resignation or removal until such time as the Board of Directors shall fill the vacancy created thereby. The number of Directors most recently established by the Board, reduced in size by any vacancies that have not been filled by the Board, shall constitute the "Board of Directors" for purposes of these Bylaws, including, without limitation, determining the presence or absence of a quorum.

SECTION 2. POWERS

The Board of Directors exists to serve the best interests of the Sangha. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporations shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation, and the Resident Teacher.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their current physical and e-mail addresses and facsimile telephone numbers with the Secretary of the corporation, except that a Board Member who is unwilling to have notices send by e-mail need not register an e-mail address. Notices of meetings mailed, emailed, or faxed to them at such physical/email addresses and/or fax numbers shall be valid notice thereof.
- (f) Comply with the letter and spirit of the Consensus Guidelines in all decision making matters based on the principal that failure to do so, including without limitation, inappropriate blocking of one or more decisions and personal attacks on other board or Sangha members shall be grounds for removal as a Director.

SECTION 4. TERMS OF OFFICE

Each Director shall serve a term of three (3) years and for no more than two (2) terms in succession, provided, after a period of three (3) years a Director who had previously served two (2) terms in succession, may again be elected to the Board of Directors. One member of the board shall be a Resident Practitioner. Her/his term shall not exceed one (1) year or the termination of her/his residency at Jikoji, whichever occurs first, provided, she/he may serve up to two (2) successive terms after which she/he may not be reelected until a period of one (1) year has elapsed.

SECTION 5. COMPENSATION

Directors shall serve without compensation.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

- (a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.
- (b) In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Directors have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

SECTION 8. REGULAR AND ANNUAL MEETINGS

- (a) The Board shall meet two (2) times a year, unless the Board, at the request of the Resident Teacher, determines that one or more additional regular meeting(s) is required.
- (b) The Annual Meeting shall take place on first Sunday in June of each year and the second meeting of the Board shall be on the first Sunday in December each year except if it would be during Rohatsu in which event it shall be the first Sunday after Rohatsu, unless another date for said meeting is established by the Board of Directors.
- (c) At the Annual regular meeting new Directors shall be elected by the Electors (as defined in Section 19, below). Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes, up to the number of vacancies, shall be elected. Each Elector shall cast up to one vote per vacancy, with voting being by secret ballot only..
- (d) At the two regular meetings of the Board of Directors the following agenda items, in addition to such other items as the Board deems necessary, shall be considered:

- (1) Call to order and introduction
- (2) Minutes approval
- (3) Reports (e.g., Treasurer, Resident Teacher and Committees)
- (4) Consent items
- (5) Action items
- (6) Discussion items

Upon the adoption of a governance document by the Board the provisions of this subsection (e) shall be null and void and the provisions of said document alone shall determine the agenda format for meetings.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Treasurer, the Secretary, or by any two Directors, provided the Resident Teacher concurs that a special meeting is necessary. All such special meetings shall be held at the principal office of the corporation or at such other place as shall be permitted under these Bylaws.

SECTION 10. OPEN MEETINGS

Meetings shall be open to all interested persons, except when the Board of Directors shall determine by consensus to meet in executive session.

SECTION 11. NOTICE OF MEETINGS

Regular meetings of the Board shall be scheduled during a previous meeting. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile transmission or electronic mail to those Directors who have registered an e-mail address with the Secretary for notice purposes. If notice is given by mail, telephone, facsimile or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails, upon personal communication if by telephone, on its transmission by facsimile or on its electronic Internet transmission. Such notice shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding recessed a meeting need not be given to absent Directors if the time and place of the recessed meeting are fixed at the meeting prior to adjournment and if such recessed meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any recessed regular or special meeting to Directors absent from the original meeting, if the recessed meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 12. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting shall be specified in the notice.

SECTION 13. WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the

meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 14. QUORUM FOR MEETINGS

- (a) A quorum shall consist of a majority of the Board of Directors.
- (b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion that shall be entertained at such meeting shall be a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.
- (c) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 13 of this Article.
- (d) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 15. BOARD ACTION

The Board of Directors shall decide issues by consensus, following Consensus Guidelines that have been adopted by the Board and certified by the Secretary as the most current Guidelines, a copy of that shall be maintained by the Secretary at Jikoji. Said Guidelines are subject to amendment by the Board from time to time. With respect to Board decisions, the term "consensus" means unanimous consent of all Directors voting on a matter if the number of Directors voting on a matter is less than eight (8), provided, if eight (8) or more Directors are voting on a matter, it shall be deemed decided by consensus if all Directors except one vote for the matter. However, in the event the matter being decided is removal of a Director, the vote of the Director subject to removal shall not be considered.

SECTION 16. CONDUCT OF MEETINGS

A Facilitator for purposes of conducting any meeting may be chosen by the Board of Directors. Meetings shall be governed by a spirit of cooperation in the interests of the Sangha as a whole.

SECTION 17. ACTION BY UNANIMOUS CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.

For the purposes of this section only, "all members of the Board " shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 18. VACANCIES

- (a) Vacancies on the Board of Directors shall exist (1) upon the death, resignation, removal or expiration of term of any Director, or (2) whenever the number of authorized Directors is increased.
- (b) Any Director may resign effective upon giving written notice to the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without duly elected Directors in charge of its affairs, except upon notice to the Attorney General.
- (c) Vacancies of the Board of Directors may be filled by remaining Directors for the remaining term.
- (d) A Director can be removed by consensus of all remaining members of the Board of Directors.

SECTION 19. ELECTORS

The Board of Directors shall be elected by members of the Sangha described in subparts (a), (b) and (c), below, who are herein referred to as the "Electors". Only those Electors who are present at the meeting at which the election occurs and who have been active in the affairs of Jikoji in the preceding year shall be eligible to vote in such election. The term "active" is self-defined by each member of the Sangha who considers him or herself to have maintained a Buddhist practice at Jikoji during the preceding year. Provided if by consensus of the Board an Elector is deemed not to have maintained a Buddhist practice at Jikoji during the preceding year, such person shall not be eligible to vote in said election. An Elector is any one of the following Sangha members:

- (a) Current Board Members and ex-Board members including any Resident Practitioners (formerly referred to as "Caretakers") who have served as Board Members;
- (b) Any person who serves as a Resident Practitioner on or after the date of adoption of these Third Amended Bylaws and in that capacity completes at least two years of service; and,
- (c) Any Sangha member who has received ordination in Kobun's lineage or the lineage of his brother, Hojosama_Keibun Otokawa, including both lay ordination and ordination as a priest.

SECTION 20: ELIGIBILITY

Anyone is eligible to be elected to the board, provided she/he has served for at least one year on a standing committee and maintained a level of practice at Jikoji which in the judgment of such person is appropriate to qualify him or her to be a director of this Zen spiritual community. For the Resident Practitioner nominee for Board membership, the period of standing committee membership three months and practice at Jikoji shall be the period of her or his residency at Jikoji

ARTICLE 5. THE RESIDENT TEACHER

SECTION 1. DEFINITION

The Resident Teacher shall be a transmitted teacher in the Soto Zen Buddhist tradition.

SECTION 2. APPOINTMENTS

The Resident Teacher, or a person assigned by her or him, may appoint one or more persons to administer the affairs of Jikoji and the scope of such person's authority shall be determined by the Resident Teacher. Such person or persons, if so appointed by the Resident Teacher, shall be referred to as Manager(s). The Resident Teacher shall appoint to Jikoji's Standing and ad hoc Committees such person or persons as the Resident Teacher shall deem necessary and appropriate to assist the Resident Teacher and/or the Manager(s) of Jikoji in administering Jikoji's affairs. The Resident Teacher shall appoint the practice officers for each practice period.

SECTION 3. ORGANIZATIONAL DUTIES

The Resident Teacher shall have authority to administer all of Jikoji's affairs and the scope of said authority shall extend to all matters not specifically reserved to the Board of Directors either by law or these Bylaws. The Resident Teacher shall also have authority to delegate all or such portion of his/her decision-making authority, as he/she shall deem appropriate, to the Manager(s) of Jikoji and/or to one or more of Jikoji's Standing or ad hoc Committees. The Resident Teacher shall act in an advisory capacity to the Board of Directors and to the Sangha as a whole. The Resident Teacher may not be a member of the Board of Directors.

SECTION 4. APPOINTMENT AND SUCCESSOR

The Resident Teacher, in consultation with other members of the Sangha ordained Kobun's lineage or the lineage of his brother, Hojosama Keibun Otokawa shall designate his/her successor. The Board shall consider the matter at its next meeting and may by consensus appoint said designee as the Resident Teacher. In the event the Board fails to appoint the person designated or any alternative designee of the Resident Teacher or, in the event the Resident Teacher is unable due to death or incapacity or unwillingness to designate a successor, the Board of Directors shall appoint the Resident Teacher's successor in consultation with Sangha members ordained in Kobun's lineage or the lineage of his brother, Hojosama Keibun Otokawa. The Resident Teacher shall be appointed for a term to be agreed upon between the Resident Teacher and the Board of Directors, which shall not exceed five (5) years. At the end of the term, the Board of Directors may extend the Resident Teacher's term for an additional term to be agreed upon between the Board and the Resident Teacher provided it shall not exceed five (5) years. The Resident Teacher's term may be renewed for as many successive five (5) year or shorter terms, as the Board shall determine.

SECTION 5. AUTHORITY

The Resident Teacher may issue verbal or written statements in the name of Jikoji.

ARTICLE 6. OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be Secretary, Treasurer, Chairperson and such other officers or agents as the Board deems desirable, appointed by the Board of Directors. The Board of Directors shall retain the power to remove any or all officers when they deem it necessary. The Treasurer shall not be a member of the Board of Directors.

SECTION 2. DUTIES OF THE SECRETARY

The Secretary shall:

- (a) Keep an updated copy of the Bylaws of the corporation at corporate headquarters;
- (b) Keep minutes of all meetings and post a copy of all minutes;
- (c) See that all notices are duly given in accordance with these Bylaws, or as required by law;
- (d) Keep custody of the Jikoji records and seal, and see to it that the seal is affixed to all documents executed by Jikoji as authorized in accordance with these Bylaws;
- (e) Maintain correspondence for Jikoji; including government filings;
- (f) Maintain and certify the current copy of the Consensus Guidelines adopted by the Board;
- (g) And in general perform all duties incident to the office of Secretary.

SECTION 3. DUTIES OF THE TREASURER

The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of Jikoji;
- (b) Pay and receive all funds as directed by the Board of Directors and maintain records adequate to account for all such transactions; however the Treasurer shall in no case authorize any payment nor shall she or he make any payment in excess of one thousand dollars (\$1000) except with the express consent of the Board of Directors, which shall be deemed to have been given with respect to payments, regardless of the amount paid, if such payment is permitted in the annual budget approved by the Board;
- (c) Deposit funds in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws;
- (d) Record all donations by name of donor and amount;
- (e) Post a monthly financial report;
- (f) Prepare an annual financial report;
- (g) In general, perform all duties incident to the office of Treasurer, including filing of all tax returns.

- (h) Any of these duties may be delegated to a bookkeeper upon the recommendation of the Treasurer and approval of the Board of Directors. Said duties shall be supervised by the Treasurer, who will retain all responsibility for the duties.
- (i) The Board may delegate to one or more of the Standing Committees described in these bylaws, responsibility to have charge and custody of and be responsible for such class of funds as the Board shall deem appropriate for such Committee to manage and upon such delegation of responsibility, the Treasurer shall receive and rely on the accounts of such Committee as to all transactions occurring in connection with such fund and shall have no independent duty to review actual receipts and expenditures, provided the chairperson of such Committee shall maintain shall obtain and preserve for a period of not less than three (3) years from the date of each transaction, proper receipts for all such transactions, which receipts shall be made available for inspection by the Treasurer if the Treasurer has reason to believe there has been malfeasance with respect to the management of any such fund; and,
- (j) The Board has delegated to the Finance Committee the authority and discretion to authorize expenditures not provided for in the annual budget that do not exceed one thousand dollars (\$1,000) in amount with respect to any single expenditure.
- (k) Acknowledge donations in excess of twenty-five dollars (\$25.00) received to the donor, including the tax identification number of Jikoji, or convey all pertinent information regarding such donations to the person designated by the Board to so acknowledge donations.

SECTION 4. DUTIES OF THE CHAIRPERSON

The Chairperson shall:

- (a) Sign any and all documents, papers and writings that are required by any federal, state or local governmental agency or body to be signed on Jikoji's behalf by its Chairperson, provided such signing has been authorized by the Board of Directors; and,
- (b) Carry out such other duties and tasks as shall be authorized from time to time by the Board of Directors.

ARTICLE 7. COMMITTEES

The Board of Directors and/or the Resident Teacher, from time to time, may establish and dissolve such ad hoc committees as either the Board or the Resident Teacher shall deem appropriate and necessary to serve the needs of Jikoji.

The Board of Directors has established the following Standing Committees:

- (a) The Practice and Dharma Committee,
- (b) The Finance Committee, one member of which shall be the Treasurer;
- (c) The Publications Committee;
- (d) The Resident Monks' and Initiates' Committee;
- (e) The Facilities Committee;

All of the Standing Committees are to assist the Resident Teacher in carrying out her/his duties and responsibilities as described in these Bylaws. Accordingly, the Resident Teacher may direct the activities of each Standing Committee and/or vest any Standing Committee with authority to act on behalf of the Resident Teacher as shall be necessary in the discretion of the Resident Teacher to best serve the needs of Jikoji. From time to time, the Resident Teacher may appoint new members to any Standing Committee and request the resignation of any member as may be appropriate, in the opinion of the Resident Teacher, to best serve the needs of Jikoji.

ARTICLE 8. FINANCE

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April.

SECTION 2. BUDGET

The Treasurer shall submit a preliminary budget for the upcoming fiscal year *fifteen (15) days prior to* the annual meeting. At the same time the Treasurer shall provide a report on the status of the previous year's budget. The Board of Directors shall take action on the budget at the annual meeting.

ARTICLE 9. AMENDING ARTICLES AND BYLAWS

SECTION 1. ALTERATIONS

These Articles and Bylaws may be altered, amended, or repealed, and new ones may with prior notice be adopted by a proposal adopted at a meeting of the Board of Directors, provided said adopted proposal is communicated to all Directors, and subsequently ratified and approved at a subsequent meeting of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law

ARTICLE 10. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws, and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

CERTIFICATATION

This is to certify that the foregoing is a true and correct copy of the Third Amended Bylaws of the corporation named in the title thereto and that such Bylaws were first duly adopted by the Board of Directors of said corporation on June 5, 2011 and were ratified and approved by the Board on July 10, 2011.

Secretary to the Board

Douglas Jacobson

Date