

**BYLAWS OF OREGON BUDDHIST TEMPLE
AN OREGON NONPROFIT RELIGIOUS CORPORATION**

**Article I
General**

Section 1. Name. The name of this corporation shall be Oregon Buddhist Temple (OBT).

Section 2. Purpose. The purpose of the Oregon Buddhist Temple is to provide its Jodo Shinshu Sangha with the necessary resources to share the Buddha-Dharma in their lives.

Section 3. Principal Office. The principal office of the OBT shall be located at 3720 Southeast 34th Avenue in the city of Portland, state of Oregon, or such other location(s) as selected by the Board of Directors (Board).

**Article II
Religious Affiliation**

Section 1. Affiliation. OBT shall be affiliated with the Buddhist Churches of America, Inc. (BCA), a California nonprofit religious corporation.

Section 2. BCA Bylaws Prevail. If a conflict exists between the bylaws of OBT and BCA, the bylaws of the BCA shall prevail.

**Article III
Membership**

Section 1. Membership Requirement. Membership is open to all people who embrace the Buddha, Dharma, and Sangha and teachings of Shinran Shonin according to Jodo Shinshu Hongwanji-ha.

Section 2. Membership Dues. Membership is established by the payment of yearly dues, as determined by the Board.

Section 3. Reduced Dues. The Board may reduce an individual's yearly dues when circumstances deem it appropriate.

Section 4. Annual Meeting. An annual membership meeting shall be held in November or as soon thereafter as reasonably possible to report on the operations of OBT for the preceding year, announce the results of the election of Board members, and conduct such other business as may properly come before the membership.

Section 5. Special Meeting. Special membership meetings may be called by the President, the Board, or by petition from the lesser of ten members or 10% of the membership.

Section 6. Notice. Ten days prior notice of the date, time, location, and agenda is required for all membership meetings. Notice is deemed given if the particulars of such meeting are either posted on the bulletin board of OBT's entrance foyer or announced at Sunday service.

Section 7. Waiver of Notice. A member may at any time waive any required notice. A member's attendance at or participation in any meeting waives any required notice, unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action at the meeting.

Section 8. Quorum and Voting. Each member is entitled to one vote non-cumulative. The votes represented at a meeting shall constitute a quorum. A majority vote of the quorum shall constitute the decision of the membership.

Section 9. Selection of Board of Directors. Prior to the annual membership meeting, the membership shall elect the Board. A tie vote will be resolved by the existing officers of OBT.

Article IV Board of Directors

Section 1. Management. The business and property of OBT shall be managed and controlled by a Board of Directors. In addition to any power and authority expressed herein, the Board shall have the following power and authority: To make rules and regulations not inconsistent with the laws of the State of Oregon and these Bylaws, or any amendment thereto; to guide OBT officers, employees, and ministers; to exercise all powers reasonably necessary to transact OBT business, and; to call membership meetings.

Section 2. Number and Election of Directors. There shall be twelve directors. Each director shall hold office for a three-year term. Directors shall be elected by mail ballots distributed to all members at least 25 days before the annual membership meeting. Results will be announced at the annual membership meeting and each director shall begin their term immediately after the annual membership meeting. Four directors shall be elected each year. All members running for the Board must be members at the time their name is placed on the ballot, must agree to serve on the Board at the time their name is placed on the ballot, and must maintain their membership throughout their term. A member need not be nominated by a Nominating Committee, if any, to run for a position on the Board.

Section 3. Membership Recall of Directors. All or any number of directors may be removed, with or without cause, at a membership meeting called for that purpose. The President shall schedule such a meeting within 30 days of receiving a petition signed by

the lesser of ten members or 10% of the membership. If any director is recalled, the membership meeting held for that purpose shall elect the replacement.

Section 4. Board Removal of Director. Any director may be removed by a unanimous vote of the remaining Board members.

Section 5. Resignation of Directors. A director may resign at any time by delivering written notice to the President, the Secretary, or the Board.

Section 6. Filling of Vacancies. Any vacancy on the Board, except a vacancy created by a membership recall, shall be filled by an affirmative vote of a majority of the remaining directors, even when this number constitutes less than quorum of the Board. A director elected to fill a vacancy shall be elected for the remaining term of his or her predecessor in office. The Board may leave a position vacant until the next membership election of directors and have the membership fill the vacancy.

Section 7. Regular Meetings. The Board shall meet at least once per calendar quarter at such dates, times, and location as determined by the President. The President or a majority of the Board may schedule additional meetings as seen fit.

Section 8. Special Meetings. A special meeting of the Board may be called by the President or a majority of the Board then in office. Special meetings of the Board must be preceded by at least ten days' notice to each director of the date, time, location, and purpose of the meeting, all of which shall be determined by the person(s) who calls the special meeting.

Section 9. Emergency. In emergencies, a majority of the Board may take action so long as the majority includes either the President or Vice-President. The majority may consent by telephone, email, or other means and need not have a physical meeting.

Section 10. Notice. Ten days prior notice of date, time, location, and agenda is required for all regular and special Board meetings.

Section 11. Waiver of Notice. A director may at any time waive any required notice. A director's attendance at or participation in any meeting waives any required notice, unless the director, at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 12. Executive Sessions. At any regular or special meeting, the Board may convene in executive session, to the exclusion of everyone except the Board and its invitee(s).

Section 13. Open Meetings. All regular and special Board meetings shall be open to the membership and affiliated organizations. Affiliated organizations shall be allowed to report to the Board at any such meeting. Affiliated organizations shall be those named in

the BCA Bylaws or satisfying the conditions imposed in the BCA Bylaws. Executive sessions of the Board shall not be open to the membership or affiliated organizations.

Section 14. Quorum and Voting. A majority of the Board shall constitute a quorum and be required to transact Board business. A majority vote of the quorum shall constitute the decision of the Board. The decision of the Board shall be called a “Resolution.” In case of a tie vote, the representative of the Buddhist Women’s Association will be allowed to vote.

Section 15. Duties and Responsibilities.

- A. **Long-term Planning.** The Board shall be responsible and plan for the long-term well being of OBT.
- B. **Assets.** The Board shall preserve, protect, and enhance the assets of OBT.
- C. **Budget.** The Board shall prepare, or cause to be prepared, and approve an annual operation budget.
- D. **Annual Membership Meeting.** The Board shall schedule and conduct the annual membership meeting.
- E. **Election of Officers.** The Board at its first meeting following the election of new Board members shall elect the officers of OBT for the next succeeding year.
- F. **Minister Selection.** The Board shall select the resident minister. The Board shall endeavor to select a minister from candidates approved and offered by the Bishop of BCA.
- G. **Committees.** The Board shall create and empower an Audit Standing Committee to examine the financial records of OBT prior to the annual membership meeting and perform such other duties as may be prescribed by the Board. The Board shall create and empower such other Standing Committees and Ad Hoc Committees, including without limitation, an Election and Nominating Committee for the election of directors for the Board, as it deems necessary.
- H. **Prohibition on Indebtedness.** The Board shall not borrow money or otherwise incur indebtedness without the approval of the membership.
- I. **General Authority.** Any authority or responsibility not specifically reserved for the membership shall accrue to the Board.

Article V Officers

Section 1. Principal Officers. The principal officers of OBT shall be President, Vice President, and Secretary, all of whom shall be elected by the Board. The Board may elect other officers, as it deems necessary. One person may hold more than one office.

Section 2. Term. Officers shall hold office for one year.

Section 3. Removal of Officers. Any officer may be removed by the Board.

Section 4. Vacancies. Vacancies in any office shall be filled for the unexpired term by the Board.

Section 5. Duties of Officers. Each officer shall have the authority and shall perform the duties prescribed by the Board or by direction of an officer authorized by the Board to prescribe the duties of other officers.

A. Duties of President. The President shall preside at all meetings of the Board and the membership, shall fill Standing Committees and Ad Hoc Committees as needed, call special meetings of the Board and membership as needed, be an ex-officio member of all committees, perform all duties required by the Bylaws, and perform such other duties as may be assigned by the Board.

B. Duties of Vice President. The Vice President shall be President-elect, shall become President in the following year, and shall perform the duties of the President in the President's absence and such other duties as the President may delegate.

C. Duties of Secretary. The Secretary shall be responsible for maintaining the following OBT records: (1) Articles of Incorporation and any amendment thereto; (2) Bylaws and any amendments thereto; (3) All resolutions adopted by the Board; (4) Minutes of all Board and membership meetings and records of all actions taken by the Board and/or the membership; (5) All written correspondence to and/or from the Board and membership; (6) Maintaining a list of the names and addresses of all current directors and officers; (7) Such other duties as may be delegated by the Board.

Article VI Minister

Section 1. Duties of the Minister. The Minister shall conduct all religious ceremonies, be in charge of all religious education, be an advisor to all affiliated organizations and perform such other duties as may be mutually agreed upon with the Board. In the absence of a resident minister the duties normally performed by the minister will be performed as prescribed by the Bishop of BCA.

Section 2. Religious Disputes. Any disputes between the Minister and Board related to the duties of the Minister shall be resolved by the BCA Bishop.

Article VII Dissolution

Section 1. Vote of Dissolution. OBT may be dissolved by the vote of three-fourths ($\frac{3}{4}$) of its membership.

Section 2. Distribution of Assets. Upon its dissolution and payment of all just debts and liabilities, if any, the assets of OBT shall be distributed to the BCA.

Article VIII Indemnity

This corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Article IX Amendments to Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the membership at a meeting duly called and noticed for that purpose.

Note: These Bylaws were adopted at the December 2, 2001 General Membership Meeting (note added 04/19/04)