

Constitution of the Zenwest Buddhist Society

1. The name of the Society is Zenwest Buddhist Society.
2. The purpose of the Society is to create a dynamic community and sustainable environment for the study and practice of Zen Buddhism by providing training for members, and offering a variety of activities for the broader community.
3. On the winding-up and dissolution of the Society, and after all debts have been paid or provision for payment has been made, the assets remaining shall be paid, transferred or delivered to a recognized Canadian charitable institution. This dissolution clause is an unalterable provision of the Constitution.

Bylaws of the Zenwest Buddhist Society

Part 1 — Interpretation

- 1.1 In these bylaws, unless the context otherwise requires:
 - (a) “the Society” means the Zenwest Buddhist Society;
 - (b) “Board” means the Board of Directors of the Society for the time being, acting with the authority of the constitution of the Society and these bylaws;
 - (c) “Director” means a person who is either elected or appointed to the Board in accordance with these bylaws;
 - (d) “Society Act” means the *Society Act of British Columbia* from time to time in force and all amendments to it;
 - (e) “Registered Address” of a member means the member’s address as recorded in the register of members, including the member’s email address when available;
 - (f) “Term”, for the purpose of defining term of office of a Board Director, shall begin at an Annual General Meeting and terminate at the next Annual General Meeting;
 - (g) “Fiscal Year”, for financial reporting, shall be the calendar year;
 - (h) “Practice Council” means the committee comprised of the Abbot/Abbess and Practice Council Members;
 - (i) “Practice Council Member” means a member in good standing who has completed the Jukai Ceremony and who has been authorized to have a position on the Practice Council;
 - (j) “Jukai Ceremony” means the taking of precepts after having fulfilled the practice and community responsibilities determined by the Practice Council.
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 All references herein to the singular shall include the plural and vice versa, and all references herein to any person shall be understood to be inclusive of all individuals with no discrimination on the basis of gender, age, culture, language, ethnicity, sexual orientation, or any other grounds.
- 1.4 Unless otherwise stipulated, decisions shall be made by majority vote and majority vote shall mean 51% of votes cast.

Part 2 — Membership

- 2.1 Membership shall be open to any person who is in agreement with the Society Constitution, who pays dues, and who fulfills any other responsibilities of members as determined from time to time by the Board in consultation with the membership.
- 2.2 A person may apply to the Board for membership in the society, and on acceptance by the Board and receipt of dues is a member.
- 2.3 Membership structure and dues shall be determined from time to time by the Board, with the Board giving ninety (90) days written notice to members prior to the implementation of changes to fee structure.
- 2.4 Every member must uphold the Society constitution and comply with these bylaws.
- 2.5 The Society shall not be required to refund any balance of dues to a member who resigns or is expelled.
- 2.6 A person ceases to be a member of the Society:
 - (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing, emailing, or delivering it to the address of the Society;
 - (b) on his or her death;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for three (3) consecutive months.
- 2.7 Any member shall cease to be in good standing if:
 - (a) the member fails to pay the required membership fee within thirty (30) days of the fees being due;
 - (b) the member owes any other subscription or debt due to the Society and does not repay the Society in full within thirty (30) days notification of said subscription or debt;
 - (c) the Board determines that the member is not complying with the Society constitution or bylaws; or
 - (d) the Board determines that a member is engaging in conduct that is against the spirit, interests, or purpose of the Society.
- 2.8 Any member not in good standing:
 - (a) cannot vote at General Meetings;
 - (b) cannot stand for election to the Board or serve on the Board of Directors; and
 - (c) cannot participate in member activities (including but not limited to zendo training).
- 2.9
 - (a) Any member, whether or not in good standing, may be expelled by a special resolution of the members passed at a General Meeting by at least 75% vote of the members attending the meeting in person or by proxy.
 - (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the special resolution is put to a vote.

Part 3 — Directors

- 3.1
 - (a) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a General Meeting, but subject, nevertheless, to

- (i) all laws affecting the Society,
 - (ii) these bylaws, and
 - (iii) rules, not being inconsistent with these bylaws, that are made from time to time by the Society in a General Meeting.
 - (b) A rule, made by the Society in a General Meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
- 3.2
- (a) The number of Directors shall be 5 or a different number as determined from time to time at a General Meeting.
 - (b) In no case shall the number of Directors be fewer than 3.
 - (c) A Director must have been a member for at least one (1) year prior to becoming a Director, and must be a member in good standing.
- 3.3
- The election of Directors shall proceed as follows:
- (a) No less than thirty (30) days before the Annual General Meeting, the Board will issue a call for nominations to the Board of Directors.
 - (b) Any member that has been in good standing for one (1) year or more can be nominated by another member or can nominate herself or himself as a potential Director.
 - (c) Nominations must be received by the Secretary at least seven (7) days before the Annual General Meeting.
 - (d) The Secretary shall, at least five (5) days before the Annual General Meeting, email or mail to all members a list of all nominated candidates who have been members of the Society for at least one (1) year, are currently members in good standing, and meet any other eligibility requirements for Directors.
 - (e) An election may be by acclamation, otherwise it must be by ballot.
 - (f) If the election is to be by ballot, individuals wishing to vote must be confirmed through the Society membership list as current members in good standing.
 - (g) The ballots shall be counted by a scrutiner who is not running for a Director position and who is confirmed in the position by the majority of voting members present. This scrutiner need not be a member of the Society.
 - (h) Proxy voting will be permitted when executed in writing by the member unable to attend, and must explicitly state the Member's vote (whether the vote relates to a special resolution or to naming a selection from the candidates running for Board of Directors). Proxy votes must be received by the Secretary prior to the commencement of the election so the Secretary may confirm that the member is eligible to vote. Any member wishing to vote anonymously by proxy may mail or deliver their ballot to the Secretary inside a sealed envelope, with an accompanying cover letter to allow the Secretary to confirm eligibility to vote. The Secretary shall not open the sealed ballot but if the member is eligible to vote shall deliver the sealed ballot to the scrutiner during the election for the scrutiner to count with the other ballots.
 - (i) In the event of a tie vote that affects the last vacant position(s), an immediate runoff ballot shall be cast where only those candidates competing for the last vacant position(s) are placed on the runoff ballot. In case of a further tie the incoming Board shall be responsible to determine whether to leave the position(s) vacant, split the position(s), or appoint one or more candidates to fill the vacancies.
 - (j) The previous Directors shall be considered to have retired from office when their successors are elected.

- 3.4 (a) Any Director who is absent without good cause from (3) consecutive Board meetings (including General meetings) or who becomes a member not in good standing shall be deemed to have resigned as a Director.
- (b) The Society members may, by special resolution, remove a Director before the expiration of his or her Term, and may elect a successor to complete the Term.
- (c) On leaving the Board, a Director shall surrender all Society books, records, official files, and assets to the Board.
- 3.5 (a) The Board may at any time appoint a member as a Director to fill a vacancy in the Board.
- (b) A Director so appointed retains their position only until the next Annual General Meeting of the Society, but may stand for election at that time.

Part 4 — Board Officers

- 4.1 (a) Board Officer positions shall be Chair, Secretary, and Treasurer.
- (b) Any Directors not holding an Officer position shall be a Director at Large.
- 4.2 (a) The Chair is responsible to:
- (i) Preside at all meetings of the Society and of the Directors; and
 - (ii) Supervise other Board Officers and Directors in the execution of their duties.
- (b) In the absence of the Chair from a meeting, the Board must appoint another Director to act as Chair at the meeting.
- 4.3 (a) The Secretary is responsible to:
- (i) Conduct the correspondence of the Society;
 - (ii) Issue notices of General Meetings of the Society;
 - (iii) Keep minutes of all meetings of the Society and Directors; and
 - (iv) Maintain the register of members as prescribed by the Society Act.
- (b) In the absence of the Secretary from a meeting, the Directors must appoint another Director to act as Secretary at the meeting.
- 4.4 The Treasurer is responsible to:
- (a) Keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) Render financial statements to the Directors, Members, and others as required.
- 4.5 The selection of Board Officers from the elected Board of Directors shall proceed as follows:
- (a) Immediately following the Annual General Meeting, the outgoing Board Chair shall convene a meeting of the newly elected Directors to determine the Directors that will fill the Board Officer positions.
 - (b) Election to the Board Officer positions may be by acclamation, otherwise it must be by show of hands, or by ballot if ballot is requested by any Director.
- 4.6 (a) If a Board Officer resigns from his or her Officer position, resigns from the Board, or otherwise ceases to hold office, the remaining Directors must appoint another Director to assume the Officer role.
- (b) Should any Board Officer be temporarily unable to fulfill the responsibilities of their Officer role (for reasons such as, but not limited to, travel, illness, or family emergency) the Board may by Board resolution select an alternate Director to act in that position until the Board Officer is able to return.

Part 5 — Proceedings of Directors

- 5.1 (a) Any Director may at any time direct the Chair to call a Board meeting.
- (b) The Chair shall notify all Directors any time a Board meeting is to be held, and shall seek to do so with sufficient notice to facilitate attendance by Directors.
- (c) The Board may hold Board meetings at the places Directors think fit to conduct business, and may facilitate, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- (d) The Board may from time to time set the quorum necessary to conduct business at Board meetings; unless so set the quorum is a majority of the Directors then in office.
- 5.2 A Director who may be absent temporarily may email or deliver to the address of the Society a waiver of notice of any meeting of the Directors, and may at any time withdraw the waiver by subsequent email or letter; until the waiver is withdrawn:
- (a) meeting notice is not required to be sent to that Director, and
- (b) any and all meetings of the Directors of the society, notice of which has not been given to that Director, are valid and effective so long as there is quorum.
- 5.3 (a) The Board may delegate some, but not all, responsibilities to committees.
- (b) Such a committee must conform to any rules imposed on it by the Board, and must report on progress to the Board at the frequency set by the Board.
- (c) Excepting any rules set by the Board, committees shall facilitate, adjourn, and otherwise regulate their meetings and proceedings as they see fit.
- 5.4 A written Board resolution, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

Part 6 — General Meetings

- 6.1 (a) General Meetings of the members of the Society may be called by the Board.
- (b) As per the Society Act, the Board must, on the requisition of 10% or more of the voting members of the Society, convene a General Meeting of the Society without delay.
- 6.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 6.3 (a) Notice of a General Meeting must specify the place, day and hour of the meeting, and, in case of Special Business, the general nature of that business.
- (b) As per the Society Act, the Board must give not less than 14 days written notice of a General Meeting to those individuals who are entitled, as per Section 12.3 of these bylaws, to receive notice of a General Meeting; however, those individuals so entitled may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 6.4 An Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 7 — Proceedings at General Meetings

- 7.1 Special Business is
- (a) all business at an Extraordinary General Meeting except the adoption of rules of order, and
 - (b) all business conducted at an Annual General Meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- 7.2
- (a) Business, other than the adjournment or termination of the meeting, must not be conducted at a General Meeting at a time when a quorum is not present.
 - (b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (c) Quorum for a General Meeting is ten percent (10%) of the members unless this is less than three members, in which case quorum shall be three (3) members present.
- 7.3 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case it must stand adjourned to the same day in the next week, at the same time and when possible the same place, and if, at the reconvened meeting, a quorum is not present within 30 minutes from the time appointed for the meeting then the members present shall constitute a quorum.
- 7.4 Subject to bylaw 4.2, the Chair of the Board, or, in the absence of the Chair, one of the other Directors present, must preside as chair of a General Meeting.
- 7.5 If at a General Meeting there is no Board Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or the Board Chair and all the other Directors present are unwilling to act as the chair of the meeting, then the members present must choose one of their number to be the chair of the meeting.
- 7.6
- (a) A General Meeting may be adjourned, but business must not be conducted at the reconvened General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
 - (b) When a General Meeting is adjourned for 10 days or more, notice of the reconvened General Meeting must be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at a reconvened General Meeting.
- 7.7
- (a) A resolution proposed at a General Meeting need not be seconded, and the chair of a General Meeting may move or propose a resolution.
 - (b) In the case of a tie vote, the chair of the General Meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 7.8
- (a) Any member in good standing is entitled to one vote at a General Meeting.

(b) Except as provided in Section 3.4 of these bylaws, voting at General Meetings shall be by show of hands, or by secret ballot if secret ballot voting is requested by a voting member. A request for secret ballot is not open to discussion or vote.

(c) Voting by proxy is permitted and shall follow the proxy procedure laid out in Section 3.4 of these bylaws.

Part 8 – Zen Practice

- 8.1 (a) The Society is not organizationally affiliated to any particular lineage, but follows the guidance of the Abbot/Abbess with regards to the form and content of Zen practice.
- (b) The Abbot/Abbess is responsible for the harmonious functioning of the Society, as defined from time to time by the Board.
- (c) The Abbot/Abbess is responsible for ensuring the spiritual development of members through practice, relationship, and community, as defined from time to time by the Board.
- 8.2 (a) When there is a vacancy in the position of Abbot/Abbess, the Board of Directors shall hire an Abbot/Abbess to fill the position.
- (b) The Board shall comply with all employment legislation and any other relevant federal, provincial, or municipal laws in determining employment policies and practices.
- (c) The Board shall determine wages and benefits for the Abbot/Abbess position, and shall conduct a wage/benefit review periodically to ensure that the salary and benefits are fair, equitable, and reflective of increases to cost of living.
- (d) The Board shall determine policies and procedures for review of the performance of the Abbot/Abbess.
- 8.3 An Abbot/Abbess may be relieved of his or her position:
- (a) by delivering his or her resignation in writing to the Secretary of the Society or by mailing, emailing, or delivering such notice to the address of the Society;
- (b) on his or her death; or
- (c) by resolution of the Board of Directors.
- 8.4 (a) The Practice Council has the authority to confer spiritual titles, ranks, and positions to members of the Society, following criteria determined from time to time by the Abbot/Abbess in consultation with the other members of the Practice Council.
- (b) Title, rank, or position conferred by the Practice Council can be removed either by the resignation of the member from the title, rank, or position, or by the Practice Council after a fair and equitable effort towards reconciliation with the member.
- (c) Although titles, ranks, and positions assigned by the Practice Council may be removed by the Practice Council, the vows and spiritual competencies associated with each position are individual commitments that can only be renounced by the member, and that cannot be removed by the Society or any other institution.
- (d) Excepting any rules set by the Board, the Practice Council shall facilitate, adjourn, and otherwise regulate their meetings and proceedings as they see fit.

Part 9 — Seal

- 9.1 (a) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- (b) The common seal of the Society must be kept at the registered address of the Society.
- 9.2 The common seal must be affixed only when authorized by a Board resolution and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and Secretary.

Part 10 — Finances

- 10.1 (a) The Officers may open or close bank accounts for the Society as deemed necessary.
- (b) Cheques and other financial instruments drawn on such accounts shall require the signature (or equivalent authorization required for electronic financial transfer) of the Abbot/Abbess or any (1) Officer.
- (c) To avoid any perceived or actual conflict of interest, any payments by the Society to the Abbot/Abbess or to members of the Abbot/Abbess' family, or to any Board Officers or their family members, shall be authorized by an individual who is not related to the recipient of the funds.
- 10.2 A Director shall not be remunerated for being or acting as a Board Director or Officer, but shall be reimbursed for any expenses necessarily and reasonably incurred in the fulfillment of her or his duties as a Board Director or Officer.
- 10.3 (a) In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- (b) A debenture must not be issued without the authorization of a special resolution.
- (c) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

Part 11 — Auditor

- 11.1 This Part applies only if the Society is required or has resolved to have an auditor.
- 11.2 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 11.3 At each Annual General Meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 11.6 A Director or Employee of the society must not be its auditor.
- 11.7 The auditor may attend General Meetings.

Part 12 — Notices to Members

- 12.1 A notice may be given to a member personally, or sent by mail or email to the member's Registered Address.
- 12.2 (a) A notice sent by mail is deemed to have been received on the fourth business day following the day on which the notice is posted.
- (b) A notice sent by email is deemed to have been received the same day as transmission if no delivery failure notice is received.
- (c) No minor error or omission in giving notice of any General Meeting shall invalidate any decisions taken at that meeting.
- (d) The Board shall correct, as soon as possible, any errors or omissions in notifications and reports.
- 12.3 (a) Notice of a General Meeting must be given to:
- (i) every member shown on the register of members on the day notice is given;
 - (ii) the Abbot/Abbess and any other employees of the Society; and
 - (iii) the auditor, if Part 11 applies.
- (b) No other person is entitled to receive a notice of a General Meeting.

Part 13 — Bylaws

- 13.1 On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 13.2 (a) These bylaws must not be altered or added to except by special resolution.
- (b) Such amendments to the bylaws shall not be enforced or acted upon until their acceptance by the Registrar of Societies as being in compliance with the Society Act, and notice of the amendments have been duly issued in writing to the members of the Society.