

# **BYLAWS OF**

## **Chicago Buddhist Meditation Group**

### **ARTICLE I. NAME**

The name of this corporation is Chicago Buddhist Meditation Group (“CBMG” or the “Corporation”).

### **ARTICLE II. PURPOSE**

Chicago Buddhist Meditation Group is organized and operated exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purpose of CBMG is to study, discuss and advance Buddhist teachings and meditation practices from diverse Buddhist traditions. We offer this to the general public, in order to cultivate compassion, wisdom, a peaceful mind, and ethical living for the benefit of all individuals and communities.

CBMG shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of CBMG be used other than for the purposes of the Corporation.

### **ARTICLE III. MEMBERSHIP**

Membership of CBMG shall consist of the Board of Directors.

### **ARTICLE IV. BOARD OF DIRECTORS**

#### **Section 1. General Powers.**

The affairs, funds and property of the Corporation are managed by or under the direction of its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Corporation according to the Articles of Incorporation and these Bylaws, and to this end the Board of Directors may exercise all powers of the Corporation. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

#### **Section 2. Composition and Election.**

The Board of Directors has up to 15 but no fewer than 3 members. Directors are elected by a majority of the current Board of Directors members voting where a quorum is present.

#### **Section 3. Terms.**

Director terms are three years in duration. There are no term limits for a member of the Board of Directors. Terms coincide with the fiscal year and begin on the first day of the fiscal year following election. Members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties.

#### **Section 4. Meetings and Voting.**

Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.

- a. Meetings of the Board of Directors are called by the President or by any two Directors. Meetings may be held in-person, over the telephone, over video conference, or via other electronic means.
- b. Written notice of the time and place of all meetings shall be sent by mail, email, fax or SMS text, to each Director no fewer than 3 days prior to the meeting.

- c. A majority of Directors forms a quorum. A majority of votes by the Board of Directors where a quorum is present is required to carry a matter, unless a greater number is required by law or by these Bylaws. Proxy voting by Directors is not permitted.
- d. Each Board of Directors has one vote. No Director shall accumulate votes.
- e. Directors may vote without a meeting by the written consent of a two-third majority of all Board members. Voting in this case can be via electronic or other remote means, and the voting period concludes 24 hours from the call of the motion. A majority of votes by all members of the Board of Directors is required to carry a matter in this case.

#### **Section 5. Removal or Resignation.**

To remove a Director, a majority of votes where a quorum is present of the remaining Board of Directors is required to approve the voting on such removal. Then, the Director may be removed by a majority of the full Board of Directors with the Director proposed to be removed not voting. A Director may resign at any time by providing written notice to the Board of Directors. Any removal of a person as a Director, where such person is also an Officer of the Board, automatically results in that person's removal as an Officer.

#### **Section 6. Compensation.**

Directors do not receive compensation for their services but may be reimbursed for expenses.

### **ARTICLE V. OFFICERS**

The Officers of CBMG shall be President, Vice President, Secretary, Treasurer, and any other Officers as determined by the Board of Directors. Two or more offices may be held by the same individual.

#### **Section 1. Roles and Obligations.**

President: The President shall generally direct the affairs of CBMG and see that all resolutions and orders of the Board are carried out. The President may sign all written contracts and obligations of the organization which have been approved by the Board of Directors. The President shall preside at all meetings of the Board and Executive Committee. With the consent of the Board, the President shall appoint such committees as the Board may authorize and shall be an ex-officio member of all committees.

Vice President: In the absence of the President, the Vice President shall have the powers and shall perform the duties of the President and such other duties as may be prescribed by the Board of Directors.

Secretary: The Secretary or a duly designated representative shall keep a permanent record of the proceedings of CBMG, and of the Board of Directors. The Secretary shall maintain the books and records of CBMG.

Treasurer: The Treasurer or a duly designated representative shall have charge and custody of all funds of CBMG and shall submit financial reports to the Board of Directors at Board meetings and whenever the Board requests them. The Treasurer shall be responsible for the preparation of CBMG's annual budget.

#### **Section 2. Composition and Election.**

Officers must be members of the Board, and are elected by a majority of the Board where a quorum is present.

#### **Section 3. Terms.**

Officers' terms coincide with their terms as Directors. Officers of the Board shall, upon election, immediately enter upon the performance of their duties.

#### **Section 4. Vacancies.**

Vacancies among Officers are filled, by a majority vote of the Board where a quorum is present, for the unexpired portion of the term.

## **Section 5. Removal or Resignation.**

To remove an Officer, a majority of votes where a quorum is present of the remaining Board of Directors is required to approve the voting on such removal. Then, the Officer may be removed by a majority of the full Board of Directors with the Officer proposed to be removed not voting. An Officer may resign at any time by providing written notice to the Board of Directors.

## **ARTICLE VI. COMMITTEES.**

The Board of Directors may establish various committees to carry on the affairs of the Corporation. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The Board President appoints all committee chairs. The composition of each committee and manner of election or appointment of its members, besides the committee chairs, shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given authority of the Board of Directors, but only where permitted by law.

## **ARTICLE VII. AMENDMENT TO THE BYLAWS.**

Any proposed amendment to the Bylaws must be submitted in writing by mail, email, fax, or SMS text to the members of the Board of Directors at least 5 days prior to their adoption, or when a majority of the Board has expressed in writing of their readiness to vote on the amendment, whichever comes first. A vote of two-thirds of the Board members voting, where a quorum is present, is required for passage

## **ARTICLE VIII. CONFLICT OF INTEREST**

The Board of Directors shall adopt a Conflict of Interest Policy and annual disclosure process that applies to all Officers and Directors of the Corporation.

## **ARTICLE IX. INDEMNIFICATION**

### **Section 1. General.**

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of CBMG shall be indemnified by CBMG against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

### **Section 2. Insurance.**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, Officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X. DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI. MISCELLANEOUS**

### **Section 1. Fiscal Year.**

The fiscal year shall be designated by the Board of Directors.

### **Section 2. Notice.**

All notices required by these Bylaws shall be in writing by mail, email, fax, or SMS text. Notice shall be deemed given when actually delivered to the recipient or, if mailed by first class U.S. mail, then on the second day after such notice is deposited in the U.S. mail with the proper postage and address, as noted on CBMG's records.

First Adopted and Approved by the Board of Directors on February 7, 2019