

EMPTY BOWL ZENDO RESOLUTION 122011-1

AMENDMENT TO THE BY-LAWS ARTICLE III, Section 3.02

ESTABLISHING STAGGERED ELECTIONS

In order to reduce the potential for disruption to the efficient functioning of the Board of Directors;

And, in order to more easily and accurately keep historical records of the membership and activities of the Board of Directors;

The Board of Directors of Empty Bowl Zendo, Inc. herein amends the By-Laws of Empty Bowl Zendo, Inc. as follows:

Article III, Section 3.02 currently reads:

“Number and Selection of Directors. There shall be six (6) Directors. The Teacher shall be a Director and shall appoint one Director. The remaining four (4) Directors shall be elected at the annual meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote.”

Article III, Section 3.02 shall now read:

“Number and Selection of Directors. There shall be six (6) Directors. Each Director shall hold a seat numbered for the purposes of elections. The Teacher (Seat #1) shall be a Director and shall appoint one (1) Director (Seat #6). The remaining four (4) Directors (Seats #2, #3, #4, #5) shall be elected at annual meetings on the following schedule:

Seats #2 and #4 shall be elected at the annual meeting of the Board of Directors which takes place on or around December 31st of *even* numbered years. Seat #6 shall be appointed at the same time.

Seats #3 and # 5 shall be elected at the annual meeting of the Board of Directors which takes place on or around December 31st of *odd* numbered years.

Each member of the Board of Directors shall be entitled to one (1) vote.”

We further resolve that for the purposes of effecting and implementing the above stated Amendment to the By Laws of Empty Bowl Zendo, Inc., the Board of Directors’ Seat #2, currently held by Kojin Timothy Wever, and the Board of Directors’ Seat #4, currently held by Samuel Shaw, shall be elected to one (1) year terms at the annual meeting which will take place on or around December 31st, 2011, and that the Board of Directors’ Seat #6, currently held by Laura Magruder Dugan, shall be appointed to a one (1) year term at the annual meeting which will take place on or around December 31st, 2011. Said terms will expire and said seats will come due for election and appointment at the annual meeting which takes place on or around December 31st, 2012.

The Board Votes on Resolution 122011-1 are as follows:

Ray Cicetti	Yes	No
Timothy Wever	Yes	No
Sam Shaw	Yes	No
Ron Boyum	Yes	No
Laura Magruder Dugan	Yes	No
Meera Rao	Yes	No

As Witnessed By: _____

Date: _____