

**BY-LAWS**  
**Empty Bowl Zendo, Inc.**

**ARTICLE I**  
**NAME**

The name of this corporation is "Empty Bowl Zendo." For convenience, this corporation shall be referred to in these Bylaws as "EBZ", or "the corporation."

**ARTICLE II**  
**Offices**

The principal office of the corporation shall be located at 606 Rockaway Terrace, Mountain Lakes, NJ 07046. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

**ARTICLE III**  
**Board Of Directors**

- 3.01 Duties and Powers.** The affairs of the corporation shall be managed by the Board of Directors (the "Board"). All powers of the corporation shall be exercised by or under authority of the Board, in accordance with the provisions of these Bylaws, the Articles of Incorporation and applicable law.
- 3.02 Number and Selection of Directors.** There shall be six (6) Directors. The Teacher shall be a Director and shall appoint one (1) 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. The election of Officers will be held every second year in those years when elections for the board are not held. .
- 3.03 Term.** The Teacher shall be a Director for so long as he or she continues to serve as Teacher. Other Directors shall hold office for a term of two (2) years or until their respective successors have been duly elected and qualified. All vacancies on the Board of Directors shall be filled by a majority of the remaining Directors.
- 3.04 Quorum.** A quorum shall be comprised of not less than one (1/2) of the members of

the Board of Directors.

- 3.05 Regular Meetings.** The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least quarterly at a place and time to be provided by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule. No additional notice of regular meetings shall be required.
- 3.06 Special Meetings: Call and Notice.** Special meetings of the Board of Directors shall be held whenever called by direction of the President or of two or more Directors, upon at least ten days prior notice in writing, given personally, or by mail or email, which notice shall state the time, place and purpose of the meeting.
- 3.07 Annual Meetings.** The Board of Directors shall hold an annual meeting in conformance with the by-laws. Said annual meeting may be held at the time of a regularly scheduled quarterly meeting. At its annual meeting, the Board of Directors shall elect a President, a Secretary and a Treasurer as Executive Officers to manage the affairs of the corporation. The Board of Directors may, from time to time, appoint such other officers as are necessary or proper to carry out the business of Empty Bowl Zendo. No officer need be a Director. Any one person, except as forbidden by law, may be elected too more than one office.
- 3.08 Meetings Held by Consent.** A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.
- 3.09 Committees.** The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

**ARTICLE IV**  
**Teacher and Spiritual Head**

- 4.01**      **Spiritual Leader.** The Teacher shall be the recognized spiritual leader and principal teacher of EBZ and shall determine and direct matters of spiritual practice, liturgy and teaching. The Teacher shall be a member of EBZ and the Teacher for life, unless he or she resigns or is removed in accordance with the provisions of Section 4.05.
- 4.02**      **First Teacher.** Ray Ryuzan Cicetti is, and shall be, the first Teacher of EBZ.
- 4.03**      **Successive Teachers.** The Teacher may appoint a dharma heir to succeed him or her as Teacher. Such appointment must be ratified by a majority of acting directors. If a Teacher fails to select a dharma heir, successive Teachers shall be selected by the Board of Directors from the dharma heirs of other authentic, historical lineages of Zen Buddhism
- 4.04**      **Compensation.** The Teacher's compensation shall be determined by the Board of Directors.
- 4.05**      **Removal.** The Teacher may be removed by affirmative vote of at least four (4) members of the Board of Directors taken at a special meeting called for such purpose.

**ARTICLE V**  
**Officers**

- 5.01**      **Officers.** The officers of the corporation shall be the President, Secretary, Treasurer and such other officers as the Board of Directors may appoint. Except for the offices of President and Secretary, one person may hold more than one office.
- 5.02**      **Election.** The Board of Directors at its annual meeting shall elect the officers to serve a one (1) year term. An officer may be re-elected without limitation on the number of terms he or she may serve.
- 5.03**      **Vacancies.** A vacancy of the office of President, Secretary or Treasurer shall be filled at the first meeting of the Board of Directors after the vacancy is created, and in no event later than three (3) months after the vacancy is created.
- 5.04**      **President.** The President shall be the executive officer of the corporation, shall preside at all meetings of the members, shall have responsibility for the general management of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have such other duties and powers as may be prescribed from time to time by the Board of Directors.

- 5.05 Secretary.** The Secretary shall have overall recordkeeping responsibility, except for financial recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:
- (a) Official recording of the minutes of all proceedings of the Board of Directors and Committees of the Board;
  - (b) Provision of notice, as required by the Bylaws, of all meetings of the Board of Directors;
  - (c) Such other duties as may be prescribed by the Board of Directors.
- 5.06 Treasurer.** The Treasurer shall perform, or cause to be performed, the following duties:
- (a) Receiving and keeping in a safe manner all funds of the corporation and depositing them in such depository institutions as may be designated by the Board of Directors;
  - (b) Keeping complete and accurate accounts of all financial records of the corporation;
  - (c) Paying obligations of the corporation when due and the disbursement of funds of the corporation when proper to do so;
  - (d) Making an annual financial report of the financial condition of the corporation at the annual meetings of the Board of Directors, and such other financial reports as the Board may direct; and
  - (e) Such other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI**

### **Finance**

- 6.01 Banking.** All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.
- 6.02 Fiscal Year.** The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

**ARTICLE VII**  
**Indemnity Of Officers And Directors**

The corporation shall indemnify and hold harmless the officers and Directors from and against any and all claims brought against them for acts or omissions committed by them in their capacities as officers and Directors of the corporation, to the fullest extent allowed under New Jersey law.

**ARTICLE VIII**  
**AMENDMENTS TO THE BY-LAWS**

The Board of Directors may adopt and amend the Bylaws of the corporation from time to time at any meeting properly convened in accordance with these Bylaws.