**BYLAWS OF THE MINDFULNESS COMMUNITY OF PUGET SOUND (MCPS)**

**ARTICLE 1. OFFICES**

The principal office of the corporation, hereafter referred to as “the Sangha”, shall be located at its principal place of business Dharma Gate, 1910 24th Ave. South, Seattle, Washington, 98144, or such other place as the Board of Directors (“the Board”) may designate from time to time.

**ARTICLE 2. PURPOSE AND STRUCTURE**

**2.1** **Purpose**

The Sangha exists to support the process of individual and collective awakening, for the benefit of all beings. Our Sangha is grounded in the practice of Buddhist meditation and mindfulness as exemplified by the teachings of the Venerable Thich Nhat Hanh and other Buddhist teachers. We practice together to cultivate beloved community, an essential element for helping bring about a more just and peaceful world. The Sangha is organized for religious, educational, charitable and cultural purposes.

**2.2 Structure**

**2.2.1 Governance**

The Sangha shall be peer-led and governed by the membership and such bodies and persons as the membership shall empower to act on its behalf. The will of the Sangha shall be carried out by the Board of Directors.

**2.2.2 Manner of Acting**

As a means of cultivating beloved community, the Sangha shall practice consensus decision-making, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**2.2.3 Constituent Groups**

Regularly scheduled meditation and mindfulness practice groups of the Sangha, hereafter referred to as “constituent groups”, shall ground their practice in the teachings and form of practice transmitted by the Venerable Thich Nhat Hanh including (but not limited to) sitting and walking meditation and recitation of the Mindfulness Trainings. Constituent groups shall meet at Dharma Gate or such other place as the Board may designate. Participation in constituent groups shall be considered participation in the Sangha for purposes of membership.

**2.2.4 Teachers, Guest Speakers and Contractors**

Teachers in the tradition of the Sangha’s guiding teacher the Venerable Thich Nhat Hanh will be asked to teach and/or lead Sangha events on a one-time or extended basis. Contractual arrangements with and compensation for teachers, guest speakers and other contractors shall be negotiated and agreed upon in advance of planned events by the Board.

**ARTICLE 3. MEMBERSHIP**

**3.1** **Qualifications for Membership**

 Membership shall be available to those who make a commitment to: maintain an active mindfulness and meditation practice; participate regularly in activities of the Sangha; volunteer service to the Sangha; and provide financial support through dues.

**3.2 Membership Rights**

 **3.2.1 Primary Right**

The primary right, duty and joy of membership is participation in the ongoing activities and development of the Sangha.

 **3.2.2 Right to Address the Board and Sangha**

 Each member has the right to address the Board or Sangha with respect to the subject matter of an issue

**3.3 Change of Membership Status**

 **3.3.1 Withdrawal from Membership**

A member is entitled to withdraw from membership by giving notice of resignation to the Membership Coordinator or the Board, which shall be effective immediately.

**3.3.2 Lapse of Membership**

Any member in default of dues for more than ninety days will be reminded by the Treasurer of their financial commitment. If, after notification, the discrepancy is not resolved within an additional 90 days, the membership of that individual shall be considered lapsed. The Board may authorize exceptions in cases of hardship.

**3.3.3 Termination of Membership**

Membership may be terminated by unanimous decision of the Board of Directors.

**3.4 Annual General Meeting**

The annual general meeting of the membership shall be held on the second Monday of February of each year at 6:30 p.m. at Dharma Gate in order to elect Board members, review finances and the budget, transact such other business as may properly come before the meeting and celebrate the life and vision of the Sangha. At the annual general meeting decisions, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board, shall be made by consensus of the members present. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

**3.5 Special Meetings of the Membership**

The President, the Board, or not less than one-third of the members, may call special meetings of the members.

**3.6 Place of Meetings**

All meetings of members shall be held at Dharma Gate or at such other place designated by the President, the Board, or by the members entitled to call a meeting of members.

**3.7 Notice of Meetings**

The President, the Secretary or the Board shall cause to be delivered to each member either personally, by mail or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notices by electronic transmission shall be delivered in accordance with Section 3.12of these Bylaws.

**3.8 Quorum**

 One-third of the members of the Sangha, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

**3.9 Manner of Acting**

At special meetings, decisions, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, applicable Washington law or any resolution of the Board, shall be made by consensus of the members present.

**3.10 Proxies**

 A member may vote by proxy executed in writing. Such proxy shall be filed with the Secretary of the Sangha before or at the time of the meeting and may be filed by electronic transmission. A proxy shall become invalid six months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

**3.11 Action by Members Without a Meeting**

 Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. These written consents may be transmitted electronically (see 3.12). Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

**3.12 Electronic Transmission**

 The Sangha may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has provided an electronic mail address and thereby consented to receive such electronically transmitted communications. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address designated by the recipient for that purpose, or (b) has been posted on the Sangha’s website.

**ARTICLE 4. BOARD OF DIRECTORS**

**4.1 General Powers**

 The affairs of the Sangha shall be managed by a Board of Directors, hereafter referred to as “the Board”.

**4.2 Number**

 The Board shall consist of not less than 5 nor more than 10 Board Members, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

**4.3 Qualifications**

 Board Members shall be members of the Sangha and, at the time of their election or appointment, shall meet all qualifications for membership. Directors may have such other qualifications as the membership may prescribe by amendment to these Bylaws.

**4.4 Election of Board Members**

Board Members shall be elected each year at the annual general meeting of members. The election of Board Members may be conducted by mail in such manner as the Board of Directors shall determine.

**4.5 Term of Office**

 Unless a Director dies, resigns or is removed, she or he shall hold office for two years or until her or his successor is elected, whichever is later. To provide continuity, terms of office shall be staggered.

**4.6 Board Transition**

The combined old and new Boards shall meet within two months of the membership’s annual general meeting for the purposes of orienting new officers, transitioning portfolios and other such business as may properly come before the meeting.

**4.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall meet not less than every three months. Members may request time on the agenda not less than two weeks in advance of a scheduled meeting by contacting the Board President or Secretary. Board meetings are open to the membership unless the Board designates a meeting as closed.

**4.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee.

**4.9 Meetings by Telephone**

 Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**4.10 Place of Meetings**

 All meetings shall be held at Dharma Gate or at such other place designated by the Board or any persons entitled to call a meeting.

**4.11 Notice of Special Meetings**

 Notice of special Board or committee meetings shall be given to the Board President or Secretary not less than two weeks before the meeting. Notices may be delivered in person, by telephone or by electronic transmission. Notices by electronic transmission shall be delivered in accordance with Section 3.12 of these Bylaws.

**4.12 Quorum**

 Two-thirds of the number of Board Members in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**4.13 Manner of Acting**

At meetings of the Board, decisions, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, applicable Washington law or any resolution of the Board, shall be made by consensus of the members present.

**4.14 Presumption of Assent**

 A Board member present at a Board meeting at which action on any Sangha matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Board Member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Sangha within 48 hours of the adjournment of the meeting. Such right to dissent or abstain shall be inserted in the minute book as if it were the minutes of a Board meeting.

**4.15 Action by Board Without a Meeting**

 Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. These written consents may be transmitted electronically (see 3.12). Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**4.16 Resignation**

 Any Board Member may resign at any time by delivering notice to the President or the Board or any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**4.17 Removal**

 At a meeting of members called expressly for that purpose, one or more Board members (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members at a meeting of members at which a quorum is present.

**4.18 Vacancies**

 A vacancy in the position of Board Member may be filled by the remaining Board Members though less than a quorum of the Board. A Board Member who fills a vacancy shall serve for the unexpired term of her or his predecessor in office or for a new term established by the Board.

**4.19 Board Committees**

 **4.19.1 Standing or Temporary Committees**

 The Board, by resolution, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Board Members. Such committees shall have and exercise the authority of the Board in the management of the Sangha, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Board Member; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; ( e ) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Board Member of any responsibility imposed upon it, her or him by law.

 **4.19.2 Quorum**

 A majority of the number of Board Members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

 **4.19.3 Manner of Acting**

 At Board committee meetings, decisions, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board, shall be made by consensus of the members present.

**4.19.4 Resignation**

 Any member of any committee may resign at any time by giving notice thereof to the President or the chairperson of such committee, or by giving notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

 **4.19.5 Removal of Committee Member**

 The Board, by resolution, may remove from office any member of any committee elected or appointed by it.

**4.20 Compensation**

 Board Members shall receive no compensation for their service as Board Members but may receive reimbursement for expenditures incurred on behalf of the corporation.

**4.21 Electronic Transmission**

 The Sangha may deliver to a Board Member notices, demands, consents or waivers by electronic transmission, if such Board Member has provided an e-mail address and thereby consented to receive such electronically transmitted communications. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address designated by the recipient for that purpose.

**ARTICLE 5. OFFICERS OF THE BOARD**

**5.1 Officers and Election**

 The officers of the Board shall be a President, a Vice President, a Secretary, a Treasurer, a Liaison with the Practice Committee, a Facilities Coordinator, a Communications Coordinator and a Membership Coordinator each of whom shall be elected to the Board by the membership at the annual general meeting. (See 3.4) Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two offices may be held by the same person, except the offices of President and Secretary. Assistant officers may be appointed by the Board, such assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

**5.2 Representatives of Constituent Groups**

 Each constituent group (see 2.2.3) shall select one representative and an alternate to act as liaisons with the Board. These representatives shall be MCPS members elected during the constituent group’s first meeting after the Sangha’s annual general meeting. They shall hold office for one year or until their successor is elected, whichever is later.

**5.3 President**

 The President shall be chief executive officer of the Sangha, and, subject to the Board’s control, shall supervise and control all of the assets, business and affairs of the Sangha. The President shall facilitate meetings of the membership and the Board. Prior to the annual general meeting the president shall lead the process to identify nominees for vacant Board positions from the list of members. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Present shall perform all duties incident to the office of President and such other duties as are assigned to her or him by the Board from time to time.

**5.4 Vice President**

 The Vice President shall liaise with representatives of all constituent groups on operational issues on no less than a quarterly basis and organize the annual joint meeting of the boards of the Mindfulness Community of Puget Sound and the Three Treasures Sangha which share ownership of Dharma Gate. The Vice President shall be the Sangha’s primary action officer for policies related to child safety and sexual harassment. In the event of the death of the President or her or his inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice President shall perform such other duties as from time to time may be assigned to her/him by the President or the Board.

**5.5 Liaison for Meditation and Mindfulness Practice**

The Liaison for Meditation and Mindfulness Practice shall be the bridge between the Board and those organizing and leading the Sangha’s Buddhist meditation and mindfulness practice opportunities. The Liaison for Meditation and Mindfulness Practice shall be a member of both the Board and the Practice Committee and shall facilitate communication between the two bodies. She or he shall represent the Board on committees formed to coordinate the Sangha’s days of mindfulness, retreats and related events ensuring close coordination with the Treasurer and other Board members as necessary. The Liaison for Meditation and Mindfulness Practice shall organize an annual fall planning meeting to create a calendar for practice events for the following year and shall liaise with representatives of all constituent groups on meditation and mindfulness practice-related issues on no less than a quarterly basis.

**5.6 Secretary**

 The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Sangha, unless other arrangements are designated by Board resolution; (d) keep records of the mailing address, electronic mail address, and telephone number of each Board member and each committee chair; ( e ) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her or him by the President or the Board.

**5.7 Treasurer**

 The Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Sangha; receive and give receipts for moneys due and payable to the Sangha from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; supervise bookkeeping, accounting services, disbursements and the collection of dues, fees and other contributions (dana); prepare the annual budget for Board approval; file all required tax and other governmental forms including the annual paperwork to maintain non-profit status; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the President or the Board.

**5.8 Facilities Coordinator – MCPS Representative on Dharma Gate Facilities Committee**

The Facilities Coordinator shall supervise and facilitate the Sangha’s participation in the administration and upkeep of Dharma Gate, its library, grounds and physical plant. The Facilities Coordinator shall keep the Treasurer and the Board apprised of budget and planning issues related to the facility’s upkeep and shall be the Sangha’s lead representative on the Dharma Gate Facilities Committee which is a joint committee of Mindfulness Community of Puget Sound and the Three Treasures Sangha which share ownership of the premises.

**5.9 Communications Coordinator**

The Communications Coordinator shall be responsible for maintaining the Sangha’s website and e-mail communication with the membership. She or he shall coordinate with the Board, practice and event coordinators, and constituent groups to ensure consistent, accurate and timely communications.

**5.10 Membership Coordinator**

The Membership Coordinator shall be responsible for encouraging membership across all constituent groups of the Sangha and shall advertise the benefits and responsibilities of membership. She or he shall create, update and distribute membership application forms and work closely with the Treasurer on member dues issues. The Membership Coordinator shall: be a point of contact for members with concerns; encourage member recognition; and facilitate member participation in Sangha service. The Membership Coordinator shall keep records of the mailing address, electronic mail address, and telephone number of each member and notify the Communications Coordinator of changes.

**ARTICLE 6. ADMINISTRATIVE PROVISIONS**

**6.1 Books and Records**

 The Sangha shall keep at Dharma Gate or such other place as the Board may designate copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name, address and e-mail address of each member, and of the name, address and e-mail address of each officer; and such other records as may be necessary or advisable. All books and records of the Sangha shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

**6.2 Accounting Year**

 The accounting year of the corporation shall be the twelve months ending in December.

**6.3 Rules of Procedure**

 The rules of procedure at meetings of the Board and committees of the Board shall be based on consensus decision-making principles and processes, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**ARTICLE 7. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present, which is duly called for that purpose, unless a greater proportion is required by applicable Washington law or the Articles of Incorporation.

The foregoing Bylaws were adopted by the membership and Board of Directors

on February 8, 2016.