

BYLAWS OF FIVE MOUNTAIN ZEN ORDER

A Nevada Non-profit Religious Corporation

As amended, July 05, 2012

ARTICLE I

General

SECTION 1.1 - NAME

The name of the Order will be: FIVE MOUNTAIN ZEN ORDER (hereinafter “the Order”).

SECTION 1.2 - PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (“principal executive office”) is located in the State of Nevada, County of Clark.

SECTION 1.3 - CHANGE OF ADDRESS

The directors may change the principal office from one location to another. The secretary on these bylaws opposite this section shall note any change of this location, or this section may be amended to state the new location.

SECTION 1.4 - OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

- a. The Head Zen Center is:
 - Mojave Desert Zen Center
901 El Camino Way,
Boulder City, NV, 89005

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SECTION 1.5 - PURPOSES

The Order is formed for the purpose of establishing and maintaining public worship and teachings in accordance with the principles and doctrines of the Zen Buddhist Faith through a lineage of Masters, culminating in the teaching of Ven. Dr. Wonji Dharma, the 80th Ancestor of Korean Jōgye Soen Buddhism, and thereafter through the teachings of Zen Masters appointed by him. This lineage of American Zen practice was brought to the west by Zen Master Seung Sahn, the 78th Ancestor of Korean Jōgye Soen Buddhism and established within the Kwan Um School of Zen as an American, and later an international, organization of Korean based Zen Buddhism. In keeping with the tradition of Zen transmission from teacher to student, this current organization is established to perpetuate the unbroken transmission from Śakyamuni Buddha to Ven. Dr. Wonji Dharma, our current Ancestor of Zen, into the West. These teachings are carried on through training of the Order's members to save all beings from suffering, through developing charity, love, compassion and awareness. To these ends, The Order shall have the power (subject to other provisions of these By-laws):

- (i) to purchase, receive, take by grant, gift devise, bequest or otherwise, lease or otherwise acquire, own, hold improve, employ, use and otherwise deal in and with real or personal property, or any interest therein wherever situated;
- (ii) to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;
- (iii) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities;
- (iv) to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or an of its property or any interest therein, wherever situated;
- (v) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (vi) to do business, carry on its operations, and have offices and exercise the powers granted by the State of Nevada in any jurisdiction within or without the United States;
- (vii) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;
- (viii) to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of the directors, officers and employees, and for any

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or all of the directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it;

(ix) to be an incorporator of other corporations of any type or kind;

(x) to hold real and personal estate to an unlimited amount, which estate or its income shall be devoted to the purposes set forth herein or in any amendment hereof, and to receive and hold, in trust or otherwise, funds received by gift or bequest to be devoted by it to such purposes;

(xi) and to engage in any and all activities appurtenant thereto or in advancement thereof; provided that no such activity shall be carried on in a manner inconsistent with the provisions of the Articles of Organization, the By-Laws of The Order.

SECTION 1.6 THE FOUR GREAT VOWS

1. Sentient beings are numberless; we vow to save them all.
2. Delusions are endless; we vow to cut through them all.
3. The teachings are infinite; we vow to learn them all.
4. The Buddha Way is inconceivable; we vow to realize it.

SECTION 1.7 - USE OF THE FOUR GREAT VOWS

Neither the Four Great Vows nor any other statement or affirmation shall constitute a creed or be required as a qualification for membership in the Order.

SECTION 1.8 - FISCAL YEAR

The fiscal year of the Order shall begin on the first day of January and shall end on the thirty-first day of December in each year.

SECTION 1.9 - GENDER

Whenever used herein, pronouns in the masculine gender shall include the feminine gender as well.

ARTICLE II

Members

SECTION 2.1 - MEMBERSHIP

The membership of the Order shall consist of those persons:

- (a) Who, on the effective date of the adoption of the revised By-Laws on **September 21, 2019** are currently up to date on their membership dues and fees due to the Order; and
- (b) Who in the future shall pay the dues and fees prescribed for their class of membership;

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- (c) The names and addresses of members of the Order shall be recorded in a list to be kept by the Order as the Official Membership List.

SECTION 2.2 - RIGHTS OF MEMBERS

- (a) A member shall have those rights as determined from time to time by the Board of Trustees.

SECTION 2.3 - DURATION AND TERMINATION OF MEMBERSHIP

Membership shall terminate:

- (a) Upon a member's death; or
- (b) Upon the delivery to the Treasurer/Clerk of a written resignation from membership in the Order; or
- (c) Upon failure to maintain dues and fees on a current status; or
- (d) For cause deemed by the Rector and Guiding Teacher.

ARTICLE III

Nonpartisan Activities

SECTION 3.1 - NONPARTISAN ACTIVITIES

This corporation has been formed under the Nevada Nonprofit Religious Corporation Law for the religious purposes described herein above at Article I, Section 1.2; and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes described below.

ARTICLE IV

Meetings of the Board of Trustees

SECTION 4.1 - ANNUAL MEETING

The annual meeting of the Board of Trustees shall be held in the City of Las Vegas, County of Clark, State of Nevada on the first Sunday of December of each year, at the hour and place specified in the notice of the meeting, for purposes of electing the Board of Trustees and officers (subject to the provisions and duties of the Nominating Committee contained in Section 7.4 and elsewhere), and transacting such other business as may be properly brought before such meeting.

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If the annual meeting for any year is not held on said date, a special meeting may be held in lieu thereof.

SECTION 4.2 - REGULAR MEETINGS

Regular meetings of the Board of Trustees may be held, without notice, other than the distribution of a scheduled meeting, at such times and places as the Board of Trustees may determine.

SECTION 4.3 - SPECIAL MEETINGS

Special meetings may be called by the Board of Trustees at their discretion, or by the Guiding Teacher, or by the Rector, and shall be called by the Clerk/Secretary, or in the case of the death, absence, inability or refusal of the Clerk/Secretary, by any other officer, upon written application of three or more trustees entitled to vote thereat.

SECTION 4.4 - NOTICE OF MEETINGS

Notice of all meetings of the Board of Trustees shall be given at least seven days before the date of such meeting, by mailing, postage prepaid, addressed to each member of the Board of Trustees at the last known address of such Trustee, a written or printed copy of the call for the meeting and stating the place, day, hour and purposes of such meeting. No notice of any adjourned meeting shall be required.

SECTION 4.5 - REPRESENTATION AND QUORUM

At no meeting of the Order shall a Trustee vote by proxy. At any meeting of the Trustees, a majority of Trustees then in office shall constitute a quorum; provided, however, that any meeting of the Board of Trustees, whether or not a quorum be present, may be adjourned from time to time for periods not exceeding thirty (30) days each, and at any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 4.6 - CONDUCT OF MEETINGS

Wherever they do not conflict with these By-Laws, the currently revised Robert's Rules of Order shall govern all meetings of the Order.

SECTION 4.7 - VOTING

At any meeting of the Board of Trustees at which a quorum is present each member of the Board shall have one vote and a majority of those present shall decide any matter except as otherwise provided by law, the Articles of Organization or these By-Laws. In case of a tied vote, the Guiding Teacher, if present in person or by a written vote, or the Rector, if the Guiding Teacher is not present, can choose to decide the issue as if casting an additional vote. There shall be no voting by proxy although written support or opposition by an absent member to a specific vote shall be valid.

SECTION 4.8 - AGENDA

The usual order of business at meetings of the Board of Trustees, unless otherwise changed by the President shall be:

- (a) Call to Order

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- (b) Recitation of the Four Great Vows
- (c) Establish a Quorum
- (d) Reading and approval of minutes of previous meeting
- (e) Reports of officers
- (f) Report of Guiding Teacher
- (g) Reports of Committees
- (h) Unfinished Business
- (i) New Business
- (j) Adjournment

SECTION 4.9 - PRESIDING OFFICER

The Guiding Teacher, or in his or her absence, the Rector, shall preside at all meetings of the Board.

SECTION 4.10 - ACTION WITHOUT MEETING

Any action, which may be taken at any meeting of the Board of Trustees, may be taken without a meeting if the majority of the Trustees consent to the action in writing and the written consents are filled with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting. Provided that all members consent as provided herein, actions without meetings may be taken at meetings at which there is not a quorum present.

ARTICLE V

Elected Officials

SECTION 5.1 - OFFICERS

The Officers of the Order shall be the Guiding Teacher (President), the Rector (Treasurer), and the Abbot (Clerk). They shall have the duties and responsibilities provided by law and established by these By-Laws. They shall all be members ex officio of the board of Trustees with the right to vote. The Guiding Teacher and Rector shall respectively have the powers and duties of the President and Vice President of a corporation and such other duties as are established in these By-Laws.

SECTION 5.2 - ELECTIONS AND TERMS OF OFFICE

- (a) The authorized number of directors shall be three. Directors need not be residents of the State of Nevada.
- (b) The directors elected at the member's meeting of **“to be held on approval of nonprofit status”** shall hold office for three years, subject to the provisions of Section 4. If a

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vacancy appears, the directors shall elect a successor by vote of two thirds of the total number of directors

SECTION 5.3 - DUTIES OF OFFICERS

- (a) The Guiding Teacher of the Order shall be the President of the Committee of Managing Directors, if any. The Rector is the chief executive of the Zen Center and, as such, is responsible for implementing teaching and secular administrative policies as well as for the smooth functioning of Zen Center life. The Abbot provides vision and sets accompanying long range goals for the organization.
- (i) The Abbot hires and reviews all the support staff, with the exception of the Head Dharma Teacher who is chosen by the Guiding Teacher.
 - (ii) The Abbot maintains a broad and informed view of all aspects of the Order including teaching, finances, membership and the Order's physical structures.
 - (iii) The Abbot should act to help preserve both the short and long-term financial viability of the Order.
 - (iv) The Abbot is the spokesperson for the Order.
 - (v) The Abbot shall have all authority reasonably necessary to carry out the duties enumerated herein.
- (b) The Guiding Teacher shall perform the duties of the Abbot in the latter's absence or inability.
- (c) The Guiding Teacher conveys the spirit of the teaching into the Zen Center and is responsible for formulating teaching, overseeing the creation of programs related to Zen practice, and is responsible for the practice's atmosphere. The Guiding Teacher is the spiritual teaching head of the Zen Center and his or her affirmative vote shall be required to adopt and implement decisions by the Zen.
- (i) The Abbot sets the teaching schedule of the Zen Center subject to the Guiding Teacher's approval.
 - (ii) The Guiding Teacher shall lead a substantial percentage of the retreats and shall select the Head Dharma Teacher.
 - (iii) The Guiding Teacher shall meet formally with members in interviews; meets informally on matters related to practice whenever possible.
- (d) The Treasurer/Clerk shall keep the records of meetings of the Board. If required by law, the Treasurer/Clerk upon his election and acceptance of the office shall also be sworn to the faithful and impartial performance of his duties. The Treasurer/Clerk shall also be responsible for providing the records of meetings of the Committee of Managing Directors.

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- (e) The Treasurer/Clerk shall be subject to the direction and control of the Board of Trustees and its Board of Managing Directors. If required by the Trustees, he or she shall, at the expense of the Order, give bond with surety in kind and amount satisfactory to the Board of Trustees.

It shall be the duty of the Treasurer/Clerk:

- (i) To collect and hold in custody all property of the Order.
- (ii) To consult with the Board of Trustees and Managing Directors and upon their advice to provide insurance of suitable kinds and in appropriate amounts upon the properties of the Order.
- (iii) To pay such bills as may be approved by the Board of Trustees or by any other committee having authority, and to render a statement showing in detail the assets and liabilities of the Order and its income and expenses for each fiscal year, a copy of which shall be mailed to each member of the Order with the copy of the notice for the annual meeting.
- (iv) To furnish to the Board of Trustees and to the Managing Directors such financial statements or other pertinent information as they may from time to time request to aid them in the proper performance of their duties, and the Treasurer/Clerk may borrow money in the name and behalf of the Order, but only upon authorization of the Board of Trustees or its Committee of Managing Directors granted specifically with respect to each such transaction.

ARTICLE VI

Board of Trustees

SECTION 6.1 - POWERS

Subject to the provisions of the Nevada Nonprofit Corporation Law and any limitations in the article of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all powers shall be exercised, by or under the direction of the board of directors. Except as otherwise provided by law, or the Articles of organization, all the affairs of the Order shall be managed by a Board of Trustees which may, subject to these By-Laws, exercise any of the powers of the Order.

- (a) It shall have general charge of the conduct of all business affairs of the Order and the control of its administration, and shall perform all duties not belonging to the Guiding Teacher or specifically assigned by its vote or these By-Laws to other persons or committees. It shall submit an annual report on the affairs and needs of the Order at its annual meeting, and fill vacancies until its next annual meeting of the Order, and may in its discretion, leave unfilled until the next

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annual meeting any offices and committee memberships other than those of Guiding Teacher, Rector, and Abbot. The Board of Trustees may establish additional special committees and appoint the members thereof. It may appoint delegates to conferences, conventions or other meetings having to do with religious matters, such delegates in no instance to have the power to bind the Order financially or otherwise.

- (b) The Board of Trustees, acting through the Guiding Teacher shall have the sole authority to make pronouncements on behalf of the Order. If pronouncements are made by members of the Order or committees thereof, which might be attributed to the Order, those making such a pronouncement shall as part of the pronouncement appropriately disclaim any intent or authority to involve the Order.

SECTION 6.2 - NUMBER, ELECTION AND TERM OF OFFICE

The Board of Trustees shall consist of the Officers of the Order, and such other persons, as the board shall elect at its annual meeting including at least one non-resident of the Order. If there is no such person suitably available, such position may remain vacant until the Nominating Committee proposes such a candidate and is elected at the next Board of Trustees meeting to complete a term of office.

Board of Trustee members along with the officers of the Order shall be elected at an annual meeting of the Board of Trustees.

SECTION 6.3 - RESIGNATIONS

Any member of the Board of Trustees may resign by giving written notice to the Guiding Teacher or Rector. Such resignation shall take effect at the time or upon the receipt thereof. Unless otherwise specified in the resignation, its acceptance shall not be necessary to make it effective.

SECTION 6.4 - REMOVAL

A member of the Board of Trustees may be removed from office by vote of two-thirds majority of the members of the Board of Trustees then in office for cause deemed sufficient by those voting for removal. Failure to attend three consecutive meetings of the Board of Trustees may be deemed cause for removal. A member may be removed only after reasonable notice and opportunity to be heard by the Board of Trustees.

SECTION 6.5 – VACANCIES

Other events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:

- (a) the death, resignation, or removal of any director,
- (b) the declaration, by resolution of the board of directors, of a vacancy of the office of a director who has been declared of unsound mind by an order of the court or convicted

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of a felony or has been found by final order or judgment of any court to have reached a duty under section 9240 and following the Nevada Nonprofit Corporation Law.

(c) the increase of the authorized number of directors.

ARTICLE VII

Budgeting, Center Employees and Non-members on Committees

SECTION 7.1 - APPOINTMENT OF CENTER EMPLOYEES; SALARIES

After consultation with the Guiding Teacher, the Board of Trustees shall adopt an annual budget. The Guiding Teacher shall appoint and discharge employees and fix their salaries.

SECTION 7.2 - NON-MEMBERS AND EMPLOYEES ON COMMITTEES

The Board of Trustees may appoint persons who are not members of the Order to membership on any Center committee unless the Bylaws otherwise provide, whether or not such person is an employee of the Order or of any committee thereof.

SECTION 7.3 - REMOVAL

A committee chairman or committee may be removed from office for cause deemed by the Board of Trustees to be sufficient.

ARTICLE VIII

Personal Liability

SECTION 10.1 – PERSONAL LIABILITY

The members, trustees, officers and other agents of the Order shall not be personally liable for any debt, liability or obligation of the Order. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Order, may look only to the funds and property of the Order or the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Order.

ARTICLE IX

Indemnification of Directors, Officers, Employees and Other Agents

SECTION 11.1 - RIGHT TO INDEMNIFICATION

the Order shall indemnify and reimburse out of the Order's funds any person (or the personal representative of any person) who at any time serves or shall have served as a trustee, officer, employee or other agent of the Order, or who serves or shall have served at its request as a trustee,

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officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service to the fullest extent permitted under applicable law except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Order. In effecting such indemnity and reimbursement, the members of the Order may enter into such agreements and direct the officers of the Order to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

SECTION 11.2 - INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF ACTION

Indemnification to the persons specified in Section 11.1 may include payment by the Order of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this by-law.

SECTION 11.3 - INSURANCE

the Order shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or other agent of the corporation, or is or was serving at the request of the Order as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Order would have the power to indemnify him or her against such liability.

ARTICLE X

Amendments

SECTION 12.1 - GENERAL

Subject to 12.2 below, these By-Laws may be amended, added to or repealed, in whole or in part, at any duly called annual regular or special meeting of the Board of Trustees of the Order, provided that the call of the meeting shall contain notice of the purpose to amend and shall specify or identify the By-Law or By-Laws to be amended and state in general terms the scope and purpose of each proposed amendment.

ARTICLE XI

Restrictions on Powers

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SECTION 13.1 - EXEMPT PURPOSES

The corporation, as a religious and charitable institution shall be operated exclusively for one or more of the exempt purposes as set in these by-laws and as set forth in Section 501c (3) of the Internal Revenue Code of 1954, as now in force or as hereafter amended (hereinafter, “the Code”), and in furtherance thereof:

- (a) the Trustees shall refrain from exercising any powers in such manner as to disqualify the Trust from federal income tax exemption under Section 501c (3) of the Code;
- (b) no part of the net earnings of the Corporation shall inure or be payable to or for the benefit of any private individual (including, without limitation, any member, Trustee, or officer of the Corporation);
- (c) no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;
- (d) the Corporation shall not, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (e) the Corporation shall not have objectives or engage in activities which characterize it as an “action” organization as defined in Treasury Regulation Sections 1.501c (3)-1c (3), as presently promulgated or as hereafter amended;
- (f) on the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under section 501 (c) (3) of the Internal Revenue Code.
- (g) all contributions and gifts made by a corporation to this Corporation and all contributions and gifts, from whatever source, and the net earnings thereof shall be used solely for the purpose for which this Corporation is created.

A True Copy

Attest _Ven. Myohye Do’an_____September 21, 2019_____

Clerk