

BYLAWS OF
MOUNTAIN STREAM MEDITATION CENTER
A CALIFORNIA RELIGIOUS CORPORATION

ARTICLE I. OFFICES

SECTION 1. Principal Office. The principal office of the corporation is located at 710 Zion Street, Nevada City, California.

SECTION 2. Change Of Address. The Board may change the principal office from one location to another by noting the changed address and effective date and such changes of address shall not be deemed an amendment of these bylaws.

SECTION 3. Other Offices. The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board may, from time to time, designate.

SECTION 4. Incorporation. The corporation was incorporated on May 17, 1995, under the Nonprofit Religious Corporation Law of the State of California.

ARTICLE II. PURPOSES

SECTION 1. Objectives And Purposes. The primary objectives and purposes of this corporation shall be to promote the instruction and practice of Vipassana (insight meditation) according to the tradition of Theravada Buddhism and to establish facilities which allow and encourage peaceful community living, communion with nature, and a lifestyle in accordance with the tenets and principles of Theravada Buddhism.

ARTICLE III. DIRECTORS

SECTION 1. Number. The corporation shall have a minimum of three (3) and a maximum of eleven (11) Directors and collectively they shall be known as the Board of Directors (Board). The minimum and maximum numbers may be changed by amendment of this Bylaw. If the maximum or minimum number is to be changed the Board may, at its discretion, increase or decrease the number of Board seats during the year.

SECTION 2. Guiding Teacher's Seat. One Board seat of those authorized shall be designated by these Bylaws to be automatically held by the person who is appointed Guiding Teacher pursuant to Article V of these Bylaws.

SECTION 3. Powers. Subject to the provisions of the California Nonprofit Religious Corporation law and any limitations in the Articles of Incorporation and Bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. This corporation is a non-membership corporation.

SECTION 4. Duties. It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws; and
- e. Register their addresses with the Secretary of the corporation. Notices of meetings mailed, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

SECTION 5. Terms Of Office. Each director shall hold office for a period of one year, at which time the board reviews and recommits to the agreement to be a board member. The Guiding Teacher's Seat shall not be subject to term limits, if the Guiding Teacher is on the board. The Guiding Teacher shall hold the Guiding Teacher's Seat until resignation or removal from the board or as Guiding Teacher.

SECTION 6. Compensation. Directors shall serve without compensation.

SECTION 7. Place Of Meetings. Meetings shall be held at the principal office of the corporation or at another designated meeting place. For purposes of this section, email transmission constitutes consent in writing. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. Regular And Annual Meetings. Regular monthly meetings of the Board shall be held at such times as designated by the Board. The annual meeting of the Board will be held at the October board meeting. At the annual meeting, Directors shall be elected by the current members of the Board to fill any vacancies for directors. Each director will be allowed to cast one vote for each vacant position. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. The Guiding Teacher's Seat shall be deemed to be filled at the appointment of the Guiding Teacher pursuant to Article V and to be vacant upon the removal or resignation of the Guiding Teacher.

SECTION 9. Special Meetings. Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any two Directors and such meetings shall be held at the principal office of the corporation. Special Meetings are subject to the rules of meetings set forth in these Bylaws.

SECTION 10. Notice Of Meetings. Regular Meetings of the Board may be held without notice to the Board if the time and place of the meetings are fixed by the Bylaws or the Board at a meeting in which proper notice was given. Special Meetings of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice to each board member delivered personally or by telecommunication. If sent by mail or telecommunication, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery by telecommunication. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation.

SECTION 11. Contents Of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. Quorum For Meetings. A quorum shall consist of a simple majority of the total number of Directors. Except as otherwise provided in these Bylaws, in the Articles of

Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair of the meeting shall entertain at such meeting is a motion to adjourn.

SECTION 13. Voting Requirements for Board Actions. Every act or decision done or made by a majority of the number of Directors holding office at a duly held meeting at which a quorum is present is considered the act of the Board, unless that act be in violation of the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Religious Corporation Law. If, in good faith, it's determined that a conflict of interest exists for a board member, then the vote of the conflicted Board Member shall not count in any vote regarding the conflict.

The following actions require a 2/3-majority vote of the Board holding office:

- a. Appointment or Removal of an Officer;
- b. Spending funds in excess of \$20,000 or such an amount as a reasonable person in good faith determines would have a material effect on the finances of the corporation;
- c. Changing Bylaws; and
- d. Merging with another entity.

SECTION 14. Conduct Of Meetings. Meetings of the Board shall be presided over by the President of the Corporation, or in his or her absence the Vice President or, in the absence of each of these persons, by a Board Member chosen by a majority of the Directors present at the meeting. No official meeting may be held with fewer than a simple majority in attendance. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

SECTION 15. Action By Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Consent by e-mail shall be considered written consent for purposes of this section.

SECTION 16. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, (2) whenever the number of authorized directors is increased, and/or (3) at the end of the term of any Board Member.

Vacancies on the board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article of these bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 17. Non-Liability Of Directors. The Directors, individually or as a group, shall not be personally liable for the debts, liabilities, or any other obligations of the corporation.

SECTION 18. Indemnification By Corporation Of Directors, Officers, Employees And Other Agents. To the extent that a person who is, or was, a Board Member, officer, employee, committee member or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or

has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such a person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 9246 of the California Nonprofit Religious Corporation Law.

SECTION 19. Insurance For Corporate Agents. The Board adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Board Member, officer, employee, committee member or other agent of the corporation) against any liability, other than for violating provisions of law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

ARTICLE IV. OFFICERS

SECTION 1. Number Of Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have a Vice President. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 2. Qualification, Election And Term Of Office. Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. Removal And Resignation. Any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board with a 2/3-majority vote of the Directors holding office. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by presidential appointment until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 5. Duties Of President. The President shall act as the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, he or she shall preside

at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. The Board President also sets the agenda for the monthly and annual meetings with the input of other board members, staff, and community members.

SECTION 6. Duties Of Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have all other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

SECTION 7. Duties Of Secretary. The Secretary shall:

- a. Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees and of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation.
- e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. Duties Of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- f. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- h. Prepare and present a complete financial statement at the annual meeting and at least every three months.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. Compensation. Officers of the Corporation shall receive no compensation.

ARTICLE V. THE GUIDING TEACHER

SECTION 1. Appointment Of The Guiding Teacher. The Guiding Teacher shall be appointed by a 2/3 majority vote of the Directors holding office.

Upon a vacancy in the seat of Guiding Teacher, Mountain Stream's Teachers Committee will assume the role of Guiding Teacher until a new Guiding Teacher is selected. In selecting a new Guiding Teacher, the Board shall seek the guidance and recommendation of the Spirit Rock Teachers Council and the Insight Meditation Society Guiding Teachers. However, such guidance and recommendation are not binding, and the Board may appoint any Guiding Teacher of its choosing provided that he or she is trained in the Theravadan tradition.

SECTION 2. The Guiding Teacher's Role. The Guiding Teacher's role is to teach, counsel, assist and support the spiritual practices of the community according to the stated purpose as set forth in Article II, Section 1. The Guiding Teacher shall not be expected to administer the operational activities of the corporation.

SECTION 3. Rights Of The Guiding Teacher. The Guiding Teacher has the right but not the obligation to be a member of all Committees and a member of the Board pursuant to Article III, Section 2 of these Bylaws. The Guiding Teacher may vote on all matters except matters regarding the Guiding Teacher's appointment or removal and matters where there is a conflict of interest.

SECTION 4. Removal Of Guiding Teacher. The Guiding Teacher may be dismissed as Guiding Teacher upon a 2/3-majority vote of the Directors holding office.

ARTICLE VI. COMMITTEES

SECTION 1. Executive Committee. The Board of Directors may, by a majority vote of its members, designate two or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee to advise the Board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority of all of the members of the Board of Directors.
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board which by its express terms cannot be amended or repealed.
- e. The appointment of committees of the Board or the members thereof.

The executive committee may choose to include other community members in the committee. The executive committee will make recommendations to the board based on information the executive committee has gathered.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two the number of members of the Executive Committee, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. Additional Committees and Groups. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board, although it is recommended that at least one (1) director be a member of each committee. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

SECTION 3. Meetings And Action Of Committees. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VII. EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

SECTION 1. Execution Of Instruments. The Board, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks And Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation for amounts more than \$2500 shall be approved by the Treasurer or by the President of the corporation or by such persons who are authorized by resolution of the Board at a properly authorized, duly held meeting. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation for amounts greater than or equal to \$2500 shall be approved by any two of the following: the Treasurer, the President of the corporation and such persons who are authorized by resolution of the Board at a properly authorized, duly held meeting.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the religious purposes of this corporation.

ARTICLE VIII. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance Of Corporate Records. The corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of Board and of the committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts disbursements, gains and losses;
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during regular office hours.

SECTION 2. Corporate Seal. The Board may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument

SECTION 3. Directors' Inspection Rights. Every Director shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. Right To Copy And Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. Periodic Report. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

ARTICLE IX. FISCAL YEAR

SECTION 1. Fiscal Year Of The Corporation. The fiscal year of the corporation shall begin on October 1 and end on September 30 in each year.

ARTICLE X. AMENDMENT OF BYLAWS

SECTION 1. Amendment. Subject to any provision of law applicable to the amendment of Bylaws of religious nonprofit corporations, these Bylaws, or any of them may be altered, amended, or repealed and new Bylaws adopted by approval of a 2/3-majority the Board.

ARTICLE XI. AMENDMENT OF ARTICLES

SECTION 1. Amendment. Amendment of the Articles of Incorporation may be adopted by approval of a 2/3 majority of the Board of Directors.

SECTION 2. Certain Amendments. Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic

nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. Prohibition Against Sharing Corporate Profits And Assets. No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. On such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, the dissolving board shall designate one or more 501c3 Buddhist organizations to receive all assets upon dissolution.

ARTICLE XIII. MEMBERS

SECTION 1. Determination Of Members. This corporation makes no provision for members. Therefore, pursuant to Section 9310(b) of the Nonprofit Religious Corporation Law of the State of California, any action, which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as initial directors in the Articles of Incorporation of Mountain Stream Meditation Center, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of thirteen (13) pages, as the Bylaws of this corporation.

Dated: _____

John M. Travis, Guiding Teacher, Director

Mary Helen Fein, President, Director

Steve Solinsky, Board Member

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: _____

Mary Helen Fein, President