

SNOWFLOWER BUDDHA SANGHA, Inc.
A Wisconsin Chapter 181 Corporation

BY LAWS

Purpose: SnowFlower Buddha Sangha, Inc. is a corporation which oversees the operations of a Buddhist religious community, known as a Sangha. Our Sangha is a lay practice community in the spirit of Thich Nhat Hanh. We are legally a not-for-profit corporation under Chapter 181 of the WI Statutes. However, the spiritual functions of SnowFlower Sangha are left to the community of members operating outside the rules of statutory corporations. As such, SnowFlower Sangha offers a number of meetings each week for meditation and discussion. In addition, we endeavor to engage our mindfulness practice as fully as possible throughout our day in order to nurture mindfulness in ourselves and support it in each other.

Definitions:

Steering Council: The Board of Directors, as contemplated by Chapter 181 WI Statutes, is in SnowFlower Buddha Sangha, Inc., called the Steering Council.

Sangha: The collection of individuals who participate in our spiritual meetings to practice together is known as the Sangha or Sangha Community. It has no formal decision-making function in the corporate structure. There are no formal ways in which membership in this community is determined.

List Serve: The Sangha does its best to maintain an e-mail list of the Sangha members. This is put into a Listserve by volunteers who do their best to keep this up-to-date, but make no promises about precise listing of all members. This forms one of the means to communicate about events and happenings within the spiritual Community. Within the corporation, the Listserve has no greater formality than is expressed here. It is nothing more than a means to inform hopefully all, but at least most, of the Sangha about events and happenings.

General Rules of Governance:

The Corporation has no membership and is managed by its Board of Directors. The Board of Directors is called the Steering Council.

Decision Making Procedures:

When making major decisions, which means they involve changes to decision making structure, methods of choosing Steering Council members, large modifications of the budget, significant changes to the Articles or the Bylaws, or other similarly significant matters, the Steering Council will in each instance endeavor to not formally adopt any such change without first making the proposed changes known to the members of the Sangha, and providing a means for Sangha members to inform the Steering Council of their responses. This may involve a meeting at which feedback will be solicited and provided, and questions can be answered and ideas discussed. Following such feedback it remains the responsibility and authority of the Steering Council alone to decide any matter relevant to the corporation's operations.

When making day-to-day decisions, the Steering Council shall take action on proposals without needing to seek input from the Sangha.

Requirement for a Decision to be Made. Steering Council members shall not vote upon a proposal, unless it has been included in the agenda presented in advance to all Steering Council members and made known to the list serve of the Sangha. The Steering Council members shall always discuss any proposal before voting, and shall always strive to reach consensus among the members present. However, if a member asks for a vote, and if the President (or other person running that meeting in the President's place) determines that sufficient discussion has occurred, then upon the affirmative vote of 75% of the Steering Council members present, a proposal shall become the decision of the Steering Council.

Voting Procedure (absentee voting permitted): Steering Council members shall strive to attend each Steering Council meeting and shall there vote in person. However, if a Steering Council member is not able to attend, he or she may vote by absentee ballot, by sending an e-mail to the President or the Secretary at least 12 hours prior to the meeting. If the terms of any one of the proposals are changed, other than minor or typographical changes, an absentee ballot no longer counts as to that specific proposal.

Quorum: At least 70% of the current Steering Council members must be present at a meeting for decisions to be made. Absentee ballots count toward the presence of quorum. If a proposal is changed during a meeting in such a way that the absentee ballot is invalidated, the ballot still counts toward quorum.

All Steering Council meetings are open to any member of the Sangha. Sangha members shall be entitled to speak regarding issues on the agenda, when the item is being discussed. However, the President (or other person running the meeting in the President's place) may require Sangha members who are not Steering Council members to limit their comments to a specific time length with the one goal being to allow the items on the agenda to be decided upon during the meeting. Only Steering Council members may vote.

To allow for input from Sangha members, the Steering Council and each Steering Council committee will at least 48 hours before each meeting, post to the listserv:

1. Its next meeting date & location
2. The Agenda for that meeting
3. The Minutes of the previous meeting

Any Sangha member who wishes to raise a question or express a concern may do so by contacting a member of the Steering Council or the relevant committee.

STEERING COUNCIL (STC) Sangha Administration and Record-Keeping

Role: To address issues that have the potential to affect the entire Sangha, including conflict resolution; to attend to legal and budgetary issues; to sponsor the Annual Meeting. Duties include but are not limited to:

- Determining which issues need to be brought to the entire Sangha at the Annual Meeting (hereafter AM). Should an issue arise which requires prompt action (i.e. sooner than the next AM), the Steering Council may decide the issue and notify the Sangha via listserv and newsletter until the next AM.
- Planning the agenda for the AM and following up on decisions made there. Making the agenda available via the listserv and the website at least 2 weeks prior.
- Dealing with legal issues and annual filing responsibilities
- Working with financial and budgetary matters affecting the entire Sangha
- Allocating charitable donations, if any, at a regular Steering Council meeting
- Selecting Sangha officers. (Officers are chosen by members of the STC at the first meeting after the AM.)
- Resolving conflicts
- Sponsoring the Fall and March Retreats

Selection of Steering Council Members & Criteria for Membership on the Steering Council.

Commitment to the practice of Buddhism in the spirit of Thich Nhat Hanh.

Demonstrated commitment to the Sangha for at least two (2) years.

Commitment to spend sufficient time and be willing to make difficult decisions when necessary

Ability to attend at least three quarterly meetings a year

Members of the Steering Council are expected to regularly attend one or more of the weekly Sangha meetings, and at least periodically participate in these.

Desired Composition – 9-11 members.

When a Steering Council member's term ends, the remaining members of the Steering Council shall choose a qualified person to serve for the next term. A current member is entitled to seek to continue for another term, but they only permitted to serve another term if the sitting members of the Steering Council choose to have them do so. If a Steering Council member resigns or is removed, the remaining Steering Council members shall choose a replacement. Sangha members who wish to be considered for membership on the Steering Council shall make their interest known to the Sangha via the listserv by the date of the Annual Meeting, or earlier.

A Steering Council member may be removed from office by the remaining members of the Steering Council. However, the decision to do so shall require an affirmative vote of no less than 75% of the other members. The vote for expulsion may only happen if the member subject to expulsion has been informed, in writing, by the President, of the reasons for such a proposal at least 30 days in advance of the vote, and only if the President provides the member with at least one opportunity to meet in person with the President, at least 14 days prior to the vote, to talk about the issues and how to resolve them without having the member be expelled.

Composition: Nine - Eleven seats with staggered three-year terms plus the Treasurer. Each three-year term shall last until the first Steering Council meeting following the Annual Meeting. The Treasurer shall remain in office until removed by the Steering Council, or until he or she resigns. If a new member replaces a member who didn't complete his or her term, the new member remains in office only until the end of the term of the person they are replacing. They may then seek to have a full three-year term in the same manner as other current Steering Council members.

Selection of Officers:

The Steering Council will choose the President, Vice President, and Secretary, from among their own members. However the Steering Council shall choose the Treasurer from among the full Sangha. Once chosen, the Treasurer becomes a Steering Council member.

At least one week prior to the meeting at which officers are selected (the first meeting following the Annual Meeting), any member of the Steering Council who is willing to serve as an officer shall notify the other members of his / her availability.

All officers, other than the Treasurer, will serve for one year. Any officer may serve for subsequent years, if they state their interest and if the Steering Council votes to have them continue.

The president must have served on the Steering Council for at least one full year before being chosen as President.

Officer Responsibilities

President

Leads & facilitates each Steering Council meeting and the Annual Meeting, and forms the agenda (with input from any Sangha member) and sends it out to the full Sangha in advance of each meeting.

Vice President

Assumes President's duties in his or her absence

Secretary

Takes & distributes Minutes for each meeting

Keeps records of all Minutes

Keeps corporate documents

Treasurer

Participates in the Steering Council as a voting member

Chairs meetings of the Finance Committee

Prepares, together with the Finance Committee, financial reports and budget proposals for the STC and the AM

Receives and deposits weekly donations; maintains file of monthly statements; reconciles checking account

Pays rent

Makes payments for budgeted and non-budgeted expenditures

Receives and deposits money from the Annual Retreats

Makes payments related to the Annual Retreat and the March Day of Mindfulness.

When the role of Treasurer is open, it is made known to the Sangha. Interested parties will submit their names to the STC which will make the selection.

COMMITTEES

The Steering Council shall create and empower as many committees as the Steering Council feels are useful and beneficial, from time to time. The Steering Council can at any time, after consultation with the members of a committee, modify the structure or purpose of any given committee, or, unless otherwise indicated in the Bylaws, end the functions of a committee. Each committee shall have its members approved by the Steering Council. The Steering Council will always give serious weight to the advice from the current committee members about whether to appoint given individuals to join the committee. Every member of every Committee must be a member of the Sangha. Committees shall keep the Steering informed about their activities.

Finance Committee – There shall always be a Finance Committee.

Advises the Treasurer on financial matters

Assists the Treasurer in preparing financial reports and budget proposals.

Solicits volunteers to collect weekly contributions and deliver them to the Treasurer.

Schedulers Committee – There shall always be a Schedulers Committee.

Role: To plan and schedule meetings that support and sustain Sangha and the mindfulness practice of members.

Duties include but are not limited to:

Determining a theme (if desired) for the two month cycle

Finding people to lead the sit and discussion each week, and sending the schedule to the "SnowFlower Sun" editors and the webmaster by the agreed-upon deadline.

Supporting, offering guidance, discussing topics with newer leaders

Providing the leaders during your cycle with the most recent Guidelines for Leaders.

Criteria for Membership: Experienced mindfulness practitioner of at least two years standing

Willingness to help the teachings of Thich Nhat Hanh flow through the Sangha

Experience with and commitment to SnowFlower Sangha

Willingness to work with and support leaders, and have led Sangha themselves

Dissolution

Upon dissolution of the corporation, after all debts are paid, any assets remaining shall be donated preferably to another Sangha which follows the teachings of Thich Nhat Hanh, provided that such community has tax exempt status. If no such community can easily be found, then the assets shall be donated to another Buddhist Community which has non-profit status, or to the Thich Nhat Hanh Foundation.

These Bylaws were adopted by the Steering Council (aka the Board of Directors), of SnowFlower Buddha Sangha, Inc. on 2/17/2016, 2016, after consultation with and input from the Sangha.