

**BYLAWS
OF THE
WILLIAMSBURG BUDDHIST SANGHA**

(As revised; Approved April 4, 2023)

ARTICLE 1: TITLE AND PURPOSES

Section 1: Title

The title of this organization shall be the Williamsburg Buddhist Sangha, hereafter referred to in the Bylaws as WBS. The WBS is a non-profit, religious organization formed under Internal Revenue Code 501(c)3 and Article Two, Section (2) of the WBS Articles of Incorporation.

Section 2: Purposes

The purposes of the WBS is to provide residents of Williamsburg and the surrounding areas a community for mindful growth and practice, based upon the practical, philosophical, and spiritual teachings of Buddhism in the many iterations of its 2500 year history. The WBS serves the community by offering a regular schedule of meditation and study groups, dharma talks, special events, guest teachers, retreats, and other resources.

ARTICLE 2: MEMBERSHIP

Membership in the WBS is open to the community. To be kept informed of Sangha activities a member should provide contact information and give feedback about their interest in meditation, mindfulness and/or Buddhism and how they can support the mission of the WBS. There is no fee or payment required for membership; members can support the WBS by volunteering and/or making free-will financial contributions consistent with the principles of Dana. Although members have no formal role in WBS governance, their input will be sought regularly and in conjunction with WBS events and activities. A meeting of the entire membership will be held annually for the purpose of gathering as a community to discuss the status and activities of the WBS and goals and plans for the coming year.

ARTICLE 3: GOVERNANCE AND OPERATIONS

Section 3.1: Governing Body: The WBS is governed by a Board of Directors (hereafter “Board”). All members of the Board are considered Directors. A Director may serve in the capacity of Officer or Director-at-Large.

Section 3.2: Governing/Operating Principles: Consistent with Buddhist principles, the WBS Board will strive in all matters to conduct business in accordance with the Eightfold Path (right view, right intention, right speech, right action, right livelihood, right effort, right mindfulness, and right concentration). The Board will establish guidelines and practices to support the Directors – and the sangha at large – in conducting all activities in a manner that demonstrates our commitment to these principles.

Section 3.3: Voting:

3.3(a) The WBS Board values the input and perspective of each Director and consequently strives to achieve consensus on decisions to the greatest extent possible. To that end, the Board will develop guidelines and practices to facilitate open, compassionate, and wise dialogue and exploration of options that can address all concerns and honor all viewpoints. If – after exhausting these practices and exploration of options – it becomes clear that a consensus is not possible, or if the situation requires urgent and immediate action that does not allow for full deliberation to take place, will a vote be called.

3.3(b) When a vote is called, each Director is entitled to one vote, except when a Director has a direct and personal interest in the matter being considered – including, but not limited to, a financial interest; in such cases that Director is to be recused from the vote. Votes are taken in accordance with policies set forth by the Board and may take place at regular meetings, special meetings, or electronically as circumstances dictate. The vote of the majority of those voting carries the measure so long as the quorum requirement is met. The President (or in the President’s absence, the vice president) has the authority to set a deadline by which votes must be cast as long as the minimum requirements set forth in section 3.3 are met.

3.3(c) All Board members are to be provided notice of any measures requiring a decision (and therefore, potential vote) no less than 48 hours prior to that decision or vote being taken. Should

new issues arise at a meeting at which all Directors are not present, those not in attendance will be provided information on the discussion and allowed at least 48 hours to share their comments and perspectives before any decision is finalized, except in urgent situations in which those present unanimously agree that an immediate decision is necessary and the quorum requirement is met.

Section 3.4: Quorum: A quorum is comprised of 60% of those serving on the Board. In the event a Director has been approved to take a leave-of-absence, his or her vote will not be included when calculating a Quorum.

Section 3.5: Meetings: Meetings of the Board are held regularly to conduct ongoing business. Special meetings may be called by any member of the Board with at least one week notice. The Board will meet Annually in April to consider replacement of Board members, general business, consideration of the progress of the WBS, its programs and any other items that any Board member may place on the agenda.

Section 3.6: Finances: All WBS accounts will be audited annually pursuant to guidelines established by the Board. It is the responsibility of the President to approve expenditures up to \$200. Expenditures over \$200 must have Board approval and will require two signatures. At least three Directors (including the President) shall be authorized to sign checks. No Treasurer will be authorized to sign checks or approve expenditures.

ARTICLE 4: APPOINTMENT OF DIRECTORS AND OFFICERS; TERMS; TERMINATION; AND VACANCIES

Section 4.1: Appointment of Directors and Officers: Directors may be added to the Board by nomination of a sitting Director and vote of the full Board, with 75% in favor required for approval. The total composition of the Board will not exceed fifteen (15) Directors. Officer positions include President, Vice President, Secretary, and Treasurer. Officers are selected from the pool of existing Directors via nomination(s) made by a Director (to include self-nomination) and approved by vote of the full Board. All Directors who are not officers will be considered

Directors-at-Large.

Section 4.2: Term, Termination and Vacancies on the Board: The term of each Director shall be three years, with the provision that a Director whose term is expiring may continue to serve on the Board until his or her successor has been duly nominated and approved. Further, a Director's term may be extended on an annual basis with approval by a vote of the Board. A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation shall be effective one month from its receipt by the Secretary or the President unless the notice specifies otherwise. A Director may request a leave-of-absence from the Board due to temporary personal circumstances. Such leaves shall initially be for a period of eight months and must be approved by a majority of Directors. Leaves may be extended for an additional six to twelve months or reduced by request of the Director. Time on leave will be considered part of that Director's term.

A vote for removal of a Director is to be considered a last resort and may only be taken after sincere and substantial efforts (consistent with guidelines developed by the Board for this purpose) are made by the Board to address the situation with the individual. If after the prescribed process is completed, a super-majority (at least 75%) believes that removal of the Director is necessary to preserve the right-functioning of the Sanga (per Section 2), a motion to remove that Director may be passed with the affirmative vote of 75% or more of the remaining Directors.

When a vacancy on the Board of Directors occurs, the vacancy may be filled by the process for adding a Director as outlined in Article 4.

Section 4.3: Term, Termination and Vacancies with respect to Officers: An officer or committee chair may serve in their capacity for the entirety of their term as a Director or may resign from their specific role but retain Board membership with the understanding that they will contribute in other capacities. Resignations should be made in writing to the Board, President, or Secretary and will be effective one month from receipt unless the notice specifies otherwise.

Vacancies will be filled as outlined in Article 4.

ARTICLE 5: DUTIES OF DIRECTORS (INCLUDING OFFICERS AND DIRECTORS-AT-LARGE)

Section 5.1: Duties of Directors

The Board shall establish specific written expectations regarding the level of engagement of Directors, addressing such issues as meeting attendance, communication, involvement in committee work, and other matters. These expectations will be shared with all potential Directors before they join the Board to ensure that they fully understand and freely undertake the commitment. The expectations will be periodically reviewed by all Directors as a reminder of our commitments to each other.

Section 5.2: President

The President presides at all meetings of the Board. The President may make and sign in the name of WBS contracts and agreements in the ordinary course of business, make and sign other contracts, obligations and instruments with approval of the Board, and approve all expenditures up to \$200. The President shall have such other powers and duties as may from time to time be assigned to him/her by the Board.

Section 5.3: Vice President

The duties of the Vice President are to perform the duties of the President in his or her absence.

Section 5.4: Secretary

The duties of the secretary are to give notice of and coordinate all meetings—including date, time and place—as required by these By-Laws and record proceedings of the Board and General Meetings.

Section 5.5: Treasurer

The duties of the Treasurer are: 1) to oversee the receipt of monies, the payment of bills, and the correct accounting of all WBS financial transactions; 2) to provide a financial statement at each Board meeting and present accounts to the membership annually; and 3) to participate in the

annual development of a budget and annual audit, in collaboration with Committees appointed by the Board for those purposes. The Treasurer may provide the second signature as required on checks of more than \$200.

Section 5.6: Directors At-Large

The number of Directors-at-Large is determined by the Board as needed to conduct WBS activities and lead Committees. Responsibilities of each Director will be established with consideration of both the individual's skills and interests and the current needs of the sangha.

ARTICLE 6: ACTIVITIES AND COMMITTEES

Section 6.1: WBS Activities: WBS fulfills its purposes via appropriate activities, including (but not limited to) providing informational materials and resources, as well as organizing and presenting study programs, regular meditation meetings, educational programs, retreats, and special events. Only those activities approved by the Board may be promoted, presented or advertised as official activities of WBS. All activities shall be consistent with the regulations and restrictions of Internal revenue code 501(c)3.

Section 6.2: Committees: The Board will establish such Committees as are necessary to carry out the work of the WBS. Committee Chairs are appointed by the Board and each Chair will report to a designated Director unless that Chair is a Director her/himself. Committee Chairs may recruit committee members from among the Sangha membership or the community at large. The WBS will strive to find an appropriate role for any Sangha member who wishes to serve in a volunteer capacity.

ARTICLE 7: AMENDMENTS

These By-Laws may be amended or repealed by the majority vote of the full Board of Directors presenting the proposed amendment at a meeting of the Board called for that purpose. Any member of the Board may present a proposal to amend or repeal by giving at least two weeks notice for a meeting of the Board to be held for that purpose.

Accepted by vote of the Williamsburg Buddhist Sangha Board of Directors, August 11, 2020.

John Chowning

John Chowning, President