

**AMENDED BYLAWS of  
SANGHA SHANTIVANAM OF SANTA CRUZ,  
a California Public Benefit Corporation**

**ARTICLE 1. OFFICES**

Section 1.1. Principal Office

The Principal office of the corporation for the transaction of its business is at 210 High Street, Santa Cruz CA 95060, located in Santa Cruz County, California.

Section 1.2. Change of Address

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Service Committee may, however, change the principal office from one location to another within the named county by resolution.

Section 1.3. Other Offices

The corporation may also have offices at such other places, within the State of California, where it is qualified to do business, as its business may require and as the Service Committee may, from time to time, designate.

**ARTICLE 2. PURPOSES, LIMITATIONS AND MEMBERSHIP**

Section 2.1. Corporate Purposes

The primary objectives and purposes of this corporation shall be to promote the universal call to contemplation through shared prayer, spiritual practice and service. It will host interfaith events, retreats and pilgrimages. It will also host guest speakers to facilitate study and spiritual practice and to promote educational opportunities.

Section 2.2. Sharing of Corporate Profits and Assets Prohibited

No member, 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 effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Service Committee; 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. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that 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, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Section 2.3. Members

(a) The corporation shall have no members.

(b) Notwithstanding Section 2.3(a) hereof, the Service Committee may determine from time to time whether or not the corporation is permitted to admit members. If members are admitted, the Service Committee shall determine the authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and

privileges of members, and their liability to dues and assessments and the method of collection thereof.

(c) Notwithstanding the foregoing, and pursuant to Corporations Code Section 5332, nothing in these Bylaws shall be construed as limiting the right of the corporation to refer to persons or organizations associated with it as “members” even though such persons are not members for purposes of Section 5056, and no such reference shall create membership voting rights within the meaning of Section 5056.

### **ARTICLE 3. DIRECTORS**

#### Section 3.1. Number

The corporation shall have at least \_\_\_\_\_ but no more than \_\_\_\_\_ directors and collectively they shall be known as the Service Committee. The number may be changed by amendment of this Bylaw. Service Committee members shall be known herein as directors.

#### Section 3.2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, 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 Service Committee.

#### Section 3.3. 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 of this corporation, 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 and notices of meetings e-mailed to them at such addresses and shall be valid notices thereof.

#### Section 3.4. Terms of Office

Each director shall serve for three years, and until his or her replacement is selected by the Service Committee. There shall be no limit on the number of successive terms that a director may serve.

#### Section 3.5. Compensation

Directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as specified herein.

#### Section 3.6. Place of Meetings

- (a) Meetings shall be held at 210 High Street, Santa Cruz, California, or at another location within the State of California, as provided by the Service committee.
- (b) Directors may participate in a meeting through use of conference telephone, electronic video

screen communication, or similar communications equipment, so long as all of the following apply:

- (1) Each director participating in the meeting can communicate with all the other directors concurrently;
- (2) Each director is provided the means of participating in all matters before the Service Committee, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (3) The corporation adopts and implements means of verifying both of the following:
  - (A) A person communicating by telephone, electronic video equipment, or other communications equipment is a director entitled to participate in the board meeting; and
  - (B) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

#### Section 3.7. Regular and Annual Meetings

Regular meetings of the Service Committee shall be held at least quarterly on dates determined at its annual meeting. The first meeting of the fiscal year shall be its annual meeting.

#### Section 3.8. Special Meetings

Special meetings of the Service Committee may be called by the president or any two directors. Such meetings shall be held at the designated place of meetings specified herein.

#### Section 3.9. Notices

(a) Notice of any regular or special meeting of the Service Committee may be given orally at any prior meeting at which a director entitled to notice is present. Otherwise, notice of any meeting of the Service Committee shall be given to all directors at least 4 days in advance if given by first-class mail or at least 48 hours in advance if given by notice delivered personally, by telephone, or by electronic transmission to an e-mail or other electronically-accessed address provided by the member to the secretary, provided that such notice may be waived by any director as set forth in Section 3.9(b). Notice shall not be given by electronic transmission if the corporation is unable to deliver two consecutive notices to a director by that means, or if the inability to deliver the notice becomes known to the secretary or other person responsible for giving such notice.

(b) The transactions of any meeting of the Service Committee, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

#### Section 3.10. Quorum for Meetings

(a) A quorum shall consist of a majority of the directors then in office.

(b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Service Committee at which a quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a

motion to adjourn.

(c) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or these Bylaws.

#### Section 3.11. Conduct of Meetings

Meetings of the Service Committee shall be presided over by the president. In his or her absence, the secretary of the corporation shall preside over such meetings or, in his or her absence, the person designated by the president shall so serve. The secretary of the corporation shall act as secretary of all meetings of the Service Committee or, in his or her absence, the presiding officer shall appoint another person to act as secretary.

#### Section 3.12. Action Without Meeting

Any action required or permitted to be taken by the Service Committee may be taken without a meeting if all directors, individually or collectively, consent in writing to that action. A written consent may consist of an electronic communication from the member to the secretary, as soon as it is reduced to printed form by the secretary. Such action by written consent shall have the same force and effect as a unanimous vote of the Service Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Service Committee.

#### Section 3.13. Vacancies

(a) Vacancies on the Service Committee shall exist (1) on the death, resignation or removal of any director and (2) whenever the number of authorized directors is increased.

(b) The Service Committee may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

(c) Except where such resignation would leave the corporation without any directors, any Service Committee member may resign effective upon giving written notice to the president unless the notice specifies a later time for the effectiveness of such resignation.

(d) Vacancies on the Service Committee may be filled by approval of a quorum of the Service Committee members 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.

(e) A person elected to fill a vacancy as provided by this Section shall hold office for at least three years or until his or her death, resignation or removal from office.

#### Section 3.14. Committees

(a) The Service Committee may, by resolution adopted by a majority of the directors then in office, designate one or more committees consisting of two or more directors, and only of directors, to serve at the pleasure of the Service Committee. Any member of any committee may be removed, with or without cause, at any time by the Service Committee. Any committee, to the extent provided in the resolution of the Service Committee, shall have all or a portion of the authority of the Service Committee, except that no committee, regardless of the Service Committee resolution, may: (1) Fill vacancies on the Service Committee or on any committee; (2) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws; (3) Amend or

repeal any resolution of the Service Committee; (4) Designate any other committee of the Service Committee or appoint the members of any committee; (5) Approve any transaction (A) to which the corporation is a party and as to which one or more directors has a material financial interest, or (B) between the corporation and one or more of its directors or between the corporation and any corporation or firm in which one or more of its directors has a material financial interest.

(b) The Service Committee may establish one or more advisory committees to the Service Committee, and adopt rules for any such committee. The members of any advisory committee may consist of directors or nondirectors. Advisory committees may not exercise the authority of the Service Committee to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Service Committee or its authorized representatives and to implementing Service Committee decisions and policies. Advisory committees shall be subject to the supervision and control of the Service Committee.

## **ARTICLE 4. OFFICERS**

### Section 4.1. Number of Officers

The officers of the corporation shall be a president, a secretary, and a treasurer. During his or her term of office, the president may not also serve as the secretary or treasurer.

### Section 4.2. Qualification, Election, and Term of Office

Any director, and only a director, may serve as an officer of this corporation. Officers shall be elected by the Service Committee at the annual meeting to a term of one year. There shall be no limit on the number of successive terms that an officer may serve.

### Section 4.3. Removal and Resignation

Any officer may be removed, either with or without cause, by the Service Committee at any time. Any officer may resign at any time by giving written notice to the Service Committee or the president 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Service Committee relating to the employment of any officer of the corporation.

### Section 4.4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Service Committee. In the event of a vacancy in any office other than that of president such vacancy may be filled temporarily by appointment by the president until such time as the Service Committee shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Service Committee may or may not be filled it shall determine.

### Section 4.5. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Service Committee, 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 Service Committee, including presiding over meetings of the Service Committee. 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 cooperation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time by

authorized by the Service Committee.

#### Section 4.6. Duties of Secretary

The Secretary shall:

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.

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 of directors and of members, 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.

See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.

Be custodian of the records of the corporation.

In the event that the corporation admits members, keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, 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 Service committee.

#### Section 4.7. Duties of Treasurer

The Treasurer shall:

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 Service Committee.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by Service Committee, taking proper vouchers for such disbursements.

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.

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.

Render to the president and directors, whenever requested, and at least semiannually, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, 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 Service Committee.

#### Section 4.8. Compensation

Officers shall serve without compensation. They shall, however, be entitled to reimbursement for reasonable expenses incurred by them in serving as officers.

### **ARTICLE 5. CORPORATE RECORDS AND REPORTS**

#### Section 5.1. Maintenance of Corporate Records

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, 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 record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

#### Section 5.2. Directors' Inspection Rights

Every Service Committee member 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 5.3. Annual Report

When required by law, the Service Committee shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year. The report shall be furnished to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall include the following information in appropriate detail: The assets and liabilities of the corporation as of the end of the fiscal year; the principal changes in assets and liabilities during the fiscal year; the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year. However, when an annual report is not required, the specified information shall be made available to any director upon request.

### **ARTICLE 6. MISCELLANEOUS PROVISIONS**

#### Section 6.1. Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December .

#### Section 6.2. Indemnity and Insurance

- (a) The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

(b) To the extent that a person who is, or was, a director, officer, employee 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 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 5238 of the California Nonprofit Public Benefit Corporation Law.

(c) The Service Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit 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 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Section 6.3. Electronic Communication

Subject to any guidelines and procedures that the Service Committee may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or e-mail, provided that:

- (a) For electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication;
- (b) For electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) The transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

#### Section 6.4. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Service Committee unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

This is to certify that the foregoing is a true and correct copy of the Bylaws of Sangha Shantivanam of Santa Cruz, a California public benefit corporation, that such Bylaws were duly adopted by the Service Committee of the corporation on \_\_\_\_\_, 2014, and that all previously-adopted Bylaw provisions were repealed upon the adoption of the foregoing Bylaws.

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