BYLAWS OF

***EASING AWAKE***

A CALIFORNIA RELIGIOUS CORPORATION

# ARTICLE 1. OFFICES

## SECTION 1.1 Principal Office. The principal office of Easing Awake is located at 1126 McClaren Drive, Carmichael, California, 95608.

## SECTION 1.2. Changes of Address. The Board may change the principal office to another by noting the change in these bylaws. Such changes of address are not deemed an amendment of these bylaws.

# ARTICLE 2. OBJECTIVES AND PURPOSES

The primary objectives and purposes of Easing Awake are to deepen kindness and wisdom in the world through cultivating and practicing the Buddha’s teachings on meditation, compassionate service, and increasing wellbeing. Easing Awake offers classes, retreats, mentoring, counseling, support, and other opportunities for learning and practice.

# ARTICLE 3. DIRECTORS

## SECTION 3.1. Number. Easing Awake shall have no fewer than (3) or more than seven (7) directors, with the exact number fixed by Board of Directors (hereafter called “Board”).

## SECTION 3.2. Guiding Teacher. One Board seat will be held by the person appointed Guiding Teacher as described in Article 6 of these bylaws.

## SECTION 3.3: Restriction on Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated directly or indirectly by Easing Awake, (b) any person with a real or potential financial interest in an individual or organization with which Easing Awake has transactions or arrangements, or (c) any brother, sister, ancestor, decedent, spouse, brother-in-law, sister-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph will not affect the validity or enforcement of any transaction entered into by Easing Awake.

SECTION 3.4: Selection and Term of Office. Each Director will be elected by a majority of Directors present at a duly held meeting at which a quorum is present. Each Director serves until the next annual meeting and until a successor has been designated. They may serve up to five (5) successive terms except the Guiding Teacher serves until resignation or removal.

SECTION 3.5: Compensation. Directors serve without compensation.

## SECTION 3.6: Powers. The activities and affairs of Easing Awake are conducted and all corporate power exercised by or under the direction of the Board, subject to limitations of California Nonprofit Religious Corporation law.

## SECTION 3.7. Duties. The duties of the Directors are to:

(a) Perform duties imposed by law, the Articles of Incorporation, and these bylaws;

(b) Approve amount of compensation paid to any Director, Officer, or other “disqualified person” as defined by the Internal Revenue Code. Such compensations shall be at levels no greater than those in similar organizations. The minutes shall include the information used to determine these compensation levels;

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the compensation (if any) and duties of all officers, agents, and employees of Easing Awake;

(c) Supervise all officers, agents, and employees of Easing Awake to assure that their duties are performed properly;

(e) Meet at such times and places as required by these bylaws in Section 4;

(f) Designate other Directors as prescribed in Section 3.3, 3.7.2, and 4.1.2;

(g) Adopt an annual budget;

(h) Oversee the finances of Easing Awake;

(i) Register their addresses, emails, and phone numbers with the Secretary. Notices of meetings mailed, emailed, or faxed to them at such addresses shall be valid notices.

## SECTION 3.8: Vacancies.

3.8.1 Vacancies on the Board exist in the case of the resignation, removal, or death of any Director or an increase in the authorized number of Directors. Any director may resign by giving written notice to the Moderator, Secretary, or Board. No director may resign if Easing Awake would be left without a duly elected Director in charge of its affairs.

3.8.2 Vacancies on the board may be filled by the Board or, if the number of Directors in office is less than a quorum, by (1) the unanimous written consent of the Directors in office, (2) the affirmative vote of a simple majority of Directors in office at a duly held meeting, or (3) a sole remaining Director.

3.8.3 A person elected to fill a vacancy will hold office until the next annual meeting or until his or her death, resignation, or removal from office.

## SECTION 3.9: Nonliability of Directors. The Directors, individually or as a group, shall not be personally liable for the debts, liabilities, or any other obligations of Easing Awake.

# ARTICLE 4. MEETINGS

## SECTION 4.1 Annual Meeting.

4.1.1 Time and Place. An annual meeting will be held in November at a date, time, and place agreed upon by a majority of the Directors at least six (6) weeks in advance. Alternatively, the date, time, and place can be set for any November date by unanimous agreement of all the Directors.

4.1.2 Director Election. At the annual meeting, Directors will be elected by a simple majority of the current Board members. Voting for Directors will be by ballot only. The Guiding Teacher’s Seat is deemed be filled at the appointment of the Teacher as described in Article 6.

4.1.3 Budget Adoption. At the annual meeting, the budget for the coming year will be adopted by a two-thirds (2/3) vote of the Directors.

4.1.4 Other Business, including but not limited to a review of the past year and plans for the coming year may be discussed and voted upon as necessary.

## SECTION 4.2 Other Meetings. At its discretion, the Board may set other meetings from time to time as needed to conduct business. The date, time, and place for such meetings may be set in several ways: (1) at a duly called Board meeting; (2) by a simple majority of the Directors at least three weeks in advance; or (3) by unanimous agreement of all the Directors.

## SECTION 4.3 Telephone Conferences. Directors may participate in any meeting of the Board through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. All such Directors shall be considered present in person at any such meeting.

## SECTION 4.4. Notice of Meetings may be delivered in person, by first class mail, or by telecommunication (e.g. facsimile, electronic mail (e-mail), voicemail etc.). If sent by mail or telecommunication, the notice will be delivered to the address, phone number, or e-mail address each Director has provided to the Secretary and shown in the books of Easing Awake.

## SECTION 4.5: Waiver Of Notice. Notice of a meeting need not be given to any Director who, (1) either before or after the meeting gives written consent to holding the meeting, or (2) approves of the minutes thereof. All such consents and approvals will be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and, before or at the start of the meeting, does not protest the lack of notice to him or her.

## SECTION 4.6: Quorum. A simple majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a simple majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is required elsewhere in these bylaws or by state or federal law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum.

## SECTION 4.7: Conduct of Meetings

4.7.1 The Moderator will preside over meetings of the Board. The Secretary will act as secretary. In the absence of the Moderator or Secretary, the Board will designate a person to fulfill the missing role for that meeting.

4.7.2 The following actions require a two-thirds (2/3) majority of the Board:

(a) Appointment or Removal of an Officer;

(b) Appointment or Removal of a Guiding Teacher;

(c) Appointment or Removal of a Teacher;

(d) Spending funds in excess of $5000 or such an amount that a reasonable person in good faith determines would have a material effect on the finances of Easing Awake

(e) Amending or replacing the bylaws;

(f) Merging with another entity;

(g) Adoption of the annual budget;

(h) Actions designated elsewhere in these bylaws to require a two-thirds (2/3) majority.

4.7.3 Other actions taken by the Board not explicitly requiring a two-thirds (2/3) majority shall require a simple majority.

4.7.4 At any time any Director may require the use of *Robert’s Rules of Order* for the remainder of a meeting. However, *Robert’s Rules of Order* may not be used where they conflict with the bylaws, articles of incorporation, or the law.

## SECTION 4.8: Action Without Meeting. The Board may take action without meeting provided all the Directors consent to the action in writing or by email. Acknowledgement of receipt of such consents will be contained in the minutes of the next meeting of the Board. Such actions have the same effect as a unanimous vote of the Directors. Any document filed under such action will state that the action was taken by unanimous written consent of the Board without meeting and that the bylaws of Easing Awake authorize the Directors to so act.

# ARTICLE 5: OFFICERS

## SECTION 5.1: Officers. The officers of Easing Awake will be a Moderator, Secretary, and Treasurer. Officers are elected by the Board at any time. Each officer holds office until he or she resigns or is removed by a two-thirds (2/3) vote of current Directors, or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first. The Moderator and Treasurer roles may not be held by the same person.

## SECTION 5.2: Subordinate Officers. The Board may elect and empower the Moderator to appoint other officers as the business of the Easing Awake may require. Subordinate officers serve for periods of time, have authority, and perform duties as are provided in these bylaws or as the Board assigns.

## SECTION 5.3. Removal and Resignation. Any officer may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the Board. Any officer may resign at any time by giving written notice to the Board, the Moderator, or Secretary of Easing Awake. Resignation will take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this Section are superseded by any conflicting terms of a contract that have been approved or ratified by the Board relating to the employment of that officer.

## SECTION 5.4: Moderator. The Moderator is the general manager and chief executive officer of Easing Awake. Subject to the control of the Board, he or she has general supervision, direction, and control of the business and officers of Easing Awake. The Moderator presides at all meetings of the Board. The Moderator has the general powers and duties of management usually vested in the office of President and general manager of a corporation and such other powers and duties as may be assigned by the Board.

## SECTION 5.5: Secretary. The Secretary keeps or cause to be kept, the minutes of all meetings of the Board and its committees, with the time and place of holding, how authorized, the notice given, the names of those present and absent, and the actions taken. The Secretary keeps, or causes to be kept the articles of incorporation and bylaws, as amended. The Secretary gives, or cause to be given, notice of all meetings as required by these bylaws and performs other duties as prescribed by the Board.

## SECTION 5.6: Treasurer. The Treasurer is the chief financial officer of Easing Awake and maintains, or causes to be maintained, accounts of the business transactions of Easing Awake. The Treasurer deposits monies and other valuables in the name Easing Awake with depositories designated by the Board. The Treasurer disburses funds as ordered by the Board, renders to the Directors an account of all transactions, and has other powers and duties as prescribed by the Board.

# ARTICLE 6: GUIDING TEACHERS

## SECTION 6.1: Appointment of the Guiding Teacher. The Guiding Teacher is appointed by a two-thirds (2/3) majority of the Directors.

## SECTION 6.2: Guiding Teacher’s Role. The Guiding Teacher’s roles are to teach, counsel, assist, and support the spiritual practices of the community according to purposes as set forth in Article 2. The Teacher is not expected to administer the operational activities of Easing Awake. The Teacher has the right but not the obligation to be a member of all Committees and a member of the Board pursuant to Article 3 of these bylaws. The Teacher may vote on all matters except matters regarding the Teacher’s appointment, removal, or matters where there is a conflict of interest.

## SECTION 6.3: Removal of the Guiding Teacher. The Guiding Teacher may be dismissed by a two thirds (2/3) majority of the Directors.

# ARTICLE 7: COMMITTEES

The Board may appoint committees as may be necessary from time to time. Committees have the powers designated by the Board and consistent with the Articles of Incorporation, bylaws, and Laws of California. Committees hold office at the pleasure of the Board.

# ARTICLE 8: AFFILIATION

SECTION 8.1: Friend. A friend of Easing Awake is anyone who supports our mission and purposes and asks to be on our mailing list.

## SECTION 8.2: Member. A member of Easing Awake is anyone who: (1) supports our mission and purposes as stated in Article 2, (2) has participated in a retreat, gathering, class, or other event conducted by Easing Awake. (3) is in sympathy with the Three Buddhist Refuges, and (4) has informed a Director he or she would like be a member.

## SECTION 8.3: Board of Directors. As stated in Section 3.5, the final organizational and fiduciary responsibilities of Easing Awake lie with the Board of Directors. However, we do recognize and value a spiritual affiliation individuals have with Easing Awake. Their input and counsel is always welcomed.

# ARTICLE 9. EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

## SECTION 9.1: Execution of Instruments. The Board, except as otherwise provided in these bylaws, may authorize any officer or agent of Easing Awake to enter into any contract on behalf of Easing Awake. This 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 Easing Awake by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## SECTION 9.2: Checks and Notes. Except as otherwise designated by the Board or as required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of Easing Awake shall be signed by the Treasurer if the amount is $5,000 or less. If the amount is more than $5,000, it must also be countersigned by the Moderator or another person duly authorized by the Board.

## SECTION 9.3: Deposits. All funds of Easing Awake will be deposited in banks or other depositories selected by the Board.

## SECTION 9.4: Gifts. The Board may accept any contribution, gift, bequest, or devise for the religious purposes of Easing Awake.

# ARTICLE. CORPORATE RECORDS

## SECTION 10.1: Records. Easing Awake will keep at its principal office:

(a) Minutes of all meetings of the Board and its committees, indicating the time and place of the meetings, how called, the notice given, the names of those present and absent, and the actions taken;

(b) 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.

## SECTION 10.2: Rights of Inspection. Every Director has the right to inspect, copy, and make extracts of all books, records, and documents of the Easing Awake. This right is subject to reasonable terms set by the Board.

# ARTICLE 11. FISCAL YEAR

The fiscal year of Easing Awake begins on January 1 and ends on December 31 each year.

# ARTICLE 12. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of religious nonprofit corporations, these bylaws, or any part of them may be altered, amended, or repealed and new bylaws adopted by approval of two-thirds (2/3) of the Board.

# WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as initial directors of Easing Awake, a California religious nonprofit corporation, and, pursuant to the authority granted to the Directors by these bylaws to take action by unanimous written consent adopt the foregoing bylaws, consisting of seven (7) pages, as the bylaws of this corporation.

Dated: February 8, 2015

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William Storm, Director, Moderator, Secretary

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Michele Tracy, Director, Treasure

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Douglas C. B. Kraft, Director, Guiding Teacher

# CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of Easing Awake and that these bylaws were duly adopted by the Board of Directors of Easing Awake on the date set forth below.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

William Storm, Secretary