

12/1978

RESTATED  
BY-LAWS  
OF  
BUDDHIST TEMPLE OF ALAMEDA

I

Principal Office

The principal office of this corporation is fixed and located at 2325 Pacific Avenue, in the City of Alameda, County of Alameda, California. The Board of Directors is granted full power and authority to change the principal office from one location to another in Alameda County. Any change shall be noted by the Secretary opposite this Article, but shall not be considered an amendment of these By-Laws.

II

Members

Section 1. Qualification for Membership. There shall be two (2) classes of members of the corporation: Honorary members and regular members. Honorary members shall be those persons who have aided and supported this corporation and its purposes who, in the opinion of the Board of Directors have performed services for the corporation warranting their appointment as honorary members. Regular members shall be

those wishing to embrace or are sympathetic to the teaching of JODO SHINSHU BUDDHISM and who have paid membership dues specified by the Board of Directors. A regular member shall be admitted to membership only upon approval by the Board of Directors, or upon approval by such membership committee or membership secretary as the Board of Directors may, by resolution, have authorized to admit members.

Section 2. Termination of membership. A membership shall terminate upon the death or resignation of the member or upon his expulsion by a majority vote of the Board of Directors. A member may be expelled for nonpayment of dues or for conduct which the Board of Directors shall deem inimical to the best interests of the corporation. A member may not transfer his membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the corporation or its property shall cease upon termination of his membership.

Written notice of delinquency of payment of dues shall be mailed to each delinquent member at such member's address as shown on the records of the corporation. No member shall be expelled for nonpayment of his account unless and until his account remains delinquent for thirty (30) days after mailing of the notice to the delinquent member.

Section 3. Dues.

- a. Honorary members shall not be required to pay dues.
- b. The membership dues of regular members shall be fixed from time to time, by the Board of Directors.

Section 4. Meetings of Members. The annual meeting of the members of the corporation shall be held at 2:00 p.m. at the principal office of the corporation, in the second Sunday of December of each year, or at such other date, time of day, or place as may be designated by the Board of Directors and indicated in the notice of such meeting.

Special meetings of the members of the corporation may be called and held as may be directed by the Board of Directors, by the President, or by not less than one-tenth of the members. Notice of each meeting of members shall be given by mailing a copy of such notice to the address of such member as shown on the corporation's records not less than five (5) days before the meeting.

Section 5. Voting. All members shall have equal voting and other rights. Each member shall be entitled to cast one vote except in the election of directors of the corporation.

In the election of directors of the corporation, each member shall have one vote for each vacancy to be filled on the Board of Directors. The candidates receiving the

highest number of votes in descending order of votes are elected to fill the positions of directors to be elected.

Voting by proxy shall be permitted if the proxy is given in writing to all members.

Section 6. Quorum. The presence in person of one-tenth (1/10) of the members of the corporation shall constitute a quorum for the transaction of business at any meeting of members. Every act or decision done or made by a majority of the members present in person or by proxy at a meeting duly held, at which a quorum was present, shall be regarded as the act of the members unless a greater number be required by law or by the Articles of Incorporation or by these by-laws.

### III

#### Directors

Section 1. Powers and Authority. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by the Board of Directors, subject to limitations contained in the Articles of this corporation and the laws of the State of California as to matters which must be authorized or approved by the members.

Section 2. Number and Qualification. The authorized number of directors of this corporation shall be thirty (30) until changed by amendment of the Articles of Incorporation or by an amendment to these By-Laws. Each director of this corporation shall be a member of this corporation. If a person ceases to be a member of this corporation, that person shall also cease to be a director of this corporation.

Section 3. Election and Term of Office. Directors shall be elected at every other annual meeting of members or at any special meeting of the members held in lieu of the annual meeting beginning with the annual meeting to be held in 1978. All directors shall hold office until their respective successors are elected, except in the case of the resignation, death, disability or disqualification of a director.

Section 4. Removal of Directors. A director may be removed from office by the affirmative vote of two-thirds (2/3) of the members of the corporation.

Section 5. Vacancy. A vacancy in the Board of Directors caused by death, resignation, disability, removal or disqualification of a director shall be filled by a majority vote of the remaining directors or by the sole remaining director.

Section 6. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held without call on the second Wednesday of each month at 7:30 p.m. of

said day. Should such date fall on a legal holiday, then said meeting shall be held at the same time the next day thereafter which is not a legal holiday. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Section 7. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if he is absent or unable or refuses to act, by any three (3) Directors. Such meetings may be held either in the principal office or at any place designated from time to time by resolution of the Board of Directors or by written consent of all the Directors.

Notice of the time and place of special meetings shall be given personally to the Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to him at his address as shown upon the records of the corporation. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of said meeting. In the event such notice is delivered personally

to each Director, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of said meeting.

The transactions of any meetings of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8. Quorum. Eight (8) directors shall constitute a quorum for the transaction of business.

Section 9. Fees and Compensation. Directors shall receive no compensation for their services but may receive reimbursement for expenses as may be fixed by resolution of the Board.

#### IV

#### Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a

treasurer, each of whom must be chosen from the membership of the Board of Directors of the corporation. The corporation may also have such other officers, who need not be directors, as may be appointed by the Board of Directors.

Section 2. Election. The officers shall be chosen every other year by the Board of Directors at the meeting of the board held next following the annual meeting of members at which the Board of Directors is elected. Each officer shall hold his office until he shall resign, be removed by the Board of Directors, or otherwise be disqualified to serve, or until his successor shall be elected and qualified.

Section 3. Removal and Resignation. Any officer may resign or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the Board of Directors.

Section 4. President. The president shall be the executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the corporation. He shall preside at all meetings of members and at all meetings of the Board of Directors. The president shall appoint all necessary committees, subject to the confirmation of the Board of Directors.



Section 5. Vice-President. The vice-president shall, in the absence or disability of the president, perform all the duties of the president, and when so acting, shall have all the powers of, and be subject to the restrictions on, the president.

Section 6. Secretary. The secretary shall keep at the principal office of the corporation a book of minutes of all meetings of the directors and of the members. He shall maintain a membership book for the corporation, showing the name and address of each member.

Section 7. Treasurer. The treasurer shall have general charge of the financial records and accounts of the corporation and shall keep and maintain adequate and correct books of account, showing the receipts and disbursements of the corporation and an account of its cash and other assets. It shall be the responsibility of the treasurer to issue, or cause to be issued, to each member of the corporation, an annual statement of dues and other indebtedness owed by the member in accordance with these By-Laws. The treasurer shall deposit all monies of the corporation with such depositories as are designated by the Board of Directors and shall disburse the funds of the corporation as may be ordered by the Board of Directors. The treasurer shall render to the president or Board of Directors on request statements of the financial condition of the corporation.

V

Committees

The president shall, immediately after his election, appoint, subject to confirmation by the Board of Directors, all necessary committees.

VI

Miscellaneous

Section 1. Execution of Documents. The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person 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 for any purpose or any amount.

Section 2. Inspection of By-Laws. The corporation shall keep in its principal office the original or copy of these By-Laws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Rules of Order. The rules contained in Roberts Rules of Order, revised, shall govern all members

meetings and directors meetings of the corporation, except in instances of conflict between said Roberts Rules of Order and the Articles of Incorporation or By-Laws of the corporation or provisions of law.

Section 4. Context. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-Profit Corporation Law shall govern the construction of these By-Laws.

#### VIII

##### Amendment to By-Laws

These By-Laws may be amended by the vote or written assent of a majority of the members, or the vote of a majority of a quorum of the members, at a meeting called for that purpose.

In addition, these By-Laws may be amended at any time by the Board of Directors; provided, however, that an amendment to the By-Laws changing the number of directors may not be adopted without the vote or written assent of the members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called for that purpose.

Any amendment to these By-Laws adopted by the Board of Directors shall be binding on the members unless and until rejected by the members at an annual meeting of the corporation or a special meeting of the members called for that purpose. It shall be the duty of the Board to present to the members for ratification or rejection at each annual meeting of the corporation or at any special meeting held in lieu of an annual meeting, amendments to By-Laws that have been made by the Board during the year immediately preceding the meeting.