BYLAWS
OF
ZEN FIELDS

PREAMBLE

Zen Fields is a Soto Zen Buddhist Temple organized to relieve suffering through the development of human understanding through spiritual practices and education. We work toward that mission by doing the following:

- Provide regular schedules of meditation, services and chanting.
- Provide short and extended retreats.
- Provide instruction in meditation and chanting practices.
- Provide education in Buddhist system of thought, including ethical and moral systems.
- Act in an ethical and moral manner, in accord with the Sixteen Bodhisattva Precepts, and to safeguard the health and welfare of all individuals who participate in programs offered by Zen Fields.
- Provide spiritual refuge for individuals.
- Promote a peaceful world.

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1.1 Principal Office. The location of the principal office of the corporation in the State of Iowa will be identified in the corporation's biennial report filed with the Iowa Secretary of State.

Section 1.2. Registered Office and Registered Agent. The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE II. MEMBERS

Section 2.1. Members. The corporation shall have members. The board of directors will periodically define the requirements for membership. Members only have such rights as are set forth in the articles of incorporation or the bylaws for the corporation, and, except as specifically required by the Iowa Revised Nonprofit Corporation Act, members do not have the right to vote on any matters, including the election of directors.

Section 2.2. Expulsion, Suspension or Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may expel, suspend or terminate a member with or without cause.

Section 2.3. Transfer of Membership. Membership in the corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. The annual meeting of members shall be held on the third Saturday in March of each year or such other date as the board of directors shall by resolution specify. At each annual meeting, the president and treasurer shall report on the activities and financial condition of the corporation. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. A member may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.2. Special Meetings. Special meetings of the members may be called only by the president or the board of directors and shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the president.

Section 3.3. Place of Meeting. The board of directors may designate any place, either within or outside of the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Iowa.

Section 3.4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting or if notice is mailed by other than first class or registered mail not less than 30 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 3.5. Waiver of Notice.

(a) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member's arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.6. Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting.

Section 3.7. Members' List. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names and addresses of all members who are entitled to notice of a members' meeting. The members' list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member's agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person's expense, during the period it is available for inspection. The corporation shall make the members' list available at the meeting, and any member, or a member's agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

Section 3.8. Quorum and Action. One-tenth of the members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 3.9. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with Article XI. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the state of Iowa, but must be members of the corporation.

Section 4.2. Number, Tenure and Qualifications. The board of directors shall consist of at least three and not more than thirteen directors as set by action of the board of directors. After the initial board term, each director can serve a term of three years or the unexpired term of a previous director. The board of directors shall be divided into three classes so that approximately one-third of the directors are elected each year. Class I directors shall serve terms of office which shall expire at the annual meeting held in 2022. Class II directors shall serve terms of office which shall expire at the annual meeting held in 2023. Class III directors shall serve terms of office which shall expire at the annual meeting held in 2024. Notwithstanding the foregoing, each director shall serve until the successor is duly elected and qualified to serve. The identification of and assignment to a class for the initial directors will be set forth in the organizational minutes for the corporation. The board of directors will elect the reappointment or replacement of a director whose term is expiring at the next annual meeting of the board of directors. An incumbent director shall abstain from voting for his or her own reappointment. The board of directors may appoint an eligible member to fill an open seat on the board until the next annual meeting of the board of directors. A director may serve multiple terms without limit if elected by the board of directors.

Section 4.3. Regular Meetings. The annual meeting of the board of directors shall be held annually on such date as the board of directors shall by resolution specify. The board of directors may provide by resolution the time and place, either within or outside of the state of Iowa, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4.4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of Iowa, as the place for holding any special meeting of the board called by them.

Section 4.5. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously by written notice delivered personally or sent by mail, fax or other electronic means to each director at the director's address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by fax or other electronic means, it shall be deemed to be delivered when successfully transmitted to the recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 4.6 Place of Meetings, etc. The board of directors may hold its meetings at such place or places within or without the State of Iowa, as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 4.9. Resignation and Removal. Any director of the corporation may resign at any time by delivering written notice to the president, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. A director shall be subject to removal, with or without cause with the consent of a majority of the directors other than the director subject to removal, only at a meeting of the board of directors called for that purpose in the manner prescribed by these bylaws.

Section 4.10. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of the director's predecessor in office or, in the case of an increase in the number of directors, a class determined by the board of directors, not to exceed three years to try to keep the expiring terms reasonably balanced.

Section 4.11. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 4.12. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XI (Electronic Transmission) of these bylaws. A director's consent may be withdrawn by a

revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the directors.

ARTICLE V. OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a president, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person. Only individuals who have specific plans to receive or have received the precepts (either the five precepts or the sixteen precepts) from any Buddhist organization are eligible to serve as an officer.

Section 5.2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 5.3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 5.6. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of

the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII (Contracts, Checks, Deposits and Gifts**)** of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the board of directors.

Section 5.7. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

ARTICLE VI. COMMITTEES

Section 6.1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 6.2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6.3. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the board of directors of the corporation and until the member's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 6.4. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 7.1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the secretary of the corporation.

Section 7.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 7.4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. Spiritual Guide and Staff

Section 8.1 Spiritual Guide. The Spiritual Guide is the spiritual leader of the Corporation and works and consults with the Board of Directors (and other ordained or lay teachers or priests who may, from time to time, be appointed by the Board of Directors or by the Spiritual Guide with the consent of the Board of Directors to assist the Spiritual Guide) to establish its spiritual direction. The Spiritual Guide is fully responsible for all matters of spiritual practice, including the following:

- Establishing sitting parameters;
- Teaching in accordance with the principles of Soto Zen;
- Encouraging the spiritual well-being, growth and ethical conduct of the Corporation membership and wider Sangha;
- Supporting and developing teachers and practice leaders;
- Establishing practice forms and scheduling regular and periodic practice opportunities and programs; and
- Approving programming of the Corporation.

Section 8.2. Qualifications and Selection of Spiritual Guide. The Spiritual Guide shall be a Soto Zen Priest ordained in a recognized Soto Zen transmission lineage who has received full authorization to teach from his or her own teachers and who is an active Full Member of the Soto Zen Buddhist Association, of Soto Zen North America, of the Association of Soto Zen Buddhism, or a member of the American Zen Teachers Association. View the "Sokanbu Application Guideline" and/or the Soto Zen Buddhist Association "Standards" document [from 2017 – not updated or revised later versions] for specific criteria. The Spiritual Guide may suggest a dharma heir who meets the qualifications set forth above to succeed him or her as Spiritual Guide, in consultation and collaboration with the Board of Directors; provided, however, such appointment must first be ratified by a vote of at least seventy-five percent of the Directors. If a Spiritual Guide fails to suggest a dharma heir to succeed him or her as Spiritual Guide or if the Board of Directors fails to ratify the appointment of a successor, the Spiritual Guide shall be selected by the Board of Directors upon affirmative vote of seventy-five percent of the Directors. The Board of Directors or the Spiritual Guide with consent of the Board of Directors, may from time to time also appoint other ordained or lay teachers or priests of the Corporation.

Section 8.3. Removal of Spiritual Guide or Other Clergy. The Spiritual Guide or other fully ordained clergy of the Corporation may be removed "for cause" upon affirmative vote of seventy-five percent of the Board of Directors. For this purpose, "cause" shall be defined as: neglect of or failure to perform the duties set forth in Article VIII, material failure to follow one or more of the Sixteen Bodhisattva Precepts, violation of law, theft or other self-dealing or obtaining a benefit for self or others pursuant to undisclosed conflicts of interest, fraud, deceit or other misconduct, acts contrary to the best interests of the Corporation, material violation of Corporation policies and principles, willful misconduct or recklessness, actions which are harmful to others, sexual relationships with students or other members of the Corporation without full and complete disclosure thereof to the Board of Directors, incapacity, incompetence or death. The Head Priest or other fully ordained clergy of the Corporation may be removed without cause upon affirmative vote of seventy-five percent of the Board of Directors.

Section 8.4. Administrative Staff. The Board of Directors may, from time to time, create administrative and other staff positions and retain a person or persons to fulfill the responsibilities of such positions as may be designated by the Board of Directors. Such positions and persons fulfilling those positions shall be subject to the control of the Board of Directors.

ARTICLE IX. BOOKS AND RECORDS

Section 9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

Section 9.2. Members' Right to Information

(a) A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all

members' meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation's current directors and officers; and (vi) the corporation's most recent biennial report delivered to the Iowa Secretary of State. Provided the member shall have given the corporation written notice of the member's demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member's purpose and the records the member desires to inspect, and the records requested, are directly connected with the member's stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following:(i) excerpts from minutes of any meeting of the board of directors, records of any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the board of directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member's interest as a member.

(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.

Section 9.3. Director's Access to Records. A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

Section 9.4. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the president and by the secretary or treasurer. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. ELECTRONIC TRANSMISSION

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

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