


CAROL PREST

Bylaws

Article 1: Membership

Section 1. Eligibility

1. The Society welcomes all those interested in Buddhism or the objects of the Society to apply for membership. Membership will not be restricted based upon race, national origin, gender, sexual orientation, age, religion or handicap.
2. Any individual over the age of 18 may be an active member to vote or hold office. Persons who are below 18 years of age shall not be accepted as members without the written consent of their parents or legal guardian and shall not be eligible to vote or hold office in the Society.

Section 2. Application for Membership

1. All Monastic's who have accepted an invitation from the Executive Committee to become participants in the Sangha and Society are automatically accepted as members.
2. An application for lay membership of the Society:
 - 2.1 Shall be made in writing in the membership form set out in Appendix 1;
 - 2.2 Shall be accompanied by the membership fee set at the Annual General Meeting;
 - 2.3 Shall be lodged with the Secretary.

Section 3. Terms of Membership

1. A copy of the Society Bylaws is available on the web site (www.sherabchammaling.com); however, a "hard" paper copy will be made available to those members who request one upon payment of the membership fees.
2. Members shall receive copies of meeting minutes, notices of all sangha events, copies of newsletters, and, if and when possible a reduced registration fee for retreats/workshops/teachings that the society and/or centre organize, and to inspect the books and records by giving one week notice to the Executive.
3. Lay membership is valid for the current calendar year and entitles the member to attend and vote at General Meetings.

4. A register of members shall be kept showing in respect of each member, his/her name, address, email address and telephone number.

5. At the end of the current calendar year, lay members who do not submit annual dues for the following year before or at the AGM, automatically lose membership rights. All membership rights shall be immediately reinstated following receipt by the Secretary of the annual dues.

Section 4. Withdrawing or Terminating Membership

1. A person ceases to be a member of the Society if the person:

1. Dies
2. Resigns the membership
3. Is expelled from the Society

2. Members, either monastic or lay, may resign their membership at any time by submitting written notification to the Secretary which withdrawal shall be effective upon receipt thereof by the Secretary.

3. A lay member whose behavior is deemed to be inconsistent with the objects of the Society can be expelled from the Society under the following process:

1. The procedure is requested by at least two members during the course of a General Meeting.
2. Notice to all members that the termination of membership procedure is to be instigated at the next General Meeting is circulated by the Secretary.
3. The member who is the subject of the procedure has the right to be heard by the General Meeting before a final decision is made.
4. A two-thirds majority vote of the total voting members in good standing at a General Meeting is required in order to carry the motion to terminate membership.

Section 5. Member's Liabilities

1. Members of the Society, either monastic or lay, shall not be liable to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society.

Article 2: Membership Fees

1. The annual dues for membership in the Society shall be set at the AGM.

2. Members of the monastic community are exempted from all annual dues applicable to membership of the Society.
3. For lay members of sixty-five years and above, the annual dues are reduced by half.
4. For persons under the age of 18, the membership fee will be reduced by half.

Article 3: General Meetings of the Society

Section 1: Notice of Meetings

1. A General Meeting of the Society may be called at any time by the Secretary upon the instructions of the Chair or the Executive Committee by notice in writing to the last known address of each member, delivered 8 days prior to the date of such meeting or land mail, via fax, telephone, or email prior to the date of such meeting.
2. Notices of General Meetings shall include the day, hour, place and a full agenda listing all matters to be discussed, and copies of the Minutes of the previous general meeting.
3. A Special General Meeting shall be called by the Chair or Secretary upon receipt by him or her of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, delivered 8 days prior to the date of such meeting or via land mail, fax, telephone or email.
4. The proceedings of a General Meeting shall not be invalidated by the non-receipt by one or more members of notification.

Section 2: Annual General Meeting (AGM)

1. An Annual General Meeting (AGM) shall be held on or before the end of February each year on a date selected by the Executive Committee. Notice of the meeting date shall be sent by the Secretary in writing to the last known address of each member, delivered 8 days prior to the date of such meeting or via land mail, fax, telephone, or email.
2. The agenda for the AGM shall consist of at least the following:
 1. Adoption of the minutes of the previous Annual General Meeting.
 2. Acceptance of the Audited Statement of Income and Expenditure and the Balance Sheet of the previous financial year.

3. Annual Report of the Executive Committee for the previous financial year.
4. Election of Office Bearers and the Auditors for the following term.
5. Approval of expenditures for major projects.
6. Approval of annual dues.
7. Review of the Bylaws.

Section 3: Quorum

1. No item of business shall be transacted at a General Meeting unless a quorum of members is present during the time the meeting is considering that item.
2. Five (5) members in good standing shall constitute a quorum at any General Meeting.
3. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall stand adjourned to a time and place determined by the Chair and a quorum at any such adjourned meeting shall be those members who shall be present at such adjourned meeting.

Section 4: Voting

1. Each member in good standing present and voting at a General Meeting of the Society shall have one vote. Members shall not be entitled to vote by proxy at General Meetings.
2. Voting at all General Meetings shall be a show of hands unless a poll is demanded by the Chair or by at least three (3) members present.
3. Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society, shall each be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.
4. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded. A poll demanded on election of a Chair or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

The Chair will conduct a vote by secret ballot for those positions contested at an AGM.

5. In the case of an equality of votes, whether on a show of hands or poll, the Spiritual Director, or the Chair of the General Meeting shall be entitled to a second or casting vote.

Section 5: Minutes

1. The Executive Committee shall cause minutes to be made:

1. Of all appointments of officers of the Executive Committee
2. Of the names of officers of the Executive Committee present at all meetings of the Society and the Executive Committee.
3. Of all proceedings at all meetings of the Society and of the Executive Committee.

2. Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

3. The Secretary shall keep minutes of the proceedings of all meetings in books kept for that purpose.

Article 4: Executive Committee

1. The Executive Committee shall consist of the Spiritual Director, Chair, Vice-Chair, Treasurer, Secretary and any number of Members-at-Large as the Society may determine from time to time.

2. With the exception of the Spiritual Director, the Executive Committee shall be elected at the AGM for a term of two years. Any regular member in good standing shall be eligible for election.

3. With the exception of the Spiritual Director, the officers of the Executive Committee shall receive no remuneration for their services. On recommendation and approval by the Executive Committee and, as stated in the Constitution - "*to support and sustain a Spiritual Director*", the Spiritual Director may receive "honorariums".

4. The Executive Committee shall, with guidance from the Spiritual Director, administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of undertaking which the Society may legitimately enter into and, otherwise be authorized to exercise and do.

5. Meetings of the Executive Committee shall be held as often as may be required but at least three times a year on the third Wednesday of the months of January, May and September; and shall be called by the Secretary at the request of the Chair. The Chair or, in his/her absence, the Vice-Chair, shall preside at meetings of the Executive Committee.

6. A Special Meeting of the Executive Committee may be called on the instructions of any 2 officers thereof, provided they request the Chair in writing to call such meeting, and state the business to be brought before the meeting.

7. Meetings of the Executive Committee shall be called by 8 days' notice in writing to each officer by land mail, fax, telephone or email.

8. Any 3 officers shall constitute a quorum and impromptu meetings may be held without notice if a quorum of the Executive Committee is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive Committee; otherwise they shall be null and void.

9. Where a meeting cannot conveniently be convened, the Chair may canvass officers of the Executive Committee by telephone or email as to any matter connected with the routine business of the Society and may obtain the approval of the Executive Committee to a particular course of action. Such approval shall be recorded in writing i.e. hard copies of the final email vote, then attested to by the signature of the Chair and shall be a valid resolution of the Executive Committee for all purposes. Copies of all email votes will be included with the regular meeting minutes.

10. With the exception of the Spiritual Director, any officer may be removed from office for any cause that the Society deems reasonable by a two-thirds majority vote of the total voting members in good standing of the Society at a General Meeting.

11. With the exception of the Spiritual Director, any officer of the Executive Committee who dies, becomes incapacitated, resigns his/her office, or without reasonable explanation absents himself or herself from three meetings consecutively, shall be deemed to have withdrawn from the Executive Committee and a successor may be appointed by the Executive Committee to serve until the next Annual General Meeting (AGM).

If an executive vacancy occurs, the remaining executive members may appoint a successor at the next business meeting. Any appointed successor will serve until an election at the next AGM

The Executive Committee may:

- i) Appoint standing or adhoc committees it considers necessary.
- ii) Define appropriate terms of reference and delegate powers to the committee, which is responsible to the Executive,
- iii) Appoint an officer or trustee as an ex-officio committee member.

Section 1: Spiritual Director

1. The Spiritual Director shall be responsible for the teaching practices and philosophy of the Society and the Centre, and will provide advice to the Executive Committee when necessary.
2. The Spiritual Director will hold the only permanent position on the Executive Committee. In the first instance and creation of this Society, the Spiritual Director will be the founder and creator of the centre, Geshe YongDong Losar.
3. In the event that the Spiritual Director will be absent from the centre for an extended length of time, he will have the option of appointing an “*Acting Resident Lama*” who will be responsible for the spiritual activities of the centre during his absence. The Acting Resident Lama will attend all meetings and will have one vote.
4. In the event of a sudden or unexpected death or permanent mental or physical incapacity of the Spiritual Director, the next Spiritual Director will be appointed, with guidance from either Menri Monastery - India, Norbutse Monastery – Nepal or Nangzhig Monastery – Tibet, to ensure the purity of the YungDrung Bön tradition of teachings.

Section 2: Chair

1. The Chair shall, when present, preside at all meetings of the Society and the Executive Committee.
2. The Chair shall also be charged with the general management and supervision of the affairs and operations of the Society.
3. The Chair and the Secretary or Treasurer shall sign all resolutions.

Section 3: Vice-Chair

1. The Vice-Chair shall perform all the duties of, and be subject to the same rules as the Chair, whenever the Chair shall cease to hold office or be prevented from attending to his/her duties.

2. The Vice-Chair shall preside at all meetings of the Society and the Executive Committee in the absence of or upon the request of the Chair.

Section 4: Treasurer

1. The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in whatever Bank, Trust Company, or Credit Union, the Executive Committee may order.

2. He/she shall properly account for the funds of the Society and keep such books as may be directed.

3. He/she shall present a full detailed account of receipts & disbursements to the Executive Committee whenever requested and shall prepare for submission to the Annual General Meeting a statement dully audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

Section 5: Secretary

1. The Secretary shall have charge of the correspondence of the Society and be under the direction of the Chair and the Executive Committee.

2. The Secretary shall have charge of the Seal of the Society which seal whenever used shall be authenticated by the signature of the Secretary and the Chair, or, in the case of the death or inability of either to act, by the Treasurer.

3. It shall be the duty of the Secretary to attend all meetings of the Society and of the Executive Committee, and to keep accurate minutes of the same in books kept for that purpose.

4. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Society, such monies to be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, or Credit Union, as hereinafter required.

5. In the case of the absence of the Secretary, his or her duties shall be discharged by such officer as may be appointed by the Executive Committee.

6. The secretary will complete & mail in the annual change of directors forms, and annual renewal of non- profit society registration as required by BC govt.

Section 6: Members-at-Large

1. Members-at-Large shall be elected to the Executive Committee by a majority vote at the Annual General Meeting.
2. Members-at-Large shall participate in the work of the Executive Committee as required.
3. Members-at-Large will attend Executive Committee meetings and present reports as requested.

Article 5: Funds

1. All moneys received by the Society shall be deposited intact at the earliest possible date to the credit of an account operated by the Spiritual Director, Chair, Treasurer and the Secretary in the name of the Society at such bank as the Executive Committee shall decide.
2. Official receipts for moneys received shall be issued within Thirty (30) days of the Treasurer receiving the funds.
3. All payments in excess of twenty (\$20) made by the Society shall be paid by cheque signed by any two of the following: Spiritual Director, Chair, Treasurer, and/or Secretary.
4. The Treasurer will provide quarterly reports to the Executive Committee on the Society's financial situation.
5. The Society's audited annual accounts will be presented by the auditors to all members of the Society at the Annual General Meeting.

Article 6: Authorization of Accounts

1. All accounts shall be presented to and passed for payment at Executive Committee meetings and full details of all such approvals shall be entered in the minute book.

Article 7: Custody of Books

1. Except as otherwise provided by these Rules, the Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

Article 8: Inspection of Books

1. The records, books and other documents of the Society shall be open to inspection by any member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time and place satisfactory to the officer or officers having charge of the same.

2. Each member of the Executive Committee shall at all times have access to such books and records.

Article 9: Financial Year

1. The financial year shall be from January 1st up to and including December 31st.

Article 10: Audit

1. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society nominated and approved by the executive or elected for that purpose at the AGM.

2. An auditor shall not be a member or closely related to a member of the Executive Committee.

3. Auditors will be required to examine all accounts, vouchers, receipts, books etc., and furnish a complete and proper statement of the standing of the books to the AGM.

Article 11: Bylaws Amendments

1. Any member in good standing of the Society can propose amendments to the Bylaws. A written request for an amendment shall be delivered to the Secretary not less than thirty (30) days prior to an AGM.

2. The Bylaws may be rescinded, altered, or added to by a Special Resolution. A Special Resolution means a resolution passed at an AGM of which not less than twenty one (21) days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than seventy five percent (75%) of those members who, if entitled to do so, vote in person.

3. All amendments, additions or deletions, shall be announced during the AGM.

Article 12: Borrowing Powers

1. For the purpose of carrying out its objects, the Society may borrow, raise, or secure loans, mortgages, or other commercial paper, in such manner as it thinks fit, upon authorization of a special resolution passed by a two-thirds majority of the Society at a General Meeting.

Article 13: Dissolution

1. If the Executive Committee by a simple majority decide at any time that on the grounds of expense or otherwise deemed necessary or advisable to dissolve the Society, it shall call a Special Meeting of all the members of the Society who have the power to vote.
2. Not less than twenty one (21) days' notice (stating the terms of the Resolution to be proposed thereat) shall be given of a meeting of dissolution being called.
3. The Society shall not be dissolved, except with the consent of not less than seventy five percent (75%) of the total voting members of the Society at a Special Meeting convened for the purpose.
4. A Certificate of Dissolution shall be given within seven days of the dissolution to the Registrar of Societies.
5. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged.
6. Upon dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

Article 3 of Constitution: Non-Profit Clause

1. The income and the property of the Society whence so ever derived shall be applied solely toward the promotion of the purposes of the Society and no portion thereof shall be paid or transferred directly or indirectly to the lay members of the Society.
2. This shall not prevent the payment in good faith of remuneration to any member of the Society in return for reasonable and proper rent for premises let by any member to the Society.

This provision is alterable.