ROCHESTER ZEN CENTER

Committees and Task Forces as of April 11, 2013

I. GENERAL POLICY

Article III(A)(4) of the Center's By-laws:

> 4. *Committees of the Board and the Corporation*. Consistent with section 712(a) of the Not-for-Profit Corporation Law, the Board, by resolution adopted by a majority of the entire Board (that is, four of the six Trustees), may designate from among its members standing committees, each consisting of three or more Trustees. Consistent with section 712(c), the Board may also create such special committees of the Board as the Board may deem desirable. As permitted under section 712(c), the members of such committees shall be appointed by the Board. As specified in section 712(d), each committee of the Board shall serve at the Board's pleasure. As provided in section 712(e), committees, other than standing or special committees of the Board, whether created by the Board or by the Members, shall be committees of the Corporation. The members of each such committee shall be selected as provided by the Board. As provided in section 712(e), provisions of the Not-for-Profit Corporation Law applicable to Officers generally shall apply to members of such Committees.

Statement of policy regarding Zen Center committees (from minutes of October 24-25, 1998, Board meeting):

> COMMITTEES OF THE ROCHESTER ZEN CENTER
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> This policy applies to committees of the Rochester Zen Center, other than standing or special committees of the Board of Trustees. The possible need for a committee may be identified by anyone in the Sangha and communicated to the Board of Trustees. The Board, acting pursuant to Article III(A)(4) of the Center's By-laws, will then decide whether or not to establish the proposed committee.
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> If the Board determines that a committee should be formed, it will give the committee a clear charter or mission, will appoint a committee chair, and may appoint one or more of the committee's other members. The Board of Trustees may specify the number of members on a particular committee, and in general recommends that a committee have no more than nine members. If vacancies remain on a committee after the Board has made its appointments, the committee may then select additional members from the Sangha. The Trustees recommend that all newly established committees receive training in effective group process; the Board will help make such training available to committees.
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> The Board expects committee chairs to provide the Trustees with a semi-annual report to be distributed in advance of Trustees' meetings. These reports should also be sent to the other committee chairs. Each committee should take minutes of its meetings and regularly submit those minutes to a designated Zen Center staff member, who shall make them available to the Sangha. In addition, the Board of Trustees may specify additional responsibilities, requirements, and procedures for a committee.
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> Members of the Board of Trustees are always available to consult with committees or their chairs. The Board expects that committee chairs and in-town Trustees will meet as needed to

discuss pending issues and to keep one another informed. [Roshi] should be invited to these meetings.

II. ORIGIN, COMPOSITION, AND CHARTER OF COMMITTEES AND TASK FORCES

Task Force on Assistance for Aged or Disabled Staff

- Created by Board of Trustees at meeting of May 14-15, 2005.
- Composed of members appointed by the Board.
- Charter, as clarified (from minutes of October 24-25, 2009, Board meeting):

  [The Task Force] is charged with making recommendations to the Board regarding the circumstances – if any – under which the Center would provide assistance for long-term staff members who become unable to follow the Center's work and training schedule because of age or disability. This Task Force's draft policy statement is to include recommendations regarding what role, if any, considerations such as seniority as an ordained or un-ordained staff member, age, and personal financial circumstances should play in determining how much, if any, assistance the Center may be able to offer aged or disabled former staff members.

Compensation Committee

- Created by Zen Center By-laws, Article II(E).
- Composed of "the Center's Officers and the Chairman of the Board of Trustees (excluding the Abbot, should he or she be an Officer or the Chairman)."
- Charter (By-laws, Article II(E)):

  E. THE ABBOT'S SALARY

  In accordance with section 25 of the [New York] Religious Corporations Law, the Center hereby specifies the following as constituting its rules and regulations for fixing the Abbot's salary: The Abbot's salary shall be determined from time to time by a Compensation Committee comprising the Center's Officers and the Chairman of the Board of Trustees (excluding the Abbot, should he or she be an Officer or the Chairman). Any proposed change in the Abbot's salary shall require the approval of all but one of the total number of Committee members. However, no change in the Abbot's salary proposed by the Committee shall take effect until such change has been ratified in accordance with the procedure specified in the following paragraph.

  The Compensation Committee shall forward any proposed change in the Abbot's salary to the Board of Trustees. If the Board does not acquiesce in the proposed change, the Board shall place the proposed change on the agenda of a special or annual corporate meeting of the Center's members, unless the Compensation Committee reconsiders and rescinds the proposed change before the meeting takes place. If the proposed change is rejected by the meeting of members, the Abbot's salary shall continue unchanged. In accordance with section 200 of the Religious Corporations Law, the Board of Trustees shall have no power to fix the Abbot's salary.

Development and Outreach Committee

- Created by Board of Trustees as the Chapin Mill Fundraising Committee at meeting of October 19-20, 1996. (Name changed to Development Committee at Board meeting of May 4-5, 2007, then to Development and Outreach Committee at Board meeting of May 3, 2008).
- Composed of three members initially appointed by the Board and up to seven additional members selected by the Committee (see minutes of May 3, 2008 Board meeting).

- Charter (from minutes of October 19-20, 1996, and May 4-5, 2007, Board meetings) and functions transferred from Chapin Mill Rental Task Force and Membership Task Force at May 3, 2008, Board Meeting (see minutes of May 4-5, 2007, and May 14-15, 2005, Board meetings):

  The Fund-raising Committee will make recommendations regarding how to raise the funds needed for the [Retreat Center] project, and will then organize the capital campaign. … The [Committee] will form sub-committees and work teams of volunteers as needed to help [it] carry out [its] tasks. (Minutes of October 1996 Board meeting)

  The Board changed the Committee's name to the Development Committee and charged it with making recommendations to the Board and Business Manager regarding (1) maximizing the effectiveness of the Center's annual giving campaigns and (2) encouraging planned giving to the Center through vehicles such as legacies, charitable remainder trusts, and charitable gift annuities in order to replenish the [Investment] Fund. (Minutes of May 2007 Board meeting)

  The functions of the Chapin Mill Rental Task Force and the Membership Task Force were transferred to the Development Committee, which was renamed the Development and Outreach Committee. (Minutes of May 2008 Board meeting) [Those transferred functions are as follows:]

  > The Board established a Chapin Mill Rental Task Force to gather information, consider alternative business plans, and make recommendations to the Board with regard to Chapin Mill rentals. (Minutes of May 2007 Board meeting)
  >
  > The Board created a Membership Task Force … to explore ways in which the Center might encourage and retain new members, while at the same time safeguarding the rigor of the spiritual practice and training that the Center offers. (Minutes of May 2005 Board meeting)

Ethics and Advisory Committee

- Created by Zen Center By-laws, Article X(A).
- Composed of at least four members with an equal number of men and women, including at least one Trustee, one Center Member who lives more than fifty miles from Rochester, and such other Center Members as the Board deems appropriate.
- Charter (from By-laws, Article X):

  A. COMPOSITION; QUORUM
  The Board of Trustees shall designate a standing Ethics and Advisory Committee consisting of at least four (4) members with an equal number of men and women, including at least one Trustee, one Center Member who lives more than fifty (50) miles from Rochester, New York, and such other Center Members as the Board deems appropriate. Committee members shall serve at the pleasure of the Board. Alternate Committee members may be designated by the Board from time to time as needed. A quorum of the Committee shall consist of a majority of its members, including at least one Trustee.

  B. JURISDICTION AND FUNCTIONS OF COMMITTEE
  The Committee shall (1) consider complaints against an Abbot or Acting Abbot, an Instructor [*Draftsman's note:* Under Article II(A) of these By-laws, "the term 'Instructor' shall mean any person authorized to perform spiritual teaching functions, including the giving of dokusan, daisan, or group instruction."], a Priest, a Novice preparing for ordination as a Priest (hereinafter "Novice"), a Trustee or Alternate Trustee, an Officer or Assistant Officer, a Head of Zendo, a Business Manager, or an Affiliate Leader; (2) consider concerns and complaints regarding ethical or other material issues involving the operation of the Center; (3) give advice and make determinations regarding dual relationships as addressed in Article XI below; and (4) from time to time review and, to the extent it deems appropriate, propose to the Board changes to the Center's Ethical Guidelines and Ethical Standards. The Ethics and Advisory Committee shall meet as requested by the Abbot, the Board, or any of its own members in response to matters within its jurisdiction.

Finance Committee

- Created by Zen Center By-laws, Article IV(B)(4).
- Composed of the Treasurer, the Business Manager and such other members as the Board may appoint.
- Charter (from By-laws, Article IV(B)(4) and from minutes of May 15-16, 2004, Board meeting):

  A Finance Committee comprising the Treasurer, the Business Manager and such other members as the Board may appoint, shall, consistent with any instructions or policies adopted by the Board, manage the investment of the Center's funds, including the purchase, sale, or transfer of securities on behalf of the Center. (By-laws, Article IV(B)(4))

  In addition to its previous charge of advising the Board regarding the relative composition of the Center's investments, the Committee will also monitor the Center's financial and investment strategy, as well as monitoring and overseeing the execution of that strategy, and will make recommendations to the Board as appropriate. The Committee will meet and report to the Board at least quarterly. (Minutes of May 15-16, 2004, Board meeting)

Legal Affairs Committee

- Created by Board of Trustees at meeting of May 22-23, 1999.
- Composed of members appointed by the Board.
- Charter (from minutes of May 22-23, 1999, Board meeting):

  The Committee will advise the Board and the Business Manager regarding non-routine legal issues. The Committee is also authorized, subject to policies adopted by the Board, to make general decisions regarding the obtaining of legal advice, to retain attorneys to advise or represent the Center as necessary with regard to non-routine legal issues, and to serve as a coordinating body with regard to legal matters. The Committee is also authorized to review the Center's compliance with applicable legal requirements and, where it is determined that the Center may not be in compliance, to recommend appropriate action to the Board or the Business Manager.

Sangha Engagement Committee

- Created by Board of Trustees at meeting of May 5-6, 2012.
- Four initial members were initially appointed by the Board. The Committee will be composed of at least a chairman and a Zen Center Trustee or Officer chosen by the Board. The Committee is authorized to select additional members up to a maximum total Committee membership of seven (see minutes of May 5-6, 2012, Board meeting).
- Charter (from minutes of May 5-6, 2012, Board meeting):

  The mission of the Sangha Engagement Committee will be to strengthen the Sangha's commitment, compassion, and sense of community through activities and events that help members (1) learn more about Buddhism, (2) engage in community service, or (3) feel more connected with the Zen Center and with each other.

Special Events Committee

- Created as Chapin Mill Fundraising Events Committee by Board of Trustees at meeting of October 23-24, 1999 (name changed to Special Events Committee at meeting of October 21-22, 2001).
- Composed of two members initially appointed by the Board and up to seven additional members selected by the Committee (see minutes of May 5-6, 2012, Board meeting).
- Charter (from minutes of May 5-6, 2012, Board meeting):

The mission of the Special Events Committee will henceforth be to raise the profile and enhance the standing of the Center in the community at large through the Center's presentation of special events open both to Sangha members and to others.

Committee on Sustainable Operations

- Created by Board of Trustees at meeting of May 7-8, 2010 as Energy Efficiency and Environmental Task Force.
- Converted to a standing Committee and renamed Committee on Sustainable Operations at Board meeting of October 23-24, 2010.
- Composed of seven members appointed by the Board, plus up to one additional member selected by the Committee (see minutes of October 23-24, 2010 Board meeting).
- Charter (from minutes of May 7-8, 2010, Board meeting):

  The [Committee] is charged with making recommendations to the Board of Trustees, the Chapin Mill Caretaker, the Chapin Mill Building Project Manager and Foreman, and the Arnold Park repair and maintenance supervisor regarding ways in which the Center's buildings and motor vehicles can be operated in a more energy efficient and environmentally sustainable manner. The [Committee] is to prioritize its recommendations on the basis of estimated cost effectiveness.

Trustee Nominating Committee

- Created by Zen Center By-laws, Article III(C)(1).
- Composed of the Abbot, plus one Sangha-elected Trustee, one Officer, and one Sangha member who is not the Abbot, a Trustee, or an Officer, the latter three members being chosen by the Board.
- Charter (from By-laws, Article III(C)(1)):

  Three of the Center's six Trustees shall be elected by ballot of the Center's Members. Members shall be entitled to cast a number of votes equal to the number of Trustees then to be elected by vote of the Members. Trustees elected pursuant to this paragraph shall be elected from among candidates nominated by a four-member Nominating Committee comprising (1) the Abbot, (2) an Officer of the Center designated by the Board of Trustees, (3) one of the three Trustees elected by the Center's Members pursuant to this paragraph, such Trustee to be chosen by the Board of Trustees, and (4) a Member of the Center designated by the Board of Trustees who is not the Abbot, an Officer, or a Trustee of the Center. Any Member may propose to the Committee the names of possible nominees. Prior to the annual corporate meeting, the Nominating Committee shall nominate a number of candidates equal to twice the number of Trustees to be elected by vote of the Center's Members.

Workplace Safety Committee

- Created as a Task Force by Board of Trustees at meeting of May 14-15, 2005; converted to a standing Committee at meeting of May 20-21, 2006.
- Composed of members appointed by the Board.
- Charter (from minutes of May 14-15, 2005, May 20-21, 2006, May 3, 2008, and October 22-23, 2011, Board meetings):

  The Task Force will report back to the Board at its next meeting with recommendations regarding workplace safety rules, policies, and procedures. (May 14-15, 2005)

  The Committee will adopt a final set of detailed workplace safety guidelines, which it will update and modify as necessary in the light of experience. (May 20-21, 2006)

  The Board also directed that the Workplace Safety Committee meet at least annually to review the Center's policies and procedures relating to safety. (May 3, 2008)

The Board directed that the Workplace Safety Committee … submit annual reports to the Board …. [T]he Board directed that the Committee arrange for both the Arnold Park Repair and Maintenance Supervisor and the Chapin Mill Caretaker to attend an appropriate seminar on workplace safety. (October 22-23, 2011)

III. LIST OF COMMITTEE AND TASK FORCE MEMBERS

Board-related Committees and Task Forces (chairmen in italics)

Task Force on Assistance for Aged or Disabled Staff
Cecily Fuhr, Esq., Trustee
Scott Jennings, Esq., Secretary and Business Manager
Roshi Bodhin Kjolhede, Abbot and President
Larry McSpadden, Zen Center member
John W. Pulleyn III, Treasurer and Head of Zendo

Compensation Committee
Scott Jennings, Esq., Secretary and Business Manager
Jeanette Prince-Cherry, Vice President
Chris Pulleyn, Chairman, Board of Trustees
John W. Pulleyn III, Treasurer and Head of Zendo

Finance Committee
Scott Jennings, Esq., Secretary and Business Manager
John W. Pulleyn III, Treasurer and Head of Zendo
Andrew Stern, M.D., Zen Center member

Ethics and Advisory Committee
Thomas R. Roberts, Esq., Zen Center member
Eryl Kubicka, Chapin Mill Rental Coordinator
Scott McDonald, M.D., Trustee
Jean Schneller, Zen Center member

Legal Affairs Committee
Cecily Fuhr, Esq., Trustee
Scott Jennings, Esq., Secretary and Business Manager
Karl Kieburtz, M.D., Zen Center member
Thomas R. Roberts, Esq., Zen Center member

Trustee Nominating Committee
Roshi Bodhin Kjolhede, Abbot and President
Thomas Kowal, Trustee
John W. Pulleyn III, Treasurer and Head of Zendo
Brenda Reeb, Zen Center member

Workplace Safety Committee
Eryl Kubicka, Chapin Mill Rental Coordinator
Ven. Ananta Brückner, Repair and Maintenance Supervisor
Scott Jennings, Esq., Secretary and Business Manager
Ven. Wayman Kubicka, Chapin Mill Caretaker and Project Foreman
John W. Pulleyn III, Treasurer and Head of Zendo
Larry McSpadden, Zen Center member (Consultant)

Sangha Committees and Task Forces (chairmen in italics)

Development and Outreach Committee
Chris Pulleyn, Chairman, Board of Trustees
Cecily Fuhr, Esq., Trustee
Scott Jennings, Esq., Secretary and Business Manager
Roshi Bodhin Kjolhede, President and Abbot
Prof. Donna Kowal, Zen Center member
Eryl Kubicka, Chapin Mill Rental Coordinator
Kit Miller, Zen Center member
John W. Pulleyn III, Treasurer and Head of Zendo

Sangha Engagement Committee
Kathryn Collina, Trustee
Andrew McClain, Zen Center staff member
Devin Wiesner, Zen Center Member

Special Events Committee
Devin Wiesner, Zen Center Member
Scott McDonald, M.D., Trustee

Committee on Sustainable Operations
Thomas Kowal, Trustee
Kathryn Argetsinger, Zen Center member
Ven. Wayman Kubicka, Chapin Mill Caretaker and Project Foreman
Prof. Abigail Levin, Zen Center member
William Lindenfelser, Zen Center member
John W. Pulleyn III, Treasurer and Head of Zendo
Devin Wiesner, Zen Center member