



## BOARD OF TRUSTEES MEETING

May 14-15, 2022

Minutes recorded by the Secretary and the Assistant Secretary.

Unless otherwise noted, all actions of the Board at this meeting were by unanimous vote.

The following were present at the meeting:

Trustees: Jonathan Hager (Chair), Chris Pulleyn (Trustee Chair Emerita), Sensei Gerardo Gally, Rebecca Gilbert, Luka Häkkinen, Dené Redding, Thomas Roberts

Officers: Roshi Bodhin Kjolhede, Spiritual Co-Director and Co-President; Sensei John Pulleyn, Spiritual Co-Director and Co-President; Jeanette Prince-Cherry, Vice President; Scott Jennings, Secretary and Business Manager; Barry Keesan, Treasurer; Donna Kowal, Assistant Secretary, Chapin Mill Head of Zendo, and Manager, Sangha Programs Office

Others: Betsy Friedman, Member of Development Committee; Deborah Hall, Member of Ethics and Advisory Committee; Tom Kowal, Chapin Mill Caretaker; Eryl Kubicka, Chapin Mill Rental Coordinator and Chair of Workplace Safety Committee; Bill Lindenfelser, Chair of Facilities and Sustainable Operations Committee; Ven. Trueman Taylor, Arnold Park Head of Zendo

- ♦ The Board approved the minutes of its October 23-24 meeting as submitted by the Secretary and Assistant Secretary, with the addition of the introductory phrase, “In an effort to be more gender-inclusive,” to the paragraph relating to the elimination of the phrases “he or she,” “his or her,” and “him or her” from the Center’s by-laws.
- ♦ The Board reviewed the proposed by-law changes eliminating gendered pronouns submitted by the Secretary at the Board’s request. Tom Roberts proposed making a few additional minor

edits for the sake of clarity. The Board adopted the proposed by-law changes with the inclusion of any minor, non-substantive edits that Tom and Scott Jennings agree upon. [Secretary's note: The final revised version of the by-laws is filed with these minutes as Appendix A.]

- ◆ Having previously determined that the Auckland Zen Centre (AZC) constitutes an "Approved Organization" in accordance with the Rochester Zen Center's Guidelines for Funding Foreign Organizations, the Board ratified and confirmed its previous approval, via e-mail, of the Business Manager's recommendation that \$10,781.33 be disbursed from the monies donated to the Rochester Zen Center to help support AZC projects and activities. The requested disbursement is to help the AZC support its three staff members for the fiscal year April 1, 2022, through March 31, 2023. The trustees of the AZC will oversee the use of the funds, in consultation with the AZC's treasurer.

In taking these actions, the Board found that the requested disbursements fulfill the tax-exempt religious purposes of the Rochester Zen Center and satisfy the criteria set forth in the Guidelines. Accordingly, the Board accepted the Business Manager's recommendation that the disbursements be approved.

- ◆ The Board ratified and confirmed its previous decision, via e-mail, to allocate additional funds to the Chapin Mill Refurbishment Task Force for the purpose of replacing the worn carpeting throughout the Phase I section of the Retreat Center. The Task Force is charged with overseeing refurbishments and renovations to the Retreat Center, with particular emphasis on ensuring that the building is appealing to potential renters. Of the initial \$20,000 the Board allocated for this purpose, about \$10,500 has been spent or allocated for furnishings, bedding, and the like. Replacement of the carpeting cost \$21,485. Accordingly, an additional allocation of \$11,985 was needed to cover the cost of the carpet replacement. Since all these improvements are aimed at making the Retreat Center more attractive and suitable for renters – most of which are groups providing information and instruction to the community regarding the uses of meditation for health, stress-reduction, and the like – the cost of the improvements will be expensed from monies donated to the Center's Community Mindfulness Outreach Fund, with any shortfall charged to the cost-of-rentals account.
- ◆ The Board reviewed and approved the written report of the Workplace Safety Committee. That report is filed with these minutes as Appendix B.
- ◆ Barry Keesan and Donna Kowal reported on behalf of the Sangha Programs Office (SPO). Donna's written report focusing on SPO program offerings, information technology, infrastructure development and upgrades, and strategic planning is filed with these minutes as Appendix C. Barry first presented a model he has developed for analyzing income and expenses associated with Chapin Mill. The model predicts that with reasonable increases in

rental rates and session fees, we may well be able to balance the Center's overall operating budget while taking a much lower operating draw from the Investment Fund. This would provide substantial additional funds for purposes such as investing both in enhanced Sangha programming and in infrastructure upgrades and improvements.

Next, Barry presented a "Balanced Scorecard" strategic planning map for the SPO that he developed based on a day-long strategic planning meeting attended by Zen Center staff members and volunteers. [*Secretary's note:* According to Investopedia.com, "A balanced scorecard is a performance metric used to identify, improve, and control [an organization's] various functions and resulting outcomes."] The SPO's strategic planning map is filed with these minutes as Appendix D. The foundation of the map requires modernization and enhancement of the Center's information and technology infrastructure, a process that has begun with input from staff and volunteers working on the Center's website, in its financial office, and in the SPO. Barry also reported that the strategic planning meeting resulted in a statement identifying and explicating the values that inform the SPO's work: service, inclusiveness, and love. The SPO values statement is filed with these minutes as Appendix E.

- ◆ Betsy Friedman reported to the Board regarding her research into board structure and stewardship models at various religious organizations. Betsy examined by-laws, reviewed strategic plans, and conducted interviews with representatives of a number of Zen centers and churches. This encompassed five Zen centers and three local churches.

Betsy first summarized the Rochester Zen Center's governance structure: In general, under the Center's by-laws the Spiritual Director(s) "direct the spiritual affairs of the Center in furtherance of its stated purposes," and the Board of Trustees "shall set administrative policy for the Center and shall ensure that the Center is administered in a fiscally responsible manner that effectively furthers the Center's stated purposes." [*Secretary's note:* The Center's Certificate of Incorporation provides that "the purpose of this corporation is to operate as a Zen Buddhist religious organization."] Our Board comprises six trustees, three elected by the Center's members, two elected by the Board, and one appointed by the Center's Spiritual Director(s). Each trustee normally has a single vote; however, under New York law the chair has two votes in case of a tie. The Center endeavors to have no more than four of the six trustees be of the same gender. Except for the trustee appointed by the Spiritual Director(s), a trustee may serve for a maximum of three three-year terms, and then must be off the Board for at least a year before becoming eligible to serve again. The Board elects its chair from among its members; however, under New York law no employee of the Center may serve as chair. The Center's officers are a President (or two Co-Presidents), Vice President, Secretary, and Treasurer, all of whom are elected by the Board for one-year terms. The officers attend board meetings and serve as advisors to the Board.

Some of Betsy's preliminary observations are as follows:

- › Our Center has fewer trustees than the other religious organizations she looked at, where board size ranged from 9 to 21. However, some of those organizations have recently reduced the number of trustees.
- › These other organizations' boards meet more frequently.
- › At the Zen centers Betsy examined, some staff may be voting board members. However, churches, with rare exceptions, prohibit staff from serving as voting board members. Betsy believes that this contrast may reflect differences in organizational culture stemming from the influence of a Japanese or Confucian top-down model at many Zen centers. At three of the six organizations whose by-laws Betsy examined, spiritual leaders are voting board members; at the other three, they are not. [*Secretary's note: The Rochester Zen Center's by-laws do not prohibit a Spiritual Director from serving as a trustee, though none has done so for decades.*]
- › None of the other Zen centers or churches Betsy researched choose trustees through a competitive election, as is done with three of our six trustees. At other Zen centers, all trustees are chosen by the board, as is done with just two of our trustees. At one of the other Zen centers, the abbot appointed all of the trustees until recently; just one of our trustees is appointed by the Center's Spiritual Directors. At the churches Betsy surveyed, a slate of candidates is first proposed by a nominating committee, then approved by the board, and finally put to a yes-or-no ratification vote of the membership.
- › A positive aspect of our Center's current governance model is that it offers stability, along with democracy and openness to change (through having trustee elections, for example). In this regard, our model appears to fall somewhere between a vertical, teacher-centered, governance structure and a horizontal, fully congregational structure.
- › At most of the Zen centers and churches Betsy surveyed, members are permitted to attend board meetings as observers, but typically do not actually do so. (Scott Jennings noted that the reasons our Center's Board usually does not invite observers to its meetings are because sensitive personal information is sometimes discussed and because full-and-frank discussion is fostered when participants feel empowered to speak freely without an audience present.) Like our Center, most of the other organizations post board minutes on their websites or provide regular information about board meetings in newsletters and e-mails. However, at one of the Zen centers, no board information or minutes are made available to the members.
- › Some of the organizations provide a formal training program for new or continuing board members.

Betsy noted that the religious organizations she surveyed are all facing the need to adapt to changing circumstances, including declining membership, the increasing need to reach out to young people through digital media, and evolving views of how to balance the values of authority and democracy. A number of the organizations have initiated strategic planning processes in order better to address such issues. Betsy will continue her research.

Tom Roberts noted that at a recent meeting of the Center's Ethics and Advisory Committee (EAC) concerns were raised regarding the composition and operations of the Center's Trustee Nominating Committee. [*Secretary's note:* Under the Center's by-laws, the Committee comprises "(1) the Spiritual Director or Co-Directors, (2) an Officer of the Center designated by the Board of Trustees, (3) a Trustee designated by the Board of Trustees, and (4) two Members of the Center designated by the Board of Trustees, neither of whom is a Spiritual Director, an Officer, or a Trustee of the Center."] The EAC is concerned that the Center's leadership might be perceived as putting forward only those candidates favored by the leadership, rather than seeking to ensure the widest feasible Sangha representation on the Board. The EAC suggests that the Board consider modifying nominating procedures by, for example, specifying that only one Spiritual Director at a time serve on the Nominating Committee or by establishing some form of rotation or term limits for Committee members. The EAC also recommends that greater efforts be made to encourage Sangha members to suggest possible candidates for consideration by the Nominating Committee. The Board took these points under advisement as part of general examination of the Center's governance structure.

- ♦ Tom Roberts, who serves as Chair of the EAC, reported on behalf of the Committee. The Committee's written report is filed with these minutes as Appendix F. EAC members Eryl Kubicka and Dr. Deborah Hall, who is a clinical psychologist, joined the meeting. First, the Board discussed a serious issue raised in the written EAC report: Numerous complaints have been received about a senior, non-staff member ("A") who has made repeated unwanted physical contact with members and others at the Center. John-sensei has spoken with A about this and warned him to stop. A has not attended any event at the Center for several months. In light of the pattern and seriousness of A's behavior, the Board decided that Sensei and Deborah will inform A that he is being suspended from attending in-person sittings and events at the Center for six months. As a prerequisite for possibly returning when the suspension period ends, A must undertake sexual harassment training as directed by the EAC. Further recommendations may be made by the EAC based on the outcome of the conversation with A. After A has completed the required training, the EAC will evaluate any request that A may make for permission to resume attendance at in-person events.

The Board next discussed and approved revisions to the Center's Sexual Harassment Policy and complaint form, as drafted by Chapin Mill Head of Zendo, Donna Kowal, EAC Chair, Tom Roberts, and former Zen Center Trustee Cecily Fuhr. Both Tom and Cecily are attorneys,

and Cecily has hands-on experience in employment law. The revised Policy is filed with these minutes as Appendix G and will be implemented by the EAC and the Heads of Zendo. Upon initial receipt of a complaint, Ven. Trueman Taylor (Arnold Park Head of Zendo), Donna Kowal (Chapin Mill Head of Zendo and Sangha Programs Manager), or Kathy Collina (a Licensed Mental Health Counselor and former Zen Center Trustee), in consultation with the others and with a Trustee or member of the EAC, will conduct an immediate review of the allegations, and take any interim actions, as appropriate.

The Board also approved several follow-up measures to implement the new Policy: EAC member and Trustee Luka Häkkinen will create a flow chart to display graphically how a complaint is received, investigated, and resolved. For the Center's website, Donna will create a summary of the Policy statement that links to the full version. The Heads of Zendo will also communicate the Policy to staff and the wider Sangha in multiple ways (e.g., discussing the Policy at a Sangha meeting, posting the Policy at Arnold Park and Chapin Mill, and adding it to the Center's training manual), with periodic reminders (e.g., by including it in a Sangha email every year). The Heads of Zendo will also implement the annual sexual harassment prevention training that the State of New York requires all employers to provide to their employees. Finally, Tom Roberts will propose revisions to Article X of the Center's by-laws in order to incorporate matters relating to sexual harassment into the charge of the EAC.

- ◆ Bill Lindenfelser, who serves as Chair of the Facilities and Sustainable Operations Committee (FASOC), and FASOC member Tom Kowal, who also serves as Chapin Mill Caretaker, joined the meeting. The written FASOC and Caretaker reports are filed with these minutes as Appendices H and I. Projects recently completed include the following: renovation of the basement bathrooms and Japanese bath in 7 Arnold Park, relocation of the shop from the first floor of the Buddha Hall to the basement of 5 Arnold Park, renovation of the left side of the Arnold Park garage dormitory, and inspection of the Chapin Mill Retreat Center fire-sprinkler system in order to confirm that there is no urgent need to undertake the very costly conversion of the current "dry-pendant" sprinkler system to a "wet-pendant" system. Projects soon to be undertaken include repairing the roof and upper level windows of the Arnold Park Link, replacing the windows on the third floor of 5 Arnold Park, and repairing and chip-sealing the half-mile-long Chapin Mill entrance road.

Since a great deal of potentially expensive deferred maintenance of the Chapin Mill Farm House, Mill House, and barn are needed, it would be a great help to develop a strategic plan for Chapin Mill maintenance that sets priorities, taking into account both costs and possible future uses of the various buildings. To get this process underway, FASOC members John-sensei and Barry Keesan will examine how best to prioritize and manage Chapin Mill maintenance needs, with input from Development Committee Chair, Chris Pulleyn, relating to fundraising possibilities. Considering the work that needs to be undertaken at Chapin Mill, it would be very helpful if we were able to recruit more skilled volunteers to help Tom Kowal

with repair-and-maintenance work.

Also regarding Chapin Mill, the Business Manager will prepare a final accounting for the Klava House project at the end of the second quarter. At the end of the first quarter, the amounts were as follows:

Donations Received	\$158,819.70	
Shortfall Paid by Zen Center	\$32,799.87	
Total Cost of Klava House	\$191,619.57	(Amount Budgeted = \$200,000)
Pledged but Not Yet Given	\$6,200.00	

- ♦ Chris reported on behalf of the Chapin Mill Refurbishment Task Force. We have new carpeting installed in the Phase I section of the Retreat Center, plus new cotton coverlets, sheets, and towels for renters. The selection process for new furnishings was led by staff member Anna Lindsell, who did a great deal of advance research on options to choose from. One goal of the refurbishment process is to furnish the rooms in an attractive and uniform way.
- ♦ Eryl Kubicka, who serves as Chapin Mill Rental Coordinator and Chair of the Chapin Mill Rental Committee, reported to the Board. Eryl's written report is filed with these minutes as Appendix J. Eryl reported that although we're still in the process of recovering from pandemic-related cancellations, renters are slowly coming back. With the help of Committee member Chelsea Bernard, we've done considerable research comparing Chapin Mill to other retreat facilities. We have a new webpage with a group-rental inquiry form, created with the help of Anna Belle Leiserson and Jeanette Prince-Cherry. With the addition of Barry Keesan to the Committee, we're also looking closely at rental rates and how best to handle catering for renters.
- ♦ Sensei, Jonathan Hager, Barry, and Scott reported on behalf of the Finance Committee. Scott first noted that, when stated in 2021 dollars, both total membership contributions and per capita contributions have remained remarkably consistent for the past two decades, as shown in Appendix K. Average total membership contributions for the years 2000 through 2021 were \$220,517, and the average per capita contribution was \$514. By comparison, for 2021 total membership contributions were \$223,170, and the average donation was \$517 per member. For many years, the Center's suggested annual membership contributions have been \$500 for contributing members and \$1,000 for sustaining members. At its fall meeting, the Board will consider whether to increase those suggested amounts. However, it will remain the Center's policy that members are expected to give only what their financial circumstances permit, and that no one is to be excluded from membership because of limited financial means. The Board authorized Roshi and Sensei to adjust in-person and online sesshin and

workshop fees after gathering information regarding online session income and consulting with the Development Committee.

Barry reported on the Investment Committee's discussion about the impact of socially-responsible investing – what it is and where we put our dollars. The Center's current policy focuses on avoiding certain industries in a broad sense. [*Secretary's note*: The Center's current ethical investment criteria, which were last updated in 2017, read as follows: "The Center will avoid investing in businesses that substantially or primarily engage in (1) production of armaments, (2) production of alcohol or tobacco products, (3) slaughter of animals or their use in product testing, (4) production of fossil fuels, such as oil, natural gas, and coal, or (5) management of for-profit prisons; however, the Center may invest in businesses that only minimally or incidentally engage in such activities."] The Center's investment accounts are with Merrill, and our checking and credit card accounts are with Merrill's parent, Bank of America. Based on his research, Barry's view is that neither has a good reputation for social responsibility and that we should consider using financial-service firms that are more focused on socially-responsible investing. Barry also observed that, unlike in the past, it is now possible to pursue a socially-responsible investment approach without materially reducing investment returns. Scott commented that Merrill does offer a socially-responsible investment program to its customers and that we could also consider this possibility. The Committee will continue to explore these issues.

- ♦ Sensei reported regarding Open Sky Yoga's lease on the second floor of the Buddha Hall. François Raoult, the owner of Open Sky, says that because attendance at Open Sky's yoga classes is still far below pre-pandemic levels, he continues to lack the funds to pay the full monthly rent specified in the lease. (When pandemic-related shutdowns began in spring 2020, we allowed Open Sky to begin paying half rent.) Sensei and Barry suggested that, in view of this, we should start considering other potential renters, while keeping in mind that Open Sky's lease has termination-notice provisions and that we face certain legal constraints regarding rental of our property. Also, considering that Open Sky is only paying half rent, we may want to ask that the Center use the space for its own events more often.
- ♦ Luka reported on behalf of Uprooting Racism Committee. The Committee's written report is filed with these minutes as Appendix L. Luka and Alan Leiserson now serve as co-facilitators of Uprooting Racism's leadership-and-planning group; after a year of getting the group up and running, Dr. Sonia James-Wilson has stepped down from the role. Luka reviewed recent Uprooting Racism events, including a guest speaker series featuring Rochester community leaders and activists. So far, all Uprooting Racism events have been online. Upcoming anti-racism programming includes a film discussion and a Dharma Camp for Sangha children aged 8 to 13. The summer Dharma Camp is a trial run in collaboration with the Center's Family and Youth Program; if all goes well, in the future it may be opened up to the wider community. Moving ahead, Uprooting Racism is interested in exploring with the



Development Committee possible community-based locations for the Center to offer introductory workshops. The leadership-and-planning group is also looking for ways to increase attendance at Uprooting Racism events, especially by Zen Center residents and leaders. In this regard, Trueman and John-sensei have been allowing Center staff to watch some recorded Uprooting Racism events during working hours.

On behalf of Uprooting Racism, Luka presented a special request for an additional \$4,400 in funding to cover the costs of the Dharma Camp this summer, as well as the cost of an additional Zoom account (which could also be used for other Sangha programs). The Board approved this request. Luka noted that the Dharma Camp organizers plan to invite donations to cover some of the costs, and will also be seeking the help of Sangha volunteers. Moving forward, now that the leadership-and-planning group has become more established, Luka anticipates that Uprooting Racism will be in a better position to plan ahead for future funding needs as part of the annual SPO budget. Barry noted that the SPO hopes that most of its programs will eventually become self-funding through a combination of fees and donations.

Finally, the Board determined that the Arnold Park Garden and Grounds Committee will consider possible locations for the “Black Lives Matter” flag that was approved at last October’s Board meeting at the request of Uprooting Racism. The Garden and Grounds Committee will consult with Luka and Trueman, who may also involve interested members of the Family and Youth Program.

- ◆ Chris Pulleyn, who serves as Chair of the Development Committee, reported on behalf of the Committee. A major current focus of the Committee is working with Sangha volunteer Erika Au, a digital products designer with much social media expertise. Erika is helping the Center use digital and social media more effectively in communicating with members, potential members, and the general public. The Committee also plans to coordinate with FASOC regarding fundraising for priority projects.
- ◆ The Board reviewed Zen Center committees and task forces and their membership. Uprooting Racism was transitioned from a stand-alone committee to a group functioning within the SPO, as was previously done with the Sangha Engagement Committee, Special Events Committee, and Youth-and-Family Task Force. Chelsea Bernard was added to the Chapin Mill Rental Committee, and Anna Lindsell was added to the Chapin Mill Refurbishment Task Force. Cecily Fuhr and Eryl Kubicka will now serve as consultants to the Development Committee, rather than as Committee members; also, Erika Au was added to the Committee, and Scott Jennings was removed. At Dené Redding’s suggestion, the Board created a Staff Compensation Task Force charged with reviewing the Center’s pay and retirement policies. The Task Force comprises Jonathan Hager (Chair), Rebecca Gilbert, Jeanette Prince-Cherry, and Dené Redding. Scott Jennings will provide the Task Force with information regarding how much, under the Center’s current §403(b) retirement plan, would likely have accrued in a

staff member's account after five, ten, and 15 years. The Board also determined to review salary and retirement policies annually, as part of the Center's budgeting process.

- ♦ The Board approved the 2021 financial report to be presented at the Center's fifty-sixth annual corporate meeting of members on May 29; a copy of the report is filed with these minutes as Appendix M. Total operating income for 2021 was \$370,178, or 115 percent of the amount budgeted. Total operating expenses were \$444,026, or 99 percent of the amount budgeted. Accordingly, after including an operating draw from investments of \$67,793, the Center ended 2021 with an operating deficit of \$6,055, rather than the \$57,880 deficit that was projected when the 2021 budget was adopted.

On the income side, we were helped by better-than-expected membership contributions and the partial recovery of Chapin Mill rental income. Total membership contributions were \$223,170, or 116 percent of what was projected. On the expense side, Arnold Park repair-and-maintenance expenses were higher than projected because of maintenance projects that had been previously deferred. However, when the staff salary expense accounts for both Arnold Park and Chapin Mill are combined, total staff salary expense for the year was \$64,841, or 100 percent of the amount budgeted. Similarly, when the medical and health insurance expense accounts for both Arnold Park and Chapin Mill are combined, total medical, dental, and health insurance expenses for the year were \$72,525, or 98 percent of the amount budgeted. These figures reflect the fact that the number of paid staff have not been affected by the pandemic. In this regard, the Center received a federal Payroll Protection Plan (PPP) loan of \$21,858 in 2020 and a second PPP loan of \$20,237 in 2021. Because we did not lay off paid staff during the pandemic, both of these loans were fully forgiven. Accordingly, these amounts appear as "below-the-line" extraordinary income on our 2021 financial statements. The Board and the Business Manager thanked our current bookkeeper, Mitchell Greenwood, and our past bookkeeper, Jared Maybeck, for their work in preparing the required loan-forgiveness paperwork.

In 2021 the Investment Fund increased by \$151,337, or 7.7 percent, before subtracting an operating draw of \$67,793. The total increase after the operating draw was \$83,544, or 4.3 percent of the Fund's beginning balance. Finally, extraordinary income of \$46,095 represents the PPP loan forgiveness mentioned above, plus \$4,000 from selling another of the Center's gasoline-powered vehicles.

- ♦ The Board reviewed and approved the Business Manager's first-quarter 2022 financial report filed with these minutes as Appendix N. Total first quarter-income (28 percent of the annual budget) is somewhat higher than anticipated because of an increase in first-quarter membership contributions compared to past years. First-quarter expenses (25 percent of the annual budget) are about as expected. Utility expenses have been higher than anticipated because of a substantial increase in natural gas prices coupled with the resumption of Chapin

Mill rentals and in-person sesshin. Kitchen expenses have been higher than anticipated because of the increased number of residents in training at the Center. During the first quarter, the Investment Fund's value decreased by \$104,121 (about 5 percent) before subtracting the operating draw. This decline was due to a decrease in the stock market in the first quarter, a decrease that has continued into the second quarter as well.

- ♦ Roshi and Sensei reported regarding spiritual affairs. Sesshin attendance has been respectable, considering the circumstances of the pandemic, although the hybrid (in-person and online) format is challenging for both the teacher and the monitors. We've been averaging about 30 in-person sesshin participants. However, because of the highly-contagious omicron coronavirus variant, the January sesshin had to be moved online, with only residents sitting at Chapin Mill and Arnold Park. Roshi and Sensei thanked Jeanette for all her continuing help in orchestrating Zoom sesshins and daily sittings. While aware of the many constraints people face in managing their day-to-day lives, Roshi and Sensei would like to see more in-person participation in sittings, dokusan, and sesshin, since the in-person experience is generally richer than the online experience.

Sensei shared his experience of leading the Center while Roshi was away during the winter. In addition to dealing with the challenges of leading a hybrid sesshin, he has gained new perspective on working with people who are saddled with self-judgement, not feeling they're good enough. Since Roshi returned to Rochester, Sensei now offers dokusan on Tuesday evenings at Arnold Park, with group instruction still available for new people.

Regarding residential training, although in the first year of the pandemic we were down to three residents at Arnold Park, more recently we've had a steady stream of new trainees, and there's a good spirit at the Center. We're making real progress in returning to normal operations, despite the lingering effects of the pandemic.

Roshi, Jeanette, and Gerardo-sensei reported regarding affiliated groups and sister Cloud-Water centers. Roshi reported that the Auckland Zen Centre is holding its own, despite the Centre's teacher, Sensei Amala Wrightson, having been diagnosed with Parkinson's disease, a neuro-degenerative disorder. Amala-sensei is in good spirits and hopes to visit Rochester at end of September and lead the Chapin Mill sesshin scheduled for early November. Roshi recommended listening to Amala-sensei's teisho of February 22, 2022, titled "Beyond Wellness," which relates to practicing with Parkinson's disease and not getting caught up in notions of "wellness," which always come with "illness" attached. (The teisho is available on the Auckland Zen Centre website at <https://kargetsi.hipcast.com/podcast/HnSMB8FK>.) Roshi reported that the Madison Zen Center, our sole formal affiliate group, has had consistent support from its local members and continues on a steady course under Affiliate Leader Rick Smith. Roshi plans on visiting the Madison Zen Center this summer to lead a two-day sesshin. Jeanette reported regarding the Louisville Zen Center, the sitting group that she leads.

The Louisville group has experienced a drop in attendance brought on by the pandemic, but has been able to rely on a core group of members. In addition, online engagement has helped people stay connected. Gerardo-sensei reported regarding Casa Zen, which he leads in Mexico City. It's been challenging to navigate the circumstances of the pandemic. Gerardo-sensei was sick with COVID-19 earlier last year and had to be hospitalized. Since then, he's been leading in-person sesshins in a well-ventilated facility and has typically had 15 to 20 people in attendance. Hybrid and online sesshin are not feasible for Casa Zen because of limited Wi-Fi access.

- ◆ All Trustees executed annual disclosure statements pursuant to section 715-a(c) of the New York Not-for-Profit Corporation Law. Each Trustee stated that to the best of the Trustee's knowledge, there is no entity of which the Trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Center has a relationship, and no transaction in which the Center is a participant and in which the Trustee might have a conflicting interest.
- ◆ Roshi left the meeting, and the Compensation Committee, which comprises the Center's Officers (excluding the Spiritual Co-Directors) and the Board Chair, discussed Roshi's salary. The Committee proposed that Roshi's salary be increased by \$5,000 per annum and that he be given a one-time \$450 bonus. Acting pursuant to Article II(E) of the Center's by-laws, the Board acquiesced in the Compensation Committee's recommendation. Accordingly, Roshi's salary now comprises the following: (1) a base salary of \$27,500 per annum, plus (2) any bonuses proposed by the Committee and acquiesced in by the Board, plus (3) any donations to the Center that may be earmarked to supplement Roshi's base pay.
- ◆ The Board discussed the designation of a portion of Roshi's salary as a clergy housing allowance, which is authorized under section 107 of the Internal Revenue Code and affords a significant tax benefit. Roshi confirmed that his housing expenses are greater than \$30,000 per annum and that he expects to use a total of \$4,000 from his annual pay as elective deferrals (employee contributions) to his section 403(b) retirement account. The Board determined that, until such time as the Board may determine otherwise, Roshi's annual clergy housing allowance will henceforth be the lesser of (1) the entire amount of his salary, minus \$2,500, minus the year's total non-elective (employer) contributions to Roshi's 403(b) account, or (2) \$30,000. (Because Sensei is not ordained clergy, none of his salary is designated as a clergy housing allowance.)
- ◆ The Board made the following final budget amendments (including several previously discussed):
  - (1) An additional \$11,985 was added to the multi-year budget of the Chapin Mill Retreat Center Refurbishment Task Force, for a total budget of \$31,985.

(2) The teaching budget was adjusted by removing the amounts originally budgeted for the Sangha Programs Office (\$10,200) and for Uprooting Racism (\$2,000). This reduces the 2022 teaching budget to \$3,000.

(3) The SPO now has a separate 2022 budget of \$14,300, comprising the following: The original SPO budget of \$10,200, less \$2,300 moved to the 2021 budget, plus the original \$2,000 Uprooting Racism budget, plus the \$4,400 added to the Uprooting Racism budget at this meeting.

(4) The staffing budget was increased by \$21,000, comprising a \$5,000 per annum pay increase for Roshi plus an estimated \$16,000 for services provided by Jeanette as an independent contractor. Her work includes website management and support for online services and events, including sesshin, workshops, meetings, and daily sittings.

- ♦ The Officers left the meeting, and the Trustees met in executive session. Upon the Officers' return, Jonathan announced that the Board had re-elected the following to serve until the Board next elects officers:

Co-Presidents: Roshi Bodhin Kjolhede and Sensei John Pulleyn

Vice President: Jeanette Prince-Cherry

Secretary: Scott Jennings; Assistant Secretary: Donna Kowal

Treasurer: Barry Keesan

Jonathan also reported that the Board had decided that all Trustees and Officers are to attend at least three Uprooting Racism events per year and are also to participate in at least one professional-level cultural-competency training session biennially.

- ♦ The Board confirmed Friday and Saturday, October 21-22, as the dates for its fall 2022 meeting and tentatively set Saturday and Sunday, May 20-21 as the dates for its spring 2023 meeting.

Submitted to the Board of Trustees on September 4, 2022,  
by Scott Jennings, Secretary

---



ROCHESTER ZEN CENTER  
A BUDDHIST COMMUNITY

# Rochester Zen Center

## By-Laws

*adopted by the Center's Members at the  
May 25, 1991, Annual Corporate Meeting  
and  
adopted February 1991 by unanimous written consent of the  
Center's Board of Trustees, effective May 25, 1991*

*As amended by the Board of Trustees on November 2, 1991;  
as amended by unanimous written consent of the Board, effective September 8, 1992;  
as amended by the Board May 4-5, 1996;  
as amended by the Board May 2-3, 1998;  
as amended by the Board October 21-22, 2000;  
as amended by the Board May 12-13, 2001;  
as amended by the Board October 20-21, 2001;  
as amended by the Board November 16-17, 2002;  
as amended by the Board November 15-16, 2003;  
as amended by the Board October 15-16, 2005;  
as amended by the Board May 2-3, 2009;  
as amended by the Center's Members at the May 23, 2009, Annual Corporate Meeting;  
as amended by the Board October 24-25, 2009;  
as amended by unanimous written consent of the Board, effective July 8, 2010;  
as amended by unanimous written consent of the Board, effective January 4, 2012;  
as amended by unanimous written consent of the Board, effective February 29, 2012;  
as amended by the Board May 18-19, 2013;  
as amended by the Board October 26-27, 2013;  
as amended by the Board May 17-18, 2014;  
as amended by the Board October 25-26, 2014;*

*as amended by the Board October 20-21, 2017;  
as amended by the Board October 17-18, 2020;  
as amended by the Board October 23-24, 2021;  
and as amended by the Board May 14-15, 2022*

## TABLE OF CONTENTS

ARTICLE I. PURPOSES.....	<a href="#">1</a>
ARTICLE II. THE SPIRITUAL DIRECTOR.....	<a href="#">1</a>
A. AUTHORITY AND DUTIES OF THE SPIRITUAL DIRECTOR; HEAD OF THE ZENDO; INSTRUCTORS.....	<a href="#">1</a>
B. SELECTION OF THE SPIRITUAL DIRECTOR.....	<a href="#">1</a>
1. Spiritual Director's Designation of Successor.....	<a href="#">2</a>
2. Selection by Succession Committee .....	<a href="#">2</a>
3. Selection by Committee of Delegates .....	<a href="#">2</a>
4. Action by Board of Trustees; Acting Spiritual Director .....	<a href="#">3</a>
5. Committee Vacancies .....	<a href="#">3</a>
C. TEMPORARY INCAPACITY OF THE SPIRITUAL DIRECTOR.....	<a href="#">3</a>
D. REMOVAL OR SUSPENSION OF THE SPIRITUAL DIRECTOR FROM OFFICE .....	<a href="#">4</a>
1. Action by Board of Trustees; Corporate Meeting; Retirement for Disability .....	<a href="#">4</a>
2. Removal of Spiritual Director Because of Permanent Disability .....	<a href="#">4</a>
3. Suspension of the Spiritual Director from Office.....	<a href="#">4</a>
E. THE SPIRITUAL DIRECTOR'S SALARY .....	<a href="#">5</a>
F. OPTION FOR SPIRITUAL CO-DIRECTORS.....	<a href="#">5</a>
1. Selection of Option and of Co-Director.....	<a href="#">5</a>
2. Lack of Agreement between Spiritual Co-Directors.....	<a href="#">5</a>
3. Reversion to Single Spiritual Director .....	<a href="#">5</a>
4. References to the Spiritual Director.....	<a href="#">5</a>
ARTICLE III. THE BOARD OF TRUSTEES .....	<a href="#">6</a>
A. AUTHORITY AND DUTIES OF THE BOARD OF TRUSTEES; BUSINESS MANAGER .....	<a href="#">6</a>



1. Functions; Board To Be Kept Informed; Chairman .....	<a href="#">6</a>
2. Powers; Interpretation of Certificate and By-laws; Staff.....	<a href="#">6</a>
3. Business Manager .....	<a href="#">6</a>
4. Committees of the Board and the Corporation .....	<a href="#">6</a>
5. Real Property; Limitation on Debt; Judicial Approval .....	<a href="#">7</a>
B. TERM AND QUALIFICATIONS .....	<a href="#">7</a>
1. Number of Trustees; Term; Computation of Time .....	<a href="#">7</a>
2. Qualifications; Term Limitation; Anti-Nepotism Rule .....	<a href="#">7</a>
C. ELECTION OF TRUSTEES.....	<a href="#">8</a>
1. Trustees Elected by the Center's Members.....	<a href="#">8</a>
2. Trustees Elected by the Board of Trustees .....	<a href="#">8</a>
3. Trustee Elected by the Spiritual Director .....	<a href="#">9</a>
4. Gender of Trustees.....	<a href="#">9</a>
D. REMOVAL OF TRUSTEES .....	<a href="#">9</a>
1. Removal by Members, Board of Trustees, or Spiritual Director .....	<a href="#">9</a>
2. Removal Procedure.....	<a href="#">10</a>
3. Membership Requirement .....	<a href="#">10</a>
E. MEETINGS OF THE BOARD OF TRUSTEES; QUORUM; NOTICE.....	<a href="#">10</a>
1. Quorum; Presiding Officer; Tie Votes; Majorities; Real Property .....	<a href="#">10</a>
2. Regular Meetings; Special Meetings; Notice; Waiver .....	<a href="#">10</a>
3. Action without Meeting; Participation by Conference Telephone or Electronic Video Screen .....	<a href="#">11</a>
F. HONORARY TRUSTEES .....	<a href="#">11</a>
ARTICLE IV. OFFICERS .....	<a href="#">11</a>
A. OFFICES; ELECTION OF OFFICERS; TERMS.....	<a href="#">11</a>
B. DUTIES OF OFFICERS.....	<a href="#">12</a>
1. The President .....	<a href="#">12</a>
2. The Vice President .....	<a href="#">12</a>
3. The Secretary .....	<a href="#">12</a>

4. The Treasurer; Finance Committee .....	<a href="#">12</a>
5. Assistant Officers.....	<a href="#">12</a>
C. REMOVAL OF OFFICERS .....	<a href="#">13</a>
ARTICLE V. INDEMNIFICATION AND COMPENSATION OF TRUSTEES AND	
OFFICERS .....	<a href="#">13</a>
A. INDEMNIFICATION .....	<a href="#">13</a>
B. COMPENSATION .....	<a href="#">13</a>
C. DEFINITIONS .....	<a href="#">14</a>
ARTICLE VI. MEMBERSHIP .....	
A. MEMBERS .....	<a href="#">14</a>
B. SUSPENSION OF MEMBERSHIP .....	<a href="#">14</a>
1. Suspension by Spiritual Director and Vice-president.....	<a href="#">14</a>
2. Suspension by Board of Trustees.....	<a href="#">14</a>
C. LOSS OF MEMBERSHIP .....	<a href="#">15</a>
1. By Action of Spiritual Director.....	<a href="#">15</a>
2. By Action of Spiritual Director and Board of Trustees.....	<a href="#">15</a>
3. Through Disaffiliation of Affiliate .....	<a href="#">15</a>
D. QUALIFICATION TO VOTE; MEMBERSHIP AND AGE LIMITATIONS .....	<a href="#">15</a>
E. DUES; LOSS OF MEMBERSHIP FOR NON-PAYMENT .....	<a href="#">15</a>
F. TRIAL MEMBERS .....	<a href="#">16</a>
ARTICLE VII. CORPORATE MEETINGS OF MEMBERS.....	
A. ANNUAL CORPORATE MEETING .....	<a href="#">16</a>
1. Date, Time, and Place .....	<a href="#">16</a>
2. Notice; Ballots .....	<a href="#">16</a>
3. Agenda .....	<a href="#">17</a>
B. SPECIAL CORPORATE MEETINGS.....	<a href="#">17</a>
1. Call by Board of Trustees .....	<a href="#">17</a>
2. Call by Members; Demand; Notice; Place .....	<a href="#">17</a>

3. Notice; Ballots .....	<a href="#">17</a>
C. CONDUCT OF CORPORATE MEETINGS .....	<a href="#">17</a>
1. Ballots Required; Majorities; Tie Votes; Duration of Voting .....	<a href="#">17</a>
2. Presiding Officer; Duties.....	<a href="#">18</a>
D. NOTICE AND BALLOT; WAIVER OF NOTICE; RECORD DATE; PROXY VOTING .....	<a href="#">18</a>
1. Notice and Ballot.....	<a href="#">18</a>
2. Waiver of Notice.....	<a href="#">19</a>
3. Record Date .....	<a href="#">19</a>
4. Proxy Voting Permitted.....	<a href="#">19</a>
5. Proxy Voting Procedures; Proxy Vote by Default .....	<a href="#">19</a>
E. QUORUM .....	<a href="#">20</a>
F. AGENDA .....	<a href="#">20</a>
G. APPROVAL OF MINUTES.....	<a href="#">21</a>
H. ELECTRONIC OR ONLINE VOTING .....	<a href="#">21</a>
ARTICLE VIII. NON-DISCRIMINATION .....	<a href="#">21</a>
ARTICLE IX. AFFILIATES OF THE CENTER .....	<a href="#">21</a>
A. AFFILIATION .....	<a href="#">21</a>
1. Requirements, Privileges, and Obligations .....	<a href="#">21</a>
2. Affiliate Leader; By-laws and Certificate of Incorporation .....	<a href="#">22</a>
3. Grandfather Clause.....	<a href="#">22</a>
B. SUSPENSION OF AFFILIATION .....	<a href="#">22</a>
C. TERMINATION OF AFFILIATION .....	<a href="#">22</a>
1. Termination by Affiliate Group .....	<a href="#">22</a>
2. Termination by Spiritual Director .....	<a href="#">23</a>
ARTICLE X. ETHICS AND ADVISORY COMMITTEE; CONCERNS AND COMPLAINTS .....	<a href="#">23</a>
A. COMPOSITION; QUORUM .....	<a href="#">23</a>
B. JURISDICTION AND FUNCTIONS OF COMMITTEE.....	<a href="#">23</a>

C. PROCEDURE FOR RAISING CONCERNS AND MAKING COMPLAINTS.....	<a href="#">23</a>
D. CONSIDERATION OF COMPLAINTS AGAINST PERSONS SPECIFIED IN ARTICLE X(B)(1) .....	<a href="#">24</a>
1. Applicability.....	<a href="#">24</a>
2. Action by Ethics and Advisory Committee .....	<a href="#">24</a>
3. Action by Board of Trustees .....	<a href="#">24</a>
4. Disqualification for Interest.....	<a href="#">25</a>
E. CONSIDERATION OF OTHER CONCERNS AND COMPLAINTS UNDER ARTICLE X(B)(2) .....	<a href="#">25</a>
F. MATTERS INVOLVING POTENTIAL LEGAL LIABILITY .....	<a href="#">25</a>
ARTICLE XI. DUAL RELATIONSHIPS.....	<a href="#">26</a>
A. STATEMENT OF PRINCIPLE.....	<a href="#">26</a>
B. APPROPRIATE DUAL RELATIONSHIPS.....	<a href="#">26</a>
C. SPIRITUAL COUNSELING.....	<a href="#">26</a>
D. LIMITATIONS ON CERTAIN DUAL RELATIONSHIPS .....	<a href="#">27</a>
1. Employment Relations .....	<a href="#">27</a>
2. Psychotherapy .....	<a href="#">27</a>
3. Sexual Relations .....	<a href="#">27</a>
E. CONSULTATION WITH THE SPIRITUAL DIRECTOR OR ETHICS AND ADVISORY COMMITTEE.....	<a href="#">27</a>
ARTICLE XII. RELATED-PARTY TRANSACTIONS, CONFLICTS OF INTEREST, LOANS, AND FINANCIAL POLICY .....	<a href="#">28</a>
A. PRIVATE BENEFIT PROHIBITED .....	<a href="#">28</a>
B. RELATED-PARTY TRANSACTIONS .....	<a href="#">28</a>
C. CONFLICTS OF INTEREST.....	<a href="#">29</a>
1. Definition of Circumstances That Constitute a Conflict of Interest .....	<a href="#">29</a>
2. Procedures for Disclosing a Conflict of Interest to the Board.....	<a href="#">29</a>
3. Prohibition against Presence or Participation .....	<a href="#">29</a>
4. Prohibition against Improper Influence.....	<a href="#">30</a>
5. Documentation of Conflict of Interest .....	<a href="#">30</a>

6. Related-Party Transactions.....	<a href="#">30</a>
7. Trustee Disclosure.....	<a href="#">30</a>
D. LOANS .....	<a href="#">30</a>
E. PURCHASES, CONTRACTS, CHARITABLE CONTRIBUTIONS, AND GIFTS.....	<a href="#">30</a>
ARTICLE XIII. AMENDMENTS TO CERTIFICATE OF INCORPORATION OR	
BY-LAWS.....	<a href="#">31</a>
A. CERTIFICATE OF INCORPORATION.....	<a href="#">31</a>
B. BY-LAWS.....	<a href="#">31</a>
1. By Board of Trustees.....	<a href="#">31</a>
2. By Members.....	<a href="#">31</a>
3. Amendment or Repeal .....	<a href="#">31</a>
4. Form of Amendment.....	<a href="#">31</a>
5. Substance of Amendment.....	<a href="#">31</a>
ROCHESTER ZEN CENTER STANDARDS FOR SEXUAL CONDUCT .....	<a href="#">33</a>

[The *draftsman's notes* appearing in brackets are for the convenience of the reader and are not part of the text of these By-laws. References are to the New York Religious Corporations Law (RCL) and the New York Not-for-Profit Corporation Law (NPCL).]

## ARTICLE I. PURPOSES

The purposes of the Rochester Zen Center (the “Center” or the “Corporation” ), which is incorporated as a Zen Buddhist religious organization under Article 10 of the New York Religious Corporations Law, are as follows:

- (1) to foster the teachings of Zen Buddhism, as adapted to Western cultural forms and traditions;
- (2) to provide training in the disciplines, practices, and devotions of Zen Buddhism;
- (3) to provide suitable surroundings, instruction, and support for the teaching and practice of Zen Buddhism; and
- (4) to train and develop instructors and fully qualified teachers of Zen Buddhism, both lay and ordained.

In consultation with the Spiritual Director, the Board of Trustees may, from time to time, adopt Mission Statements setting forth the Center’s purposes in greater detail.

## ARTICLE II. THE SPIRITUAL DIRECTOR

### A. AUTHORITY AND DUTIES OF THE SPIRITUAL DIRECTOR; HEAD OF THE ZENDO; INSTRUCTORS

The Spiritual Director shall direct the spiritual affairs of the Center in furtherance of its stated purposes. The Spiritual Director is authorized to appoint a Head of the Zendo, who shall serve as the Spiritual Director’s principal assistant for spiritual affairs. In addition, the Spiritual Director may, from time to time, appoint Instructors, each of whom shall have such teaching and other duties relating to the Center’s spiritual affairs as the Spiritual Director may specify. For purposes 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. An Instructor or Head of the Zendo shall serve in that capacity at the Spiritual Director’s pleasure, provided however that the Board of Trustees may suspend or remove an Instructor or Head of the Zendo pursuant to the grievance procedure of Article X of these By-laws. If the Spiritual Director is absent and has not left instructions indicating otherwise, the Head of the Zendo, or the Head of Zendo’s designee, shall direct the spiritual affairs of the Center.

### B. SELECTION OF THE SPIRITUAL DIRECTOR

The Center hereby specifies the following as constituting its rules and regulations for the selection of the Spiritual Director: [*Draftsman’s note*: Section 25 of the RCL states that no provision of the RCL “authorizes the calling, settlement, dismissal or removal of a minister.”]

1. *Spiritual Director's Designation of Successor.* Before leaving office, whether by retirement, resignation, or death, the Spiritual Director may designate a successor. The Spiritual Director may change or revoke such a designation at any time before the Spiritual Director leaves office. However, no such designation, change, or revocation shall have any force or effect (1) if not in writing and signed by the Spiritual Director or (2) if made while the Spiritual Director is suspended from office. In addition, the Board of Trustees may void any such designation, change, or revocation (1) if it is not notarized and dated, (2) if it is made while the Spiritual Director is temporarily incapable of discharging the duties of office as determined in accordance with Article II(C) of these By-laws and the designation, change, or revocation was made after the occurrence of such incapacity, or (3) if the Spiritual Director is retired from office pursuant to Article II(D) of these By-laws by reason of permanent disability, and the designation, change, or revocation was made after the occurrence of such disability. As permitted under section 709(a) of the Not-for-Profit Corporation Law, action of the Board pursuant to the preceding sentence shall require the affirmative vote of four of the six Trustees. [Draftsman's note: Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] The Spiritual Director shall keep on deposit in a safe or safe deposit box a signed, dated, and notarized original of any designation, change, or revocation made pursuant to this paragraph.

2. *Selection by Succession Committee.* The Spiritual Director may designate a Succession Committee, the members of which shall serve at the Spiritual Director's pleasure. However, no appointment to or dismissal from the Succession Committee by the Spiritual Director shall have any force or effect if it is made while the Spiritual Director is suspended from office. In addition, the Board of Trustees may void any such appointment or dismissal (1) if it is made while the Spiritual Director is temporarily incapable of discharging the duties of office as determined in accordance with Article II(C) of these By-laws and the appointment or dismissal was made after the occurrence of such incapacity, or (2) if the Spiritual Director is retired from office pursuant to Article II(D) of these By-laws by reason of permanent disability and the appointment or dismissal was made after the occurrence of such disability. If the Spiritual Director designates a succession Committee, the Committee shall consist of three persons, an original signed and dated list of whose names the Spiritual Director shall keep on file with both the Chairman of the Board of Trustees and the Vice-president. Two members of the Committee shall constitute a quorum. Except as provided in Article II(B)(3) of these By-laws, the Succession Committee shall choose the Spiritual Director's successor if the Spiritual Director leaves office without having validly designated a successor pursuant to Article II(B)(1) of these By-laws or if no successor designated by the Spiritual Director is able or willing to serve.

3. *Selection by Committee of Delegates.* Neither shall any successor designated by the Spiritual Director take office nor shall the Succession Committee choose the Spiritual Director's successor (1) if the Spiritual Director is removed from office pursuant to Articles II(D) and X(D)(3) of these By-laws other than by reason of permanent disability, or (2) if the Board of Trustees determines that, but for the Spiritual Director's resignation, retirement, or death, the Spiritual Director would have been so removed from office. As permitted under section 709(a) of the Not-for-Profit Corporation Law, a determination by the Board pursuant to clause (2) of the preceding sentence shall require the affirmative vote of four of the

six Trustees. [*Draftsman's note:* Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] A Committee of Delegates comprising the Center's Trustees and Officers shall select the Spiritual Director's successor under the following circumstances: (1) in a case falling under the first sentence of this paragraph; or (2) (a) the Spiritual Director has not validly designated a Succession Committee or the Succession Committee is otherwise unable to act, and (b) the Spiritual Director leaves office without having validly designated a successor pursuant to Article II(B)(1) of these By-laws or no successor designated by the Spiritual Director is able or willing to serve. In doing so, the Committee of Delegates shall consult with any validly appointed members of the Succession Committee. The selection of the Spiritual Director's successor shall require the affirmative vote of six members of the Committee of Delegates.

4. *Action by Board of Trustees; Acting Spiritual Director.* No Spiritual Director shall take office except upon certification by the Board of Trustees that that person has been properly designated or selected in accordance with this Article II(B). As permitted under section 709(a) of the Not-for-Profit Corporation Law, certification by the Board pursuant to the preceding sentence shall require the affirmative vote of four of the six Trustees. [*Draftsman's note:* Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] The Board may appoint an Acting Spiritual Director pending selection of a Spiritual Director by the Succession Committee or Committee of Delegates or pending a Board determination pursuant to the first sentence of this paragraph. However, as specified in section 200 of the Religious Corporations Law, the Board shall have no power to appoint a Spiritual Director. An Acting Spiritual Director shall serve at the Board's pleasure and shall perform the functions of a Spiritual Director, other than the functions of (1) designating a successor or changing or revoking such a designation, (2) appointing or removing members of the Succession Committee, and (3) appointing or removing the Trustee and Alternate Trustee elected by the Spiritual Director pursuant to Article III of these By-laws.

5. *Committee Vacancies.* If the Spiritual Director has validly designated a Succession Committee, a vacancy on the Succession Committee occurring while the office of Spiritual Director is also vacant shall be filled by the Board of Trustees.

### C. TEMPORARY INCAPACITY OF THE SPIRITUAL DIRECTOR

If the Spiritual Director or the Board of Trustees determines that the Spiritual Director is temporarily incapable of discharging the duties of office and the Spiritual Director has not given instructions indicating otherwise before the occurrence of such incapacity, the Board of Trustees shall have the authority to appoint an Acting Spiritual Director pursuant to the provisions of Article II(B)(4) of these By-laws. As permitted by section 709(a) of the Not-for-Profit Corporation Law, the affirmative vote of four of the six Trustees shall be required for the Board of Trustees to determine that the Spiritual Director is temporarily incapable of discharging the duties of office. [*Draftsman's note:* Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] Whether the Spiritual Director or the Board



of Trustees has determined the Spiritual Director to be temporarily incapacitated, a vote of the Board of Trustees shall be required to determine that the Spiritual Director's temporary incapacity has ended.

#### D. REMOVAL OR SUSPENSION OF THE SPIRITUAL DIRECTOR FROM OFFICE

In accordance with section 25 of the Religious Corporations Law, the Center hereby specifies the following as constituting its rules and regulations for the removal of the Spiritual Director:

1. *Action by Board of Trustees; Corporate Meeting; Retirement for Disability.* Except as provided in the following paragraph, the Spiritual Director may be removed from office only by a corporate meeting of the Members acting upon the recommendation of the Board of Trustees, made pursuant to Article X of these By-laws, that the Spiritual Director be removed; no other vote of a corporate meeting purporting to remove the Spiritual Director shall have any force or effect. Notwithstanding the provisions of section 195 of the Religious Corporations Law, the Spiritual Director shall in no event preside at such a meeting. Rather, consistent with section 195, the eldest Officer present, other than the Spiritual Director, shall preside.

2. *Removal of the Spiritual Director Because of Permanent Disability.* Notwithstanding the provisions of the preceding paragraph, the Spiritual Director may be removed from office in accordance with this paragraph if the Spiritual Director is unable to perform the duties of the office because of permanent physical or mental disability. Removal of the Spiritual Director from office pursuant to this paragraph shall require the vote of six members of a Committee of Delegates comprising the Center's Trustees and Officers, with the exclusion of the Spiritual Director and the Trustee appointed by the Spiritual Director. The Committee of Delegates shall meet upon the request of a majority of the Board of Trustees. If the Spiritual Director's physical and mental condition so permits, the Spiritual Director shall be afforded the opportunity to meet with the Committee. If the Spiritual Director is removed from office by reason of permanent disability, the Spiritual Director shall be deemed to have retired from office.

3. *Suspension of the Spiritual Director from Office.* The Board of Trustees shall have the authority to suspend the Spiritual Director from office, subject to action of the Ethics and Advisory Committee or the Board regarding the Spiritual Director pursuant to Article X of these By-laws, and subject to any vote of a subsequent corporate meeting regarding the Spiritual Director's continuance in office. The Board's authority under the preceding sentence is in addition to the Board's authority to suspend the Spiritual Director as a sanction pursuant to Article X of these By-laws. If the Spiritual Director is suspended from office for any reason, the Board shall have the authority to appoint an Acting Spiritual Director pursuant to the provisions of Article II(B)(4) of these By-laws. As permitted by section 709(a) of the Not-for-Profit Corporation Law, the affirmative vote of four of the six Trustees shall be required to suspend the Spiritual Director from office pursuant to this paragraph. [Draftsman's note: Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] However, as specified in section 200 of the Religious Corporations Law, the Board of Trustees shall have no power to remove the Spiritual Director from office.

## E. THE SPIRITUAL DIRECTOR'S SALARY

In accordance with section 25 of the Religious Corporations Law, the Center hereby specifies the following as constituting its rules and regulations for fixing the Spiritual Director's salary: The Spiritual Director'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 Spiritual Director, should the Spiritual Director be an Officer or the Chairman). Any proposed change in the Spiritual Director's salary shall require the approval of all but one of the total number of Committee members. However, no change in the Spiritual Director'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 Spiritual Director'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 Spiritual Director'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 Spiritual Director's salary.

## F. OPTION FOR SPIRITUAL CO-DIRECTORS

1. Selection of Option and of Co-Director. The Board of Trustees may, from time to time, determine that the position of Spiritual Director be held jointly by two Spiritual Co-Directors. In such a case, the person already serving as Spiritual Director shall appoint the other Co-Director.

2. Lack of Agreement between Spiritual Co-Directors. If the Spiritual Co-Directors are unable to agree regarding a matter, the Chair of the Board of Trustees shall mediate the disagreement. If mediation is unsuccessful, the Board of Trustees shall decide the question.

3. Reversion to Single Spiritual Director. If either Spiritual Co-Director leaves office, whether by retirement, resignation, death, removal, or suspension from office, the other shall then serve as sole Spiritual Director, unless the Board of Trustees again determines that the position of Spiritual Director be held jointly by two Spiritual Co-Directors

4. References to the Spiritual Director. At all times during which Spiritual Co-Directors shall serve in office, all references herein to the Spiritual Director shall apply equally to both Spiritual Co-Directors

### ARTICLE III. THE BOARD OF TRUSTEES

#### A. AUTHORITY AND DUTIES OF THE BOARD OF TRUSTEES; BUSINESS MANAGER

1. *Functions; Board To Be Kept Informed; Chairman.* The Board of Trustees (the “Board”) shall set administrative policy for the Center and shall ensure that the Center is administered in a fiscally responsible manner that effectively furthers the Center’s stated purposes. As specified in section 701 of the Not-for-Profit Corporation Law, the Board shall manage the Center; as specified in section 5 of the Religious Corporations Law, the Board shall have custody and control of all temporalities and property of the Center and of the revenues therefrom, and shall administer them in accordance with the disciplines, rules, and usages of the Center and in accordance with applicable provisions of law relating thereto. The Spiritual Director, Officers, and staff of the Center shall keep the Board informed of all significant activities of the Center and of all matters significantly affecting the administration, management, or activities of the Center. The Board shall elect a Chairman from among its members; however in accordance with section 713(f) of the Not-for-Profit Corporation Law, no employee of the Center shall serve as Chairman of the Board.

2. *Powers; Interpretation of Certificate and By-laws; Staff.* The Board shall have all powers implicitly or explicitly vested in it by law, by the Center’s Certificate of Incorporation, or by these By-laws, and shall have authority to take any action that the Board may consider necessary or desirable in the management of the Center’s affairs. The Board shall have authority to resolve any question regarding the interpretation of the Certificate of Incorporation or these By-laws. The Board, in consultation with the Spiritual Director, may appoint or authorize the appointment of such staff as will further the stated purposes of the Center.

3. *Business Manager.* The Board of Trustees shall appoint a Business Manager, who shall report to the Board and who shall serve at the Board’s pleasure. The Business Manager shall administer the day-to-day financial affairs of the Center under the Board’s direction and under the oversight of the Treasurer. The Business Manager shall also perform such other duties as may be prescribed by the Board or required by these By-laws. The Business Manager shall ensure that the financial affairs of the Center are conducted in a responsible manner and that financial records are maintained as required by law. Unless excused by the Board, the Business Manager shall attend the meetings of the Board. If the Business Manager is absent and has not left instructions indicating otherwise, the Vice-president shall administer the Center’s financial affairs; if the Business Manager and the Vice-president are both absent and have not left instructions indicating otherwise, the Secretary shall administer the Center’s financial affairs; if the Business Manager, the Vice-president, and the Secretary are all absent and have not left instructions indicating otherwise, the Treasurer or the Treasurer’s designee shall administer the Center’s financial affairs.

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 committees, each consisting of three or more Trustees. 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 committees of the Board, whether created by the Board or by the Members, shall be committees of the Corporation, but no such committee shall have the authority to bind the Board. 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.

5. *Real Property; Limitation on Debt; Judicial Approval.* Through adoption of this paragraph, the Members of the Center hereby authorize the Board to purchase, sell, mortgage, or lease real property and hereby expressly consent to any such purchase, sale, mortgage, or lease that shall be or heretofore has been authorized by the Board in conformity with section 509 of the Not-for-Profit Corporation Law. [Draftsman's note: See By-laws, Article III(E)(1). The first sentence of this paragraph was adopted by vote of the Center's Members on May 25, 1991.] Acting pursuant to section 200 of the Religious Corporations Law, the Members also hereby authorize the Board to incur debts beyond those necessary for the care of the Center's property when, in the judgment of the Board, incurring such debts is prudent and would aid in the administration of the Center's financial affairs. The Center shall not purchase real property, or sell, mortgage, or lease any of its real property without complying with the applicable provisions of Article III(E)(1) of these By-laws, section 509 of the Not-for-Profit Corporation Law, and section 12 of the Religious Corporations Law. [Draftsman's note: The second and third sentences of this paragraph were adopted by vote of the Center's Members on May 23, 2009.]

## B. TERM AND QUALIFICATIONS

1. *Number of Trustees; Term; Computation of Time.* Consistent with sections 195 and 197 of the Religious Corporations Law, sections 703 and 704 of the Not-for-Profit Corporation Law, and the Center's Certificate of Incorporation, the Board of Trustees consists of six Trustees, who serve for three-year terms, the terms of two Trustees expiring each year. The term of one of the three Trustees elected by the Center's Members pursuant to Article III(C)(1) of these By-laws shall expire each year when a successor is chosen at the Center's annual corporate meeting. The term of one of the three Trustees elected by the Board or the Spiritual Director pursuant to each of Articles III(C)(2) and III(C)(3) shall expire at that time, as well, and that Trustee's successor shall then take office. For purposes of determining (1) the terms of office of Trustees, (2) the waiting period under Article III(B)(2) of these By-laws during which a Trustee who has served three terms on the Board may not again serve, and (3) whether, for purposes of Article III(B)(2), a Trustee has served more than two years of a term, the time between the Center's annual corporate meetings shall be reckoned as one year. [Draftsman's note: Cf. RCL section 196.]

2. *Qualifications; Term Limitation; Anti-Nepotism Rule.* Consistent with section 701 of the Not-for-Profit Corporation Law, sections 195 and 199 of the Religious Corporations Law, and Article VI(D) of these By-laws, a Trustee must be at least eighteen years old and must be a Member of the Center. As permitted by section 701 of the Not-for-Profit Corporation Law, the following additional qualifications are prescribed for Trustees: (1) Except for the Trustee elected by the Spiritual Director, a Trustee is limited to serving three consecutive three-year terms, after which that person may not again serve on the Board of Trustees for one year. A term of which a Trustee serves two years or less shall not be counted in determining whether a Trustee has served three consecutive terms; however, a term of which a Trustee

serves more than two years shall be counted. (2) Neither (a) the Spiritual Director's, the Business Manager's, nor any Trustee's parent, child, husband, wife, brother, or sister, nor (b) the parent, child, husband, wife, brother, or sister of any person specified in clause (a) of this sentence may be elected as a Trustee or Alternate Trustee by the Board or the Spiritual Director pursuant to Article III(C)(2) or III(C)(3) of these By-laws; however, a person specified in clause (a) or (b) of this sentence may be elected as a Trustee by the Center's Members pursuant to Article III(C)(1) of these By-laws and may complete a term to which the person has been previously elected by the Board or the Spiritual Director pursuant to Article III(C)(2) or III(C)(3).

### C. ELECTION OF TRUSTEES

In accordance with section 195 of the Religious Corporations Law and section 703 of the Not-for-Profit Corporation Law, at each annual corporate meeting of the Center successors to those Trustees whose terms then expire shall be elected pursuant to the following procedures:

1. *Trustees Elected by the Center's Members.* 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 five-or-six member Nominating Committee comprising (1) the Spiritual Director or Co-Directors, (2) an Officer of the Center designated by the Board of Trustees, (3) a Trustee designated by the Board of Trustees, and (4) two Members of the Center designated by the Board of Trustees, neither of whom is a Spiritual Director, an Officer, or a Trustee of the Center. 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. Consistent with section 195 of the Religious Corporations Law, Trustees shall be elected by ballot in accordance with the provisions of Article VII of these By-laws. In case more than one Trustee is to be elected pursuant to this paragraph at an annual corporate meeting, the number of votes received by a candidate shall determine the seat on the Board to which that candidate is elected, with the candidate receiving the most votes being elected to a full three-year term. Consistent with section 199 of the Religious Corporations Law, if a Board seat filled under this paragraph becomes vacant, the Board shall elect a successor Trustee to fill the vacancy until the next annual corporate meeting; the anti-nepotism rule of Article III(B)(2) of these By-laws shall apply to the election of a successor Trustee by the Board under this sentence.

2. *Trustees Elected by the Board of Trustees.* As permitted under section 703(a) of the Not-for-Profit Corporation Law, two Trustees shall be elected by a membership section consisting of the Center's Board of Trustees. If the term of office of a Trustee elected pursuant to this paragraph is to expire at an annual corporate meeting, the Board may, by ballot, elect a successor Trustee pursuant to the preceding sentence at any Board meeting occurring within the six months preceding the annual meeting, or may elect such a successor by unanimous written consent during that six-month period in accordance with Article III(E)(3) of these By-laws. Election pursuant to the preceding sentence shall be deemed to take place, *nunc pro tunc*, as of the time of the annual meeting. The Board shall have the authority to reconsider and rescind its election of a Trustee pursuant to this paragraph at any time before the annual

meeting. Consistent with section 705(b) of the Not-for-Profit Corporation Law, a vacancy in the office of Trustee under this paragraph shall be filled by action of the Board of Trustees. The proxy voting provisions of Article VII of these By-laws shall not apply to actions taken pursuant to this paragraph; however, if an absent Trustee is participating in a meeting of the Board by conference telephone or similar communications equipment, as permitted under Article III(E)(3), the absent Trustee may instruct one of the Trustees physically present at the meeting to mark the absent Trustee's ballot on the absent Trustee's behalf.

3. *Trustee Elected by the Spiritual Director.* As permitted under section 703(a) of the Not-for-Profit Corporation Law, the sixth Trustee shall be elected by a membership section consisting solely of the Spiritual Director. Consistent with section 703(d) of the Not-for-Profit Corporation Law, the Spiritual Director may also elect an Alternate Trustee, who may, if the Trustee elected by the Spiritual Director is absent from a meeting of the Board, participate in such meeting in place of the absent Trustee upon written notice to the Secretary of the Corporation. Notwithstanding the anti-nepotism rule of Article III(B)(2) of these By-laws, the Spiritual Director may elect himself or herself as Trustee or Alternate Trustee. Consistent with section 705(b) of the Not-for-Profit Corporation Law, a vacancy in the office of Trustee or Alternate Trustee under this paragraph shall be filled by action of the Spiritual Director, provided that, notwithstanding anything to the contrary in this paragraph, the Board of Trustees shall fill such a vacancy if the office of Spiritual Director is vacant, if the Spiritual Director has been suspended from office, or if a determination has been made pursuant to Article II(C) of these By-laws that the Spiritual Director is temporarily incapacitated.

4. *Gender of Trustees.* In electing or nominating Trustees, the Board, the Spiritual Director, and the Nominating Committee established by Article III(C)(1) of these By-laws shall endeavor to ensure that no more than four of the six Trustees are of the same gender.

#### D. REMOVAL OF TRUSTEES

1. *Removal by Members, Board of Trustees, or Spiritual Director.* Consistent with section 706(a) of the Not-for-Profit Corporation Law, those Trustees elected by the Center's Members pursuant to Article III(C)(1) of these By-laws may be removed either by vote of the Members or by vote of the Board of Trustees. Consistent with section 706(c)(2), a Trustee elected by the Board of Trustees pursuant to Article III(C)(2) may be removed only by vote of the Board of Trustees. Consistent with section 706(c)(2), a Trustee or Alternate Trustee elected by the Spiritual Director pursuant to Article III(C)(3) may be removed only by the Spiritual Director. However, notwithstanding the preceding sentence, the Board of Trustees may remove a Trustee or Alternate Trustee elected by the Spiritual Director if the office of Spiritual Director is vacant, if the Spiritual Director has been suspended from office, or if a determination has been made pursuant to Article II(C) of these By-laws that the Spiritual Director is temporarily incapacitated. In accordance with section 706(b), it is hereby specified that only the Trustee and Alternate Trustee elected by the Spiritual Director may be removed without cause; all other Trustees may be removed only for cause and only in accordance with the procedures specified in Article III(D)(2) of these By-laws.

2. *Removal Procedure.* In any proceeding to remove, by vote of the Board of Trustees, a Trustee elected by the Members or the Board pursuant to Article III(C)(1) or III(C)(2) of these By-laws, the Board shall follow the procedures of Article X of these By-laws. Any proceeding to remove, by vote of the Members, a Trustee elected by the Members pursuant to Article III(C)(1) shall be conducted in accordance with the procedures of Article VII of these By-laws.

3. *Membership Requirement.* Consistent with section 199 of the Religious Corporations Law and Article VI(D) of these By-laws, if a Trustee ceases to be a Member of the Center that Trustee's office shall thereby become vacant without need for removal pursuant to the provisions this Article III(D).

#### E. MEETINGS OF THE BOARD OF TRUSTEES; QUORUM; NOTICE

1. *Quorum; Presiding Officer; Tie Votes; Majorities; Real Property.* As specified in section 198 of the Religious Corporations Law, a majority (that is, four) of the Trustees lawfully convened shall constitute a quorum for the transaction of business. The Chairman of the Board shall preside; in the Chairman's absence, those Trustees present shall designate a presiding officer. As specified in section 198, in case of a tie vote, the presiding officer shall have an additional vote. Consistent with section 708(d) of the Not-for-Profit Corporation Law, unless otherwise provided by law or in these By-laws, the vote of the majority of the Trustees present shall be the act of the Board. As required by section 509(a) of the Not-for-Profit Corporation Law, the Center shall not purchase real property, unless such purchase is authorized by the vote of a majority of Trustees of the Board or of a majority of a committee authorized by the Board, provided that if such property would, upon purchase thereof, constitute all, or substantially all, of the assets of the Center, then the vote of two-thirds of the entire Board shall be required. Furthermore, as required by section 509(b), the Center shall not sell, mortgage, lease, exchange or otherwise dispose of its real property unless authorized by the vote of a majority of Trustees of the Board or of a majority of a committee authorized by the Board; provided that if such property constitutes all, or substantially all, of the assets of the Center, then the vote of two-thirds of the entire Board shall be required. As required by section 509(c), if the Center authorizes a committee to act pursuant to sections 509(a) and 509(b), the committee shall promptly report any actions taken to the Board, and in no event after the next regularly scheduled meeting of the Board. In addition, the Center shall not sell, mortgage, or lease for a term exceeding five years any of its real property without applying for and obtaining leave of the court, as required under section 12 of the Religious Corporations Law.

2. *Regular Meetings; Special Meetings; Notice; Waiver.* The Board shall hold at least two regular meetings each year at times and places fixed by the Board. Consistent with section 198 of the Religious Corporations Law and section 711(b) of the Not-for-Profit Corporation Law, any two of the Trustees may call a special meeting of the Board by giving three days' notice to the other Trustees; however, if such notice is neither personal nor by mail, additional notice shall be given personally or by mail at least twenty-four hours before the meeting. In addition, consistent with section 710(c) of the Not-for-Profit Corporation Law, the President or the Vice-president may call a special meeting of the Board upon three days' notice to the Trustees. Pursuant to section 711(c) of the Not-for-Profit Corporation Law, any Trustee may waive lack of notice by written or electronic waiver or by attending the meeting without

protesting, prior thereto or at its commencement, the lack of notice. As permitted under section 711(d), notice of any adjournment of a meeting of the Board to another time or place shall be given to the Trustees who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees. However, the preceding sentence shall not apply if (1) a Board meeting is adjourned to a time no later than the end of the second day following the day on which the meeting is adjourned and (2) the time and place to which the meeting are adjourned are announced at the meeting.

3. *Action without Meeting; Participation by Conference Telephone or Electronic Video Screen.* As specified in section 708(b) of the Not-for-Profit Corporation Law, any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Trustee by signing such consent or causing that Trustee's signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee. The resolution and the consents thereto shall be filed with the Board's minutes. As permitted by section 708(c), any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Trustee can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

## F. HONORARY TRUSTEES

The Board may, from time to time, designate one or more Honorary Trustees, to hold such position at the Board's pleasure. Unless otherwise specified by the Board, Honorary Trustees shall serve for a term of one year. An Honorary Trustee shall be entitled to participate in meetings of the Board as an advisor, but shall not be entitled to vote or otherwise to exercise the authority or powers of a Trustee.

Notwithstanding anything to the contrary in the foregoing, if the Spiritual Director is not a Trustee, the Spiritual Director shall serve, ex officio, as an Honorary Trustee.

## ARTICLE IV. OFFICERS

### A. OFFICES; ELECTION OF OFFICERS; TERMS

The Center's Officers shall be as follows: (1) a President or two Co-Presidents, (2) a Vice-president, (3) a Secretary, and (4) a Treasurer; there shall also be such Assistant Officers as the Board of Trustees may find necessary. As provided by section 713(a) of the Not-for-Profit Corporation Law, any two or more offices may be held by the same person, except the offices of President and Secretary. Consistent with



section 713(a), the Board of Trustees shall elect the Officers and any Assistant Officers. Consistent with section 713(c), Officers shall be elected annually.

## B. DUTIES OF OFFICERS

Unless excused by the Board of Trustees, the Center's Officers shall attend the meetings of the Board.

1. *The President or Co-Presidents.* The President or Co-Presidents shall have such duties as are prescribed by the Board. It is contemplated that the Board of Trustees will normally elect the Spiritual Director or Co-Directors as President or Co-Presidents, but the Board shall not be required to do so. For purposes of these By-laws, the term "President" shall refer to either or both of two Co-Presidents.

2. *The Vice-president.* The Vice-president shall report to the Board of Trustees and shall perform such duties as may be prescribed by the Board or required by these By-laws.

3. *The Secretary.* The Secretary shall report to the Board and shall be responsible for maintaining the corporate records of the Center, including the By-laws and the Certificate of Incorporation. The Secretary shall be responsible for taking and maintaining the minutes of Board meetings and corporate meetings of Members, and shall perform such other duties as may be prescribed by the Board or required by these By-laws. The Secretary shall make such minutes, as well as the By-laws, the Certificate of Incorporation, and the Board's report presented at the Center's annual corporate meeting, available for inspection and copying by Members and trial members of the Center. The Secretary shall ensure that every certificate required to be signed and delivered to the office of the County Clerk under the Not-for-Profit Corporation Law, as modified by section 2-b(d) of the Religious Corporations Law, shall conform to the requirements of section 104 of the Not-for-Profit Corporation Law.

4. *The Treasurer; Finance Committee.* The Treasurer shall report to the Board and shall be responsible for oversight of all financial affairs of the Center, including the maintenance of financial records and the preparation of financial reports, and shall perform such other duties as may be prescribed by the Board or required by these By-laws. 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. The Business Manager and any subordinates shall keep the Treasurer fully informed of the Center's financial affairs and shall ensure the Treasurer access to all records and information pertaining to such affairs. The Treasurer shall, with the cooperation the Business Manager, assist the Board in the preparation and presentation of the report that the Board must submit to the annual corporate meeting of Members pursuant to section 519 of the Not-for-Profit Corporation Law. In addition, the Treasurer, with the assistance of the Business Manager, shall submit quarterly written financial reports to the Board containing at least the information required to be included in the Board's report to the annual corporate meeting.

5. *Assistant Officers.* An Assistant Officer shall report to the Officer whom the Assistant Officer assists and shall perform such duties as may be prescribed by that Officer or by the Board of Trustees.

### C. REMOVAL OF OFFICERS

Consistent with section 714(a) of the Not-for-Profit Corporation Law, any Officer or Assistant Officer may be removed by the Board at any time with or without cause.

## ARTICLE V. INDEMNIFICATION AND COMPENSATION OF TRUSTEES AND OFFICERS

### A. INDEMNIFICATION

The Center shall indemnify to the full extent permitted by Article 7 of the Not-for-Profit Corporation Law and other applicable provisions of law any person made or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person, or the person's testator or intestate is or was a Trustee or Officer of the Center. In addition to other indemnification, the Center shall, subject only to any limitation imposed by law, pay and indemnify each such person – in advance of the final disposition of any criminal, civil, administrative, or investigative action, suit, or proceeding – for all reasonable expenses incurred by such person in defending such action, suit, or proceeding. The Center shall make such payment upon receipt of a written undertaking by or on behalf of the person to repay such amount if it is ultimately determined that the person is not entitled to be indemnified by the Center. In determining whether such a person is entitled to indemnification under this Article, the Not-for-Profit Corporation Law, or otherwise, the burden of proof shall fall upon the Center or any person who takes the position that indemnification is not authorized. Indemnification rights provided under this Article shall constitute contractual rights that cannot be denied retroactively without the consent of the person benefited thereby.

### B. COMPENSATION

Consistent with section 515(b) of the Not-for-Profit Corporation Law, the Center may pay compensation in a reasonable amount to members, Trustees, or Officers, for services rendered. As provided in section 515(b), "No person who may benefit from such compensation may be present at or otherwise participate in any board or committee deliberation or vote concerning such person's compensation; provided that nothing in this section shall prohibit the board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto." Unless otherwise specified by the Board of Trustees, all compensation paid by the Center to any person who both (1) is a Trustee or Officer of the Center and (2) is employed by the Center in a capacity other than as a Trustee or Officer shall be deemed paid to that person solely as compensation for the person's services rendered to the Center in the capacity other than as a Trustee or Officer. *[Draftsman's note: Section 720-a of the NPCL provides partial immunity from liability for uncompensated trustees and officers of corporations, such as the Center, which qualify under section 501(c)(3) of the United States Internal Revenue Code.]*

## C. DEFINITIONS

For purposes of this Article V, the term “Officer” includes an Assistant Officer, and the term “Trustee” includes an Alternate Trustee or Honorary Trustee.

## ARTICLE VI. MEMBERSHIP

### A. MEMBERS

In consultation with the Board of Trustees and subject to the Board’s approval, the Spiritual Director shall specify the requirements and procedures whereby a person may become a Member of the Center. As permitted by section 601 of the Not-for-Profit Corporation Law, such requirements and procedures may provide for one or more classes of Members. The Spiritual Director shall specify the privileges and obligations of each class of membership as they pertain to spiritual matters; the Board of Trustees shall specify such privileges and obligations as they pertain to financial and other secular matters. Persons admitted to membership in accordance with this paragraph, and no others, shall constitute the “members” of the Center within the meaning of section 601 of the Not-for-Profit Corporation Law and of section 195 of the Religious Corporations Law. All persons who are full voting Members of the Center as of the date of adoption of this paragraph shall be deemed to have been admitted to membership in accordance with this paragraph. [*Draftsman’s note:* This paragraph was adopted on May 25, 1991.] The Center’s Secretary, or the Secretary’s designee, shall maintain a current list of the Center’s Members. The Secretary shall make available for inspection and copying by Members and trial members of the Center a written copy of the requirements, procedures, privileges, and obligations mentioned in this paragraph.

### B. SUSPENSION OF MEMBERSHIP

1. *Suspension by Spiritual Director and Vice-president.* The Spiritual Director or a designee and the Vice-president or a designee may, acting jointly, totally or partially suspend the membership of any person, if necessary to protect the safety of persons or property or to prevent disruption of the Center’s activities. However, such suspension of membership shall not affect the suspended Member’s right to vote by proxy at any special or annual corporate meeting of the Center, and, if the Member is a Trustee, shall not affect the Member’s right to act in that capacity. A suspension pursuant to this paragraph shall not extend past the next meeting of the Board of Trustees.

2. *Suspension by Board of Trustees.* While the Board of Trustees has under consideration whether to terminate a person’s membership pursuant to section VI(C) of these By-laws, the Board may suspend that person’s membership in the Center. However, any such suspension shall be subject to the limitations, other than the limitation regarding duration, specified in the preceding paragraph.

### C. LOSS OF MEMBERSHIP

1. *By Action of Spiritual Director.* The Spiritual Director, acting in consultation with the Business Manager and the Head of the Zendo, shall have the authority to terminate a person's membership in the Center, in accordance with Article VI(E) of these By-laws, by reason of non-payment of sums owed the Center. However, the Board of Trustees shall have the authority to rescind any such termination for good cause shown.

2. *By Action of Spiritual Director and Board of Trustees.* If the Spiritual Director determines that a Member is acting contrary to the best interests of the Center or is not fulfilling the obligations and requirements of membership, the Spiritual Director may recommend that the Board of Trustees terminate the person's membership. The Board shall have the authority to act upon the Spiritual Director's recommendation after affording the person reasonable notice and opportunity to be heard. As permitted under section 709(a) of the Not-for-Profit Corporation Law, termination of a person's membership pursuant to this paragraph shall require the affirmative vote of four of the six Trustees.

[*Draftsman's note:* Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.]

3. *Through Disaffiliation of Affiliate.* If a group that is affiliated with the Center pursuant to Article IX of these By-laws becomes disaffiliated from the Center, unless otherwise provided by the Board of Trustees the members of the former affiliate shall be offered the option of continuing their membership in the Rochester Zen Center with the same rights and responsibilities as members who do not hold their membership in the Center in consequence of their membership in one of its affiliates.

### D. QUALIFICATION TO VOTE; MEMBERSHIP AND AGE LIMITATIONS

The right to vote at any annual or special corporate meeting of the Center – or with respect to any other matter required or permitted by law, by the Center's Certificate of Incorporation, or by these By-laws to be voted upon by the Center's Members – shall, as permitted under section 195 of the Religious Corporations Law, be vested solely in those persons who are Members of the Center in good and regular standing by admission into membership pursuant to Article VI(A) of these By-laws. [*Draftsman's note:* In accordance with section 195 of the RCL, the preceding sentence – which restricts the right to vote to Members of the Center, thus excluding “those who have been stated attendants on divine worship in such church and have regularly contributed to the financial support thereof during the year next preceding” – was adopted by the Center's qualified voters on May 25, 1991.] As permitted under section 4-a of the Religious Corporations Law, all members sixteen years of age or older may vote. [*Draftsman's note:* In accordance with section 4-a of the RCL, the preceding sentence, which permits Members between the ages of sixteen and eighteen to vote, was adopted by the Center's qualified voters on May 25, 1991.]

### E. DUES; LOSS OF MEMBERSHIP FOR NON-PAYMENT

As permitted by section 507 of the Not-for-Profit Corporation Law, the Center – in accordance with policies adopted by the Board of Trustees – may levy initiation fees, dues, and assessments upon its Members and may impose reasonable fines or other penalties upon its Members for violations of its rules and regulations. As permitted by section 507(c), the Spiritual Director, acting in consultation with the Business Manager and the Head of the Zendo, may, in conformity with policies adopted by the Board of

Trustees and upon reasonable notice and opportunity to pay the sum owed, terminate a person's membership in the Center for non-payment of fees, dues, assessments, fines, or other penalties. For purposes of this paragraph, membership pledges shall be deemed to constitute "dues," and "fees" shall include, without limitation, fees for sesshin and training programs, as well as any sums owed to the Center for goods or services. In addition, a Member's failure to respond to communications from the Center regarding financial matters may be deemed to constitute "non-payment" for purposes of this paragraph.

## F. TRIAL MEMBERS

In consultation with the Board of Trustees and subject to the Board's approval, the Spiritual Director may establish requirements and procedures whereby a person may become a trial member of the Center. Such requirements and procedures may provide that a person shall not remain a trial member for more than a specified period of time and may provide for one or more classes of trial members. If the Spiritual Director determines that a trial member is acting contrary to the best interests of the Center or is not fulfilling the obligations and requirements of trial membership, the Spiritual Director or a designee may revoke the person's status as a trial member. Trial members are persons who are not yet Members of the Center, but who may apply for membership after satisfactory completion of a period of trial membership; in particular, trial members are not "members" of the Center within the meaning of section 601 of the Not-for-Profit Corporation Law or of section 195 of the Religious Corporations Law. The Spiritual Director shall specify the privileges and obligations of trial membership as they pertain to spiritual matters; the Board of Trustees shall specify such privileges and obligations as they pertain to financial and other secular matters. The Center's Secretary, or the Secretary's designee, shall maintain a current list of trial members. The Secretary shall make available for inspection and copying by Members and trial members of the Center a written copy of the requirements, procedures, privileges, and obligations mentioned in this paragraph.

## ARTICLE VII. CORPORATE MEETINGS OF MEMBERS

### A. ANNUAL CORPORATE MEETING

1. *Date, Time, and Place.* An annual corporate meeting of the Center's Members shall be held as required by section 603(b) of the Not-for-Profit Corporation Law and section 194 of the Religious Corporations Law. Unless otherwise determined for a particular year by the Board of Trustees, the annual meeting shall be held over the Memorial Day weekend, in conjunction with the Center's celebration of the Buddha's birth, the exact time, date, and place of the meeting to be fixed each year by the Board of Trustees as permitted under sections 603(b) and 194.

2. *Notice; Ballots.* The Board of Trustees shall cause notice to be given of the time, date, and place of each year's annual meeting, specifying the names of any Trustees whose successors are to be elected, in the manner required by section 194 of the Religious Corporations Law; in addition, the Center's

Secretary, or the Secretary's designee, shall give notice and provide ballots to the Center's Members in accordance with the provisions of Article VII(D) of these By-laws.

3. *Agenda.* The annual meeting shall elect Trustees pursuant to Article III(C) of these By-laws, and the Board of Trustees shall present a properly verified report as required by section 519 of the Not-for-Profit Corporation Law. In addition, the Spiritual Director and the Treasurer (or their designees) shall report to the annual meeting regarding the spiritual and the financial affairs of the Center, respectively. The annual meeting shall also vote upon any other matters properly before the meeting under the provisions of Articles VII(C)(1) and VII(F) of these By-laws.

## B. SPECIAL CORPORATE MEETINGS

1. *Call by Board of Trustees.* As provided by section 194 of the Religious Corporation Law and section 603(c) of the Not-for-Profit Corporation Law, a special corporate meeting of the Center's Members may be called by the Board of Trustees, either on its own motion or on the written request of at least ten members.

2. *Call by Members; Demand; Notice; Place.* In addition, as provided by section 603(c) of the Not-for-Profit Corporation Law, a special corporate meeting may be convened by the Members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. No matter or question shall be placed on the ballot for a special meeting convened pursuant to this paragraph, as required under Article VII(C)(1) of these By-laws, unless such matter or question was explicitly stated in the written demand that the meeting be called. The Secretary of the Center upon receiving the written demand shall promptly give notice of such meeting, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice in the Secretary's stead. Any meeting convened pursuant to this paragraph shall be held at the Center.

3. *Notice; Ballots.* The Trustees shall cause notice to be given of the time, date, place, and business to be transacted at any special corporate meeting in the manner required by section 194 of the Religious Corporations Law; in addition, the Center's Secretary shall give notice and provide ballots to the Center's Members in accordance with the provisions of Article VII(D) of these By-laws. In the case of a special meeting called by Members of the Center pursuant to Article VII(B)(2) of these By-laws and section 603(c) of the Not-for-Profit Corporation Law, such notice and provision of ballots shall be in addition to the notice required by Article VII(B)(2) and section 603(c).

## C. CONDUCT OF CORPORATE MEETINGS

1. *Ballots Required; Majorities; Tie Votes; Duration of Voting.* No action taken with regard to any matter or question by an annual or special corporate meeting of the Center, other than adjournment of the meeting, shall have any force or effect unless the matter or question is voted upon by written ballot provided in advance to the Members of the Center in conformity with the notice and proxy voting provisions of Article VII(D) of these By-laws. However, the Members present in person at a meeting may

adjourn the meeting without regard to the requirements of the preceding sentence. *[Draftsman's note: Cf. NPCL section 608(d); By-laws Article VII(E).]* Consistent with section 195 of the Religious Corporations Law and section 613 of the Not-for-Profit Corporation Law, the action of a corporate meeting upon any matter or question shall be decided by a majority of the Members voting thereon, a quorum being present in person or by proxy with respect to the matter or question. However, consistent with section 5 of the Religious Corporations Law, the adoption or amendment of By-laws by a corporate meeting shall require a two-thirds vote of the Members voting. In case of a tie vote, the matter or question proposed shall fail to pass; a tie vote as between two proposed alternatives shall be decided by the presiding officer's toss of a coin. *[Draftsman's note: The coin-toss provision would apply, for example, if there were a tie vote in a Trustee election.]* As specified in section 611(e) of the Not-for-Profit Corporation Law, each Member shall have one, and only one, vote. As required by section 195 of the Religious Corporations Law, the polls of an annual corporate meeting shall continue open for at least one hour.

2. *Presiding Officer; Duties.* Consistent with section 195 of the Religious Corporations Law, the first named of the following persons who is present at an annual or special corporate meeting shall preside: the Spiritual Director; the Officers of the Center in order of their age, beginning with the oldest; any Members elected to preside at the meeting. However, consistent with section 205 of the Religious Corporations Law, the Members present in person or by proxy at a corporate meeting may choose a person to preside at the meeting other than the person designated in the preceding sentence. As provided in section 195, the presiding officer of the meeting shall receive the votes, be the judge of qualifications of voters, and declare the result of votes cast on any matter.

#### D. NOTICE AND BALLOT; WAIVER OF NOTICE; RECORD DATE; PROXY VOTING

1. *Notice and Ballot.* *[Draftsman's note: The notice provisions of section 605 of the NPCL are made inapplicable to religious corporations by section 2-b(1)(c) of the RCL.]* Not more than fifty nor less than twenty days before the date of any corporate meeting, the Center's Secretary, or the Secretary's designee, shall mail to each Member of the Center, at the last address provided by the Member, notice of the time, date, and place of the meeting, accompanied by a ballot form stating each matter or question to be voted upon at the meeting pursuant to Article VII(F) of these By-laws and allowing the Member to designate the Secretary or the Secretary's designee as the Member's proxy for purposes of casting the Member's vote at the meeting with respect to each matter or question in the manner marked by the Member on the ballot. However, in the case of failure to comply with the twenty-day deadline specified in the preceding sentence, actual delivery of the notice and ballot at least one week before the meeting to a Member personally or to a Member's address as specified in the preceding sentence shall be deemed to satisfy the requirements of the preceding sentence. *[Draftsman's note: See By-laws Article VII(D)(3) (Record Date). Although NPCL section 611 allows a record date not more than fifty nor less than ten days before the meeting, the minimum specified here ensures that ballots will be mailed to Members at least twenty days before the meeting (or actually delivered at least a week beforehand), thus affording Members the opportunity to return their ballots to the Secretary by mail in time for the meeting.]* If a Member returns the ballot to the Secretary or the Secretary's designee before the meeting, but is not present at the meeting, the Secretary or the Secretary's designee shall, in accordance with Article VII(D)(5) of these By-laws, cast the Member's votes by proxy at the meeting in the manner

marked on the Member's ballot. If a Member (1) returns the ballot to the Secretary or the Secretary's designee before the meeting and is present at the meeting or (2) returns the ballot to the presiding officer or the presiding officer's designee at the meeting before the polls close, the ballot shall constitute the Member's votes in person with respect to each matter or question marked thereon. In addition to the notice specified in this paragraph, notice shall also be given as may be required under section 194 of the Religious Corporations Law and Articles VII(A)(2), VII(B)(2), and VII(B)(3) of these By-laws.

2. *Waiver of Notice.* As specified in section 606 of the Not-for-Profit Corporation Law, notice of a corporate meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. As further specified in section 606, the attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by that Member. However, a proxy vote cast by default pursuant to Article VII(D)(5) of these By-laws shall not constitute attendance at a meeting by proxy for purposes of the preceding sentence. In addition, any Member who receives actual notice and a ballot, in conformity with the provisions of Article VII(D)(1), shall be deemed to have waived any other notice of an annual or special corporate meeting, whether required by law or under these By-laws.

3. *Record Date.* As permitted under section 611 of the Not-for-Profit Corporation Law, unless otherwise specified by the Board of Trustees, the date on which the Center's Secretary or the Secretary's designee begins the mailing of notice and ballots to the Center's Members pursuant to Article VII(D)(1) of these By-laws shall constitute the record date (1) for determining who is entitled to notice of a corporate meeting or any adjournment thereof, (2) for determining who is entitled to vote at any such meeting or adjournment thereof, (3) and for any other purpose specified in section 611. The Secretary shall enter the record date for each meeting in the minutes thereof.

4. *Proxy Voting Permitted.* [Draftsman's note: The proxy voting provisions of section 609 of the NPCL are made inapplicable to religious corporations by section 2-b(1)(c) of the RCL.] Members of the Center may elect to vote or be present by proxy ballot in accordance with the provisions of Article VII(D)(1) of these By-laws with respect to any matter or question to be voted upon or considered at an annual or special corporate meeting, including without limitation the following: (1) election of Trustees, (2) amendment of the Center's By-laws or Certificate of Incorporation, and (3) presence at a "previous meeting" for the purpose of receiving the written notice required by section 5 of the Religious Corporations Law to be "openly given at a previous meeting," in the case of adoption or amendment of By-laws by a corporate meeting.

5. *Proxy Voting Procedures; Proxy Vote by Default.* No vote by proxy shall be counted at a corporate meeting unless (1) cast by returning to the Center's Secretary or the Secretary's designee the proxy ballot form provided to the Member pursuant to Article VII(D)(1) of these By-laws or (2) cast by default under the provisions of this paragraph. The Board of Trustees shall determine any procedures for proxy voting in addition to those specified in these By-laws. Such procedures may include, with respect to a question or matter, the provision that if a Member neither attends a corporate meeting nor, prior to the meeting, specifies otherwise by returning to the Center's Secretary or the Secretary's designee a ballot provided to the Member pursuant to Article VII(D)(1) of these By-laws, the Member shall be deemed to



have appointed the Secretary, or the Secretary's designee, as the Member's proxy for the purpose (1) of casting the Member's vote with respect to the question or matter in a manner specified by the Board, or (2) of being present at the meeting to receive notices and reports. However, the preceding sentence shall not apply in the following cases: (1) election of Trustees pursuant to Article III(C)(1) of these By-laws; (2) removal of the Spiritual Director pursuant to Article II(D) of these By-laws; and (3) removal of a Trustee by vote of the Members pursuant to Article III(D) of these By-laws.

#### E. QUORUM

Consistent with section 608(a) of the Not-for-Profit Corporation Law, and section 195 of the Religious Corporations Law, for purposes of taking action with regard to a matter or question at any annual or special corporate meeting, a quorum shall consist of a majority of the Center's Members present in person or by proxy, but in no event fewer than six. However, consistent with section 608(b) of the Not-for-Profit Corporation Law, and section 195 of the Religious Corporations Law, the presence in person or by proxy of 100 Members or one-tenth of the Center's Members, whichever is fewer, but in no event fewer than six, shall constitute a quorum for the following purposes: (1) election of Trustees pursuant to Article III(C)(1) of these By-laws; (2) election of a presiding officer pursuant to Article II(D)(1) of these By-laws; and (3) presence at a "previous meeting" for the purpose of receiving the written notice required by section 5 of the Religious Corporations Law to be "openly given at a previous meeting," in the case of adoption or amendment of By-laws by a corporate meeting. In addition, notwithstanding any provision of these By-laws to the contrary, the quorum provisions of the preceding sentence shall also apply for the purpose of acting upon any matter or question placed upon the agenda of an annual or special corporate meeting by action of the Center's Board of Trustees. In determining whether a quorum is present with respect to a particular matter or question at any annual or special corporate meeting, ballots that have been returned, but which are unmarked or spoiled with respect to that matter or question, shall be counted. Consistent with section 608(d) of the Not-for-Profit Corporation Law, the Members present in person may adjourn a corporate meeting, despite the absence of a quorum.

#### F. AGENDA

Those and only those matters or questions that have been properly placed on the agenda of an annual or special corporate meeting pursuant to this paragraph shall be included on the ballots provided to Members pursuant to Article VII(D)(1) of these By-laws; no other matters or questions, except adjournment of the meeting, shall be in order at any corporate meeting, and no vote of a corporate meeting regarding any other matter or question shall have any force or effect. The Board of Trustees may place a matter or question on the agenda for a corporate meeting. However, as permitted under section 709(a) of the Not-for-Profit Corporation Law, the affirmative vote of four of the six Trustees shall be required to place the adoption, amendment, or repeal of any By-law on the agenda for a corporate meeting. *[Draftsman's note: Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.]* In addition, the Members entitled to cast ten percent of the total number of votes entitled to be cast at such a meeting may place a matter or question on the agenda by written demand made upon the

Center's Secretary at least two months before the date of the meeting. However, notwithstanding the preceding sentence, only the Board of Trustees may place on the agenda of a corporate meeting any amendment, change, or restatement of the Center's Certificate of Incorporation or any amendment or repeal of this sentence. As permitted under section 709(a) of the Not-for-Profit Corporation Law, action of the Board of Trustees pursuant to the preceding sentence shall require the affirmative vote of four of the six Trustees. [*Draftsman's note:* Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.]

#### G. APPROVAL OF MINUTES

The Board of Trustees shall have the authority to approve the minutes of any corporate meeting.

#### H. ELECTRONIC OR ONLINE VOTING

For purposes of this Article VII, (1) the terms "ballot," "written ballot," and "ballot form" shall include electronic or online methods of recording votes, (2) to "return" a ballot shall include registering votes electronically or online, (3) the term "mail" shall include electronic mail (e-mail), and (4) the term "address" shall include an e-mail address.

### ARTICLE VIII. NON-DISCRIMINATION

The Center shall not discriminate in any manner on the basis of race or ethnic or national origin. The Center shall not discriminate unreasonably on the basis of nationality, age, marital status, gender, disability, or sexual orientation or identification. [*Draftsman's note:* Examples of reasonable discriminations include the requirement that only United States citizens and those aliens with proper visas may become regular staff members (i.e., employees) of the Center and By-law Article III(B)(2), providing that a Trustee must be at least 18 years old.]

### ARTICLE IX. AFFILIATES OF THE CENTER

#### A. AFFILIATION

1. *Requirements, Privileges, and Obligations.* The Spiritual Director and the Board of Trustees shall specify the requirements for an incorporated Zen Buddhist group's becoming affiliated with the Center: The Spiritual Director shall specify the privileges and obligations of affiliate groups and the requirements pertaining to the organization and operation of such groups as they pertain to spiritual matters; the Board shall specify such privileges, obligations, and requirements as they pertain to financial and other secular matters. A group shall become affiliated with the Center only upon the recommendation of the Spiritual Director and the approval of the Board. Such approval may be contingent upon, without limitation, the group's adoption, rescission, or amendment of provisions of its by-laws or certificate of incorporation as specified by the Board. The Center's Secretary shall maintain a list of the Center's

affiliate groups. The Secretary shall make available for inspection and copying by Members and trial members of the Center a written copy of the requirements, privileges, and obligations mentioned in this paragraph.

2. *Affiliate Leader; By-laws and Certificate of Incorporation.* The spiritual leader of each affiliate group (herein referred to as the “Affiliate Leader”) shall be appointed by the Spiritual Director and shall serve at the Spiritual Director’s pleasure; however, the Board of Trustees may also suspend or remove an Affiliate Leader pursuant to Article X of these By-laws. The Certificate of Incorporation or the By-laws of an affiliate group shall contain the following provision, or a substantially equivalent provision approved by the Center’s Board of Trustees:

[Name under which the affiliate group is incorporated] is an affiliate of the Rochester Zen Center, a not-for-profit corporation incorporated under the New York Religious Corporations Law, and will comply with the provisions of the Rochester Zen Center’s by-laws and guidelines relating to affiliates. However, as an independently incorporated entity managed by its own Board of Trustees [Directors], [Name of affiliate group] acknowledges full and sole legal responsibility for its acts and omissions, and no legal obligation therefor is assumed by the Rochester Zen Center.

No affiliate group shall adopt, rescind, or amend any by-law or any provision of its certificate of incorporation without first having obtained the approval of the Center’s Board of Trustees. Upon request of the Center’s Secretary or Board of Trustees, an affiliate group shall provide a current copy of the group’s by-laws and certificate of incorporation.

3. *Grandfather Clause.* Each of the Center’s affiliate groups as of the date of adoption of this paragraph shall be deemed to have become affiliated with the Center in accordance with this Article IX(A), provided that such group brings itself into conformity with the requirements of this Article IX(A) within one year of the adoption of this paragraph. [*Draftsman’s note:* This paragraph was adopted on May 25, 1991.] However, the Board of Trustees may grant an extension of time under the preceding sentence for good cause shown.

## B. SUSPENSION OF AFFILIATION

The Spiritual Director or the Spiritual Director’s designee may totally or partially suspend the affiliation of any affiliate group, if necessary to protect the safety of persons or property, to prevent disruption of the Center’s activities, or if the continuation of such affiliation is, in the Spiritual Director’s or the designee’s judgment, contrary to the best interests of the Center. However, such suspension of affiliation shall not affect the Center membership of any member of the suspended affiliate group. The Spiritual Director shall have the authority to rescind any suspension of affiliation pursuant to this paragraph.

## C. TERMINATION OF AFFILIATION

1. *Termination by Affiliate Group.* An affiliate group may terminate its affiliation with the Center in accordance with applicable provisions of law and of the group’s certificate of incorporation and by-laws.

2. *Termination by Spiritual Director.* If the Spiritual Director determines that an affiliate group's continued affiliation with the Center is contrary to the best interests of the Center or that an affiliate group is not fulfilling the obligations and requirements of affiliation with the Center, the Spiritual Director may, acting in consultation with the Board of Trustees, terminate the group's affiliation after affording the group reasonable notice and opportunity to be heard.

## ARTICLE X. ETHICS AND ADVISORY COMMITTEE; CONCERNS AND COMPLAINTS

### 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 Spiritual Director or Acting Spiritual Director, 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 Spiritual Director, the Board, or any of its own members in response to matters within its jurisdiction.

### C. PROCEDURE FOR RAISING CONCERNS AND MAKING COMPLAINTS

A Member with a concern or complaint is ordinarily expected first to raise the matter with an appropriate person in authority, such as the Spiritual Director, the Head of Zendo, the Chairman of the Board, the Business Manager, or a Corporate Officer, before approaching the Ethics and Advisory Committee or the Board of Trustees. For example, concerns or complaints about a Priest would ordinarily first be discussed with the Spiritual Director or Head of Zendo, concerns about the Center's finances would ordinarily first be discussed with the Business Manager or Treasurer, and concerns about a Trustee or corporate Officer would ordinarily first be discussed with the Chairman of the Board. A Member with a concern or complaint may also discuss the matter informally with a member of the Ethics and Advisory Committee or with a Trustee. If such initial discussions either do not resolve the matter or would not, in the view of the

Member raising the concern or complaint, be appropriate, the Member may submit a statement of concern or a complaint to the Committee. Moreover, if a Member believes that a concern or complaint could most effectively be addressed by raising the matter directly with the Board of Trustees, the Member may do so. If the matter is initially raised with the Board of Trustees, the Board may, in its discretion, either refer the matter to the Ethics and Advisory Committee for consideration or may consider the matter itself without preliminary action by the Committee. If the matter constitutes a complaint described in Article X(B)(1), the procedures set forth in Article X(D) shall apply. The procedures set forth in Article X(E) shall apply to other concerns and complaints, as described in Article X(B)(2).

#### D. CONSIDERATION OF COMPLAINTS AGAINST PERSONS SPECIFIED IN ARTICLE X(B)(1)

1. *Applicability.* The procedures specified in this Article X(D) shall apply to complaints against specified persons, as described in Article X(B)(1).

2. *Action by Ethics and Advisory Committee.* The Committee shall afford the complainant and the person complained of the opportunity to meet with the Committee. The Committee may also consider such additional evidence and conduct such additional investigation as it deems warranted under the circumstances. The Committee may dismiss the complaint without further action if it determines either (a) that there is insufficient evidence of the truth of the allegations in the complaint to warrant its referral to the full Board of Trustees for consideration pursuant to Article X(D)(3) of these By-laws or (b) that even accepting as true the allegations in the complaint, no sanction against the person complained of would be appropriate. Otherwise, the Committee shall refer the complaint to the Board, together with its findings and any recommendations, without determining its merits.

3. *Action by Board of Trustees.* Upon referral of a complaint to the Board of Trustees by the Ethics and Advisory Committee pursuant to Article X(D)(2) of these By-laws, or upon the Board's determination to consider a complaint pursuant to Article X(C) of these By-laws or this paragraph, the Board shall meet to consider the complaint. The complainant and the person complained of shall be afforded the opportunity to meet with the Board. The Board may also consider such additional evidence and conduct such additional investigation as it deems warranted under the circumstances. The Board shall then determine the merits of the complaint. If the Board finds that a complaint has merit and that sanctions against the person complained of are appropriate, the Board shall have the authority to impose the following sanctions: (a) private reprimand; (b) public reprimand or censure; (c) suspension from duties or office for up to one year; or (d)(i) in the case of a person other than the Spiritual Director, the Trustee or Alternate Trustee elected by the Spiritual Director, a Priest or a Novice, removal from office, (ii) in the case of the Trustee or Alternate Trustee elected by the Spiritual Director, a Priest or a Novice, recommendation that the Spiritual Director remove such Trustee, Alternate Trustee, Priest or Novice from office, or (iii) in the case of the Spiritual Director, (A) recommendation that a corporate meeting of Members remove the Spiritual Director from office pursuant to Article II(D) of these By-laws and (B) suspension of the Spiritual Director from office pursuant to that Article pending a vote of the Members regarding removal. As permitted under section 709(a) of the Not-for-Profit Corporation Law, the affirmative vote of four of the six Trustees shall be required to suspend or remove a person from office, or to put the question of removing the Spiritual Director from office to a vote of the Members at a corporate meeting. [Draftsman's note:

Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] Notwithstanding any provisions of this Article to the contrary, the Board may consider a complaint either (a) without preliminary action by the Ethics and Advisory Committee pursuant to Article X(D)(2) or (b) despite the Committee's prior dismissal of the complaint pursuant to Article X(D)(2). In addition, the Board may, on its own motion, investigate the conduct of any person to whom this Article applies and act pursuant to this paragraph without the submission of a complaint. Nothing contained in this Article shall limit the authority of the Board to remove an Officer, Assistant Officer, Acting Spiritual Director, Business Manager, or Trustee pursuant to any other provision of these By-laws or the authority of the Spiritual Director to remove the Trustee or Alternate Trustee elected by the Spiritual Director, an Affiliate Leader, Head of Zendo, Instructor, Priest or Novice pursuant to any other provision of these By-laws.

4. *Disqualification for Interest.* No person shall participate, as a member of the Ethics and Advisory Committee or as a member of the Board of Trustees, in a proceeding under this Article if (1) such person is the complainant or the individual complained of, (2) if the person's personal relationship with the complainant or the individual complained of would significantly affect the person's judgment regarding the matter, or (3) if for any other reason the person would not be able to render an impartial judgment regarding the matter. A person shall disqualify himself or herself if the provisions of the preceding sentence apply; provided that the Board (acting without the participation of the person in question, if that person is a Trustee), shall have the right to determine whether the person is qualified to participate in a proceeding under this Article. However, the provisions of this paragraph shall not apply if such application would result in there being an insufficient number of Trustees qualified to act under this Article.

#### E. CONSIDERATION OF OTHER CONCERNS AND COMPLAINTS UNDER ARTICLE X(B)(2)

In the case of concerns and complaints raised under Article X(B)(2) of these By-laws, the Ethics and Advisory Committee may consider such evidence and conduct such investigation as it considers warranted under the circumstances, including meeting with the person raising the concern or complaint. After considering the concern or complaint, the Committee may, as it finds warranted, refer the matter to the Board of Trustees or to an appropriate person in authority, with or without recommendations. If the person raising the concern or complaint is not satisfied by the resolution of the matter or believes that raising the matter with the Committee would not be appropriate, the complainant may raise the matter with the Board of Trustees, which may take such action as it considers appropriate. In any event, the Board may, in its discretion, consider a matter either (1) without preliminary action by the Ethics and Advisory Committee or (2) despite the Committee's prior determination that no further action is warranted.

#### F. MATTERS INVOLVING POTENTIAL LEGAL LIABILITY

Notwithstanding anything to the contrary in this Article, the Ethics and Advisory Committee, any member thereof, any Trustee, Officer, resident or staff member, and any Member of the Center shall promptly notify the Spiritual Director, the Head of Zendo and the Board of Trustees of any allegation which comes to the Committee's or the person's attention and which carries the potential of legal liability on the part of

the Center, including allegations involving unlawful activity, sexual harassment, financial impropriety, or discrimination based on race, gender, ethnic or national origin, age, disability, or sexual orientation.

## ARTICLE XI. DUAL RELATIONSHIPS

### A. STATEMENT OF PRINCIPLE

For the purposes of these By-laws, a dual relationship exists when the Spiritual Director, an Instructor, the Head of the Zendo, or an Affiliate Leader engages with that person's student in one or more additional relationships, including without limitation relationships of employer/employee (outside the Center), therapist/client, counselor/counselee, and sexual relationships. [*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" and may therefore include an Affiliate Leader or Head of the Zendo.] Although certain dual relationships are appropriate, dual relationships generally involve a disparity of power and authority, and many of them carry potentially serious risks for the student, including the violation of personal boundaries, increased emotional and psychological vulnerability, exploitation in various forms, loss of autonomy, and confusion of roles. Among other problems, certain dual relationships can undermine the teacher/student relationship and the value of the student's Zen training. Accordingly, such dual relationships are, to the extent practicable, to be avoided or, at the least, undertaken with serious consideration as to the best interests of the student, as more fully set forth below. While each of the parties may have some responsibility for the dual relationship, the teacher, as the more powerful party, bears the primary responsibility for the protection of the student through avoiding such relationships or keeping them within appropriate bounds.

### B. APPROPRIATE DUAL RELATIONSHIPS

It is acknowledged that certain dual relationships may be appropriate, as well as unavoidable. For example, the Spiritual Director and the Head of the Zendo are responsible for supervision of the work of members of the Center's Staff. Additionally, casual social relationships on the part of the Spiritual Director or an Instructor with their students are generally natural and healthy, as are casual or close friendships between the Spiritual Director, an Instructor, or the Head of the Zendo and Members of the Center who are not their students. Such dual relationships are not prohibited or discouraged. Close personal friendships between the Spiritual Director or an Instructor and their students may, however, interfere with the teacher/student relationship, and should be undertaken with caution and with serious consideration as to the best interests of the student. The Spiritual Director and any Instructor should avoid behavior that would be construed by a reasonable person as indicating an exclusive or special relationship.

### C. SPIRITUAL COUNSELING

It is acknowledged that from time to time the Spiritual Director, an Instructor, the Head of the Zendo, and/or an Affiliate Leader may appropriately be called upon to provide spiritual counseling to a student.

While spiritual counseling may often involve consideration of emotional and psychological issues, it differs from psychotherapy in a number of respects: it is usually more short-term in nature; it does not purport to deal with emotional or psychological issues in as much depth as does psychotherapy; it often deals with problems in the nature of an immediate crisis; the counselor is not necessarily professionally qualified to offer psychotherapy; and no fee is charged for such services. In the event that longer term counseling or psychotherapy is needed, that a deeper examination of emotional or psychological issues appears necessary or appropriate, or that the student appears to be in immediate physical or psychological danger because of the acuity of a crisis, the person providing the counseling services should with due promptness recommend that the student seek psychotherapy or other appropriate intervention and, if practicable, aid the student in obtaining a referral for such services.

#### D. LIMITATIONS ON CERTAIN DUAL RELATIONSHIPS

1. *Employment Relations.* It is recommended that the Spiritual Director, an Instructor, the Head of the Zendo, or an Affiliate Leader does not, on that person's own behalf (as distinguished from on behalf of the Center), (a) employ or be employed by, (b) provide services for which monetary payment would ordinarily be charged to, or (c) receive or accept such services from, any person so long as such person is a student of the Spiritual Director, Instructor, Head of the Zendo, or Affiliate Leader or continues to receive formal instruction (dokusan, daisan, or group instruction) from the Spiritual Director, Instructor, Head of the Zendo, or Affiliate Leader.

2. *Psychotherapy.* In the event that the Spiritual Director, an Instructor, the Head of the Zendo, or an Affiliate Leader also acts professionally as a psychotherapist, that person shall not provide psychotherapeutic services to any person so long as such person is their student or from time to time receives formal instruction (dokusan, daisan, or group instruction) from them.

3. *Sexual Relations.* Harm and confusion can result when persons of unequal status or authority enter into a sexual relationship. For example, because of the inherent disparity in power between a Zen Teacher and the Teacher's students, it is irresponsible and a misuse of authority for a Teacher to engage in sexual behavior with a student. Similarly, certain sexual relationships involving Teachers, Instructors, Priests, Heads of Zendo, Affiliate Leaders, or Zen Center staff members or residents create such a risk of harm that they should be prohibited; other such sexual relationships create a sufficient risk of harm that approval of the Spiritual Director, the Ethics and Advisory Committee, or the Board of Trustees should be sought. The appended document entitled "Rochester Zen Center Standards for Sexual Conduct," which is incorporated into these By-laws and made a part hereof, sets forth the prohibitions and restrictions regarding sexual relationships involving the persons listed above.

#### E. CONSULTATION WITH THE SPIRITUAL DIRECTOR OR ETHICS AND ADVISORY COMMITTEE

Because the variety and possible complexity of dual relationships is so great, this Article XI does not purport to be an exhaustive discussion of such relationships or to offer clear guidance in all cases involving them. If the appropriateness of an existing or potential dual relationship involving an Instructor, Priest,



Head of Zendo, Affiliate Leader, or Zen Center staff member or resident might reasonably be questioned, that person is encouraged to consult with and seek the advice of the Spiritual Director. If the appropriateness of an existing or potential dual relationship involving the Spiritual Director or other Center Teacher might reasonably be questioned, the Director or other Teacher is encouraged to consult with and seek the formal or informal advice of the Ethics and Advisory Committee, one or more of the Trustees, other senior Members, and fellow Zen Teachers, as may be appropriate. In addition, if the Spiritual Director has any concerns regarding the appropriateness of a dual relationship that involves himself or herself, another Center Teacher, an Instructor, Priest, Head of Zendo, Affiliate Leader, or a Zen Center staff member or resident, the Spiritual Director is likewise encouraged to seek such consultation and advice.

## *ARTICLE XII. RELATED-PARTY TRANSACTIONS, CONFLICTS OF INTEREST, LOANS, AND FINANCIAL POLICY*

### *A. PRIVATE BENEFIT PROHIBITED*

The assets of the Center shall be used only to advance the purposes of the Center, and shall not otherwise be used for the private benefit of any person. Moreover, no income of the Center shall inure to any individual other than as reasonable compensation for services rendered.

### *B. RELATED PARTY TRANSACTIONS*

The Center shall comply with the requirements of sections 102(a)(22)-(25) and sections 715(a)-(c) and (g) of the Not-for-Profit Corporations Law, which provide as follows:

§ 102(a)(22) “Relative” of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in section 2994-a of the public health law.

§ 102(a)(23) “Related party” means (i) any [Trustee], officer or key employee of the corporation or any affiliate of the corporation; (ii) any relative of any [Trustee], officer or key employee of the corporation or any affiliate of the corporation; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subparagraph has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

§ 102(a)(24) “Related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant.

§ 102(a)(25) “Key employee” means any person who is in a position to exercise substantial influence over the affairs of the corporation, as referenced in 26 U.S.C. § 4958(f)(1)(A) and further specified in 26 CFR § 53.4958-3(c), (d) and (e), or succeeding provisions.

§ 715(a) No corporation shall enter into any related party transaction unless the transaction is determined by the board to be fair, reasonable and in the corporation's best interest at the time of such determination. Any [Trustee], officer or key employee who has an interest in a related party transaction shall disclose in good faith to the board, or an authorized committee thereof, the material facts concerning such interest.

§ 715 (b) With respect to any related party transaction involving a [religious] corporation and in which a related party has a substantial financial interest, the board of such corporation, or an authorized committee thereof, shall: (1) prior to entering into the transaction, consider alternative transactions to the extent available; (2) approve the transaction by not less than a majority vote of the [Trustees] or committee members present at the meeting; and (3) contemporaneously document in writing the basis for the board or authorized committee's approval, including its consideration of any alternative transactions.

§ 715 (c) The certificate of incorporation, by-laws or any policy adopted by the board may contain additional restrictions on related party transactions and additional procedures necessary for the review and approval of such transactions, or provide that any transaction in violation of such restrictions shall be void or voidable.

§ 715 (g) No related party may participate in deliberations or voting relating to matters set forth in this section; provided that nothing in this section shall prohibit the board or authorized committee from requesting that a related party present information concerning a related party transaction at a board or committee meeting prior to the commencement of deliberations or voting relating thereto.

### C. CONFLICTS OF INTEREST

As required by section 715-A of the Not-for-Profit Corporations Law, the Center adopts the following conflict-of-interest policy to ensure that its Trustees, Officers, and key employees act in the Center's best interest and comply with applicable legal requirements, including, but not limited to, the requirements set forth in section 715 of the Act.

1. *Definition of Circumstances That Constitute a Conflict of Interest.* A Trustee, Officer, or key employee has a conflict of interest when such a person has a material financial or personal interest in a matter coming before the Board of Trustees or a committee thereof.

2. *Procedures for Disclosing a Conflict of Interest to the Board.* When, in advance of a Board or committee meeting, a Trustee, Officer, or key employee recognizes that they have a conflict of interest, they shall inform the Chairman of the Board and the Corporate Secretary in writing of the circumstances constituting the conflict. When, in the course of a Board or committee meeting, a Trustee, Officer, or key employee attending the meeting recognizes that they have a conflict of interest, they shall orally inform those attending the meeting of the circumstances constituting the conflict.

3. *Prohibition against Presence or Participation.* A person with a conflict of interest shall not be present at or participate in Board or committee deliberation or voting on the matter giving rise to such conflict.

4. *Prohibition against Improper Influence.* No person with a conflict of interest shall attempt to influence improperly the deliberation or voting of the matter giving rise to such conflict.

5. *Documentation of Conflict of Interest.* The existence and resolution of a conflict of interest shall be documented in the Center's records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

6. *Related-Party Transactions.* Related-party transactions shall be disclosed, addressed, and documented in accordance with Articles XII(B), XII(C)(2), and XII(C)(5) of these By-laws.

7. *Trustees' Disclosure.* As required by section 715-a(c) of the Not-for-Profit Corporation Law, prior to the initial election of any Trustee, and annually thereafter, such Trustee shall complete, sign and submit to the Center's corporate Secretary a written statement identifying, to the best of the Trustee's knowledge, any entity of which such Trustee is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Center has a relationship, and any transaction in which the Center is a participant and in which the Trustee might have a conflicting interest. Each Trustee shall annually resubmit such written statement. The Center's corporate Secretary shall provide a copy of all completed statements to the chair of the audit committee or, if there is no audit committee, to the chair of the Board.

#### D. LOANS

In accordance with section 716 of the Not-for-Profit Corporation Law, no loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Center to its Trustees or Officers, or to any other corporation, firm, association or other entity in which one or more of its Trustees or Officers are directors or officers or hold a substantial financial interest, except a loan by the Center to another charitable corporation.

#### E. PURCHASES, CONTRACTS, CHARITABLE CONTRIBUTIONS, AND GIFTS

1. The Business Manager and such other persons as may be designated by the Board of Trustees or the Business Manager are authorized to make purchases and to enter into contractual agreements on behalf of the Center in such respective amounts as may be specified from time to time by the Board of Trustees. However, the Board's approval shall be required for any purchase or contract (1) involving the Center's payment of more than an amount specified pursuant to the preceding sentence or the disposal of Center assets worth more than such a specified amount, or (2) that substantially exceeds a budget item approved by the Board. Unless otherwise expressly authorized by the Board, all purchases made and contracts entered into on behalf of the Center shall conform to the requirements of this paragraph and to the budgets, policies, and procedures adopted by the Board.

2. The Business Manager, the Spiritual Director, and such other persons as may be designated by the Board of Trustees or the Business Manager are authorized to make charitable contributions and other gifts on behalf of the Center in accordance with the budgets, policies, and procedures adopted by the

Board. No person is authorized to make any gift of assets belonging to the Center except as authorized pursuant to this paragraph or as otherwise expressly authorized by the Board. Any gift of assets belonging to the Center shall conform to the restrictions contained in Article XII(A) of these By-laws.

### ARTICLE XIII. AMENDMENTS TO CERTIFICATE OF INCORPORATION OR BY-LAWS

#### A. CERTIFICATE OF INCORPORATION

Any amendment, change, or restatement of the Center's Certificate of Incorporation shall conform in substance and procedure to the applicable requirements of Article VII(F) of these By-laws, Article 8 of the Not-for-Profit Corporation Law, and other applicable provisions of law.

#### B. BY-LAWS

1. *By Board of Trustees.* Pursuant to section 602(b) of the Not-for-Profit Corporation Law, By-laws may be adopted, amended, or repealed by the Board of Trustees. As permitted under section 709(a) of the Not-for-Profit Corporation Law, the affirmative vote of four of the six Trustees shall be required to adopt, amend, or repeal a By-law. [Draftsman's note: Under section 709(b) of the NPCL, adoption, amendment, or repeal of the preceding sentence must be effected by a vote of two-thirds of the Center's entire membership. The preceding sentence was so adopted on May 25, 1991.] As specified in section 602(e), if any By-law regulating an impending Trustee election is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of the Members for the election of Trustees the By-law so adopted, amended, or repealed, together with a concise statement of the changes made.

2. *By Members.* Pursuant to section 602(b) of the Not-for-Profit Corporation Law, By-laws may be adopted, amended, or repealed by the Members. However, consistent with section 5 of the Religious Corporations Law, adoption or amendment of By-laws by the Members shall be by a two-thirds vote of the Members present and voting in person or by proxy, after written notice, embodying such By-laws or amendment, has been openly given at a previous meeting, and also in the notices of the meeting at which such proposed By-laws or amendment is to be acted upon. The notice specified in the preceding sentence shall be in addition to any other notice required by law or under these By-laws.

3. *Amendment or Repeal.* Consistent with section 602(c) of the Not-for-Profit Corporation Law, a By-law adopted by the Board of Trustees may be amended or repealed by the Members, and a By-law adopted by the Members may be amended or repealed by the Board.

4. *Form of Amendment.* Any adoption, amendment, or repeal of a By-law shall state the exact language to be added, deleted, or changed and the Article, paragraph, and sentence of the By-laws to which the addition, deletion, or change pertains.

5. *Substance of Amendment.* As provided in section 602(f) of the Not-for-Profit Corporation Law, the Center's By-laws may contain any provision relating to the business of the Center, the conduct of its affairs, its rights or powers, or the rights or powers of its Members, Trustees, or Officers, not inconsistent

with the Not-for-Profit Corporation Law, any other New York statute, or the Center's Certificate of Incorporation.

## Rochester Zen Center Standards for Sexual Conduct

<i><b>Who</b></i>	<i><b>What</b></i>	<i><b>Approval process</b></i>
All Sangha members	Those who have been members for more than 6 months should act with “special consideration” before forming a sexual relationship with anyone who has been a member less than 6 months.	Not applicable
Instructors, priests, Heads of Zendo, residents, and staff members	May not form a sexual relationship with anyone who has been a member less than 6 months.	Not applicable: prohibited.
Residents and staff members	May not form a sexual relationship with another resident or staff member unless approval is obtained.	Must consult with and obtain approval of the Spiritual Director.
Spiritual Directors and other RZC teachers	May not form a sexual relationship (a) with anyone to whom they have given dokusan, (b) with any current member, or (c) with anyone who has been a member within the past year.	Not applicable: prohibited.
Spiritual Directors and other RZC teachers	May not form a sexual relationship with any former member to whom they have <i>not</i> given dokusan unless (a) one year has passed since termination of the person’s membership and (b) approval is obtained.	Must consult with and obtain approval of the Ethics and Advisory Committee. May appeal non-approval by the Committee to the Board of Trustees.
Instructor	May not form a sexual relationship with any member or former member to whom they have given daisan unless approval is obtained.	Must consult with and obtain approval of both the Spiritual Director and the Ethics and Advisory Committee. May appeal non-approval by the Committee to the Board of Trustees.
Head of Zendo	May not form a sexual relationship with any member unless approval is obtained.	Must consult with and obtain approval of both the Spiritual Director and the Ethics and Advisory Committee. May appeal non-approval by the Committee to the Board of Trustees.
Priest	May not form a sexual relationship with any member unless approval is obtained.	Must consult with and obtain approval of the Spiritual Director, who shall consult with the Ethics and Advisory Committee in making a decision. However, even if the Spiritual Director gives approval, the relationship is not permitted if the Committee is unanimously opposed. In such a case, non-approval by the Committee may be appealed to the Board of Trustees.
Affiliate group leader	May not form a sexual relationship with any member of the leader’s group unless approval is obtained.	Must consult with and obtain approval of both the Spiritual Director and the affiliate group’s Board of Trustees.

Notes: (1) Under Article II(A) of the Center’s By-laws, “the term ‘Instructor’ shall mean any person authorized to perform spiritual teaching functions, including the giving of dokusan, daisan, or group instruction.” (2) For purposes of these Standards, “Member” means a full member, a person in the pre-membership trial period, or a Friend of the Center. (3) These Standards apply to sexual relationships first begun or first made known to an approving authority after October 23, 2011. (4) Sexual relationships formed before one becomes an Instructor, Priest, Head of Zendo, Affiliate group leader, resident, or staff member are not subject to the restrictions set forth in these Standards.

## **Safety Committee Report May 2022**

### **Arnold Park:**

There were no reported safety incidents or concerns for the period October 2021- May 2022.

### **Chapin Mill:**

There was one incident involving a plastic container left in the left oven. The container was defrosting overnight and the oven turned on the next day before the container was removed. The plastic melted and caused smoke. The plastic did not ignite. The stove was turned off, the stove fan turned on and the windows opened. No one was injured.

No personal injuries were reported.

Eryl Kubicka (for the Safety Committee)

## Sangha Programs Office Report

May 1, 2022

*Submitted by Donna Kowal*

In addition to offering various Sangha programs, over the past six months, the SPO team has continued to work on developing infrastructure needs. We also held a strategic planning meeting in order to clarify our mission and vision as well as the values that guide our efforts toward cultivating Sangha engagement and social connectedness.

### Program Offerings

In the context of the pandemic, program offerings have mainly been online through the fall and winter months. Although attendance has not been consistently strong across programs, the feedback we've received from participants continues to be very positive. Below are a few programming highlights:

- *Dharma Reflections*: This online monthly program initiated by Larry McSpadden last September continues with a steady group of participants. Recent group readings and discussions have centered on the Four Immeasurables and the Three Jewels. Each session has had 7-10 participants, including several regulars. Larry reported that “discussions have been lively and engaging, with a lot of personal sharing. Folks have recounted that they are finding the content and discussions helpful.”
- *Weekly Dharma Reading Group*: This short-term Dharma study opportunity was led by Kathryn Argetsinger and concluded in December 2021. Kathryn reported that the group worked well together in their shared reading of *The Heart of the Buddha's Teaching* by Thich Nhat Hanh with approximately 9 regular participants.
- *Uprooting Racism (UR)*: UR's Leadership and Planning Group continued to offer monthly online events open to the public, including a guest-speaker series featuring influential Rochester community leaders and activists. Most events had 15-20 participants. After a year of volunteering her time and energy as leader of UR, Dr. Sonia James-Wilson recently stepped down and passed the baton to Luka Häkkinen and Alan Leiserson, who now serve as co-leaders.
- *Youth and Family Program*: In recent months, activities have centered on a structured curriculum on the six *paramitas* and will soon transition to studying various *bodhisattvas*. As coordinator, Chris Maley has maintained a careful record of all the activities and lessons in the “Zen Kids” curriculum, and has also tracked program attendance (including children and adult volunteers). On average, at least 5 children attend on any given Sunday, with the average age of participants being approximately 6-years-old. Chris reports that the long-term goals are to increase the program's attendance and volunteer base, along with develop a new program for Zen Kids who are 12-years and older (formerly known as the “Coming of Age Program”).
- *Happy Friday*: Brenda Reeb created the Happy Friday in the fall of 2020 as an outlet for informal Sangha social connection during the pandemic. Offered via Zoom on a bi-weekly basis, it provided participants a chance to share how things were going and ask for help, if needed. Brenda reported that meetings tended to average 5-6 participants, with a mix of Rochester-area and out-of-town Center members. This past March she decided to step



away from leading it. The Sangha Programs team is looking into the possibility of reviving it with another facilitator and/or as an in-person activity in the warmer-weather months.

- *Winter Cookie Swap*: Held in December after a Sunday morning sitting, participants signed up in advance using an online form and several volunteers helped out with coordinating the swap. In addition to being a fun activity, it was a chance to pilot a process for future swaps. Zen Kids participated by decorating cookie bags.

### **Infrastructure Development**

The Center's future technology upgrade will play a critical role in how the SPO functions on a day-to-day basis, including program-related event scheduling, registration, and communications. For this reason, for the time being, we have avoided investing much time and energy into pursuing technology needs. The following are the most notable infrastructure accomplishments in recent months:

- With the help of the Center's webpage team, especially Anna Belle Leiserson and Jeanette Prince-Cherry, there's now a "Community" page on the Center's website, and the link is featured prominently in the main menu of the homepage (<https://www.rzc.org/sangha/>). Additionally, the "News & Events" section of the homepage includes upcoming Sangha programs and activities.
- The SPO team piloted a process for Sangha members to submit proposals for leading an event or activity. The process begins with submitting a form that is available on the Community page (<https://www.rzc.org/sangha/proposal/>). Proposals will be reviewed on a periodic basis, taking into consideration feasibility, cost, and potential impact. Easy-to-deliver activities will be expedited (e.g., Sangha hikes).
- In preparation to launch a volunteer program, we created a Trello Board containing the names, contact information, and interests or abilities of active and prospective volunteers at the Center. The next step will be to meet with work supervisors to develop a process for recruiting and recognizing volunteers.

### **Strategic Planning Session**

A day-long strategic planning session was held on February 5, 2022, led by Barry Keesan. In preparation for this session, at a separate meeting, Barry explained the process of strategic planning in general and the concept of a balanced scorecard as a way to articulate and organize the elements that make up an effective strategic plan. The participants were SPO team members (Mitchell Greenwood, Luka Häkillä, Donna Kowal, Chris Pulleyn, Dené Redding) and several others who have been involved in supporting Sangha engagement (Chris Cook, Eryl Kubicka, Chris Maley). Barry guided the group through a collaborative process focused on clarifying the mission, vision, and values of the SPO.

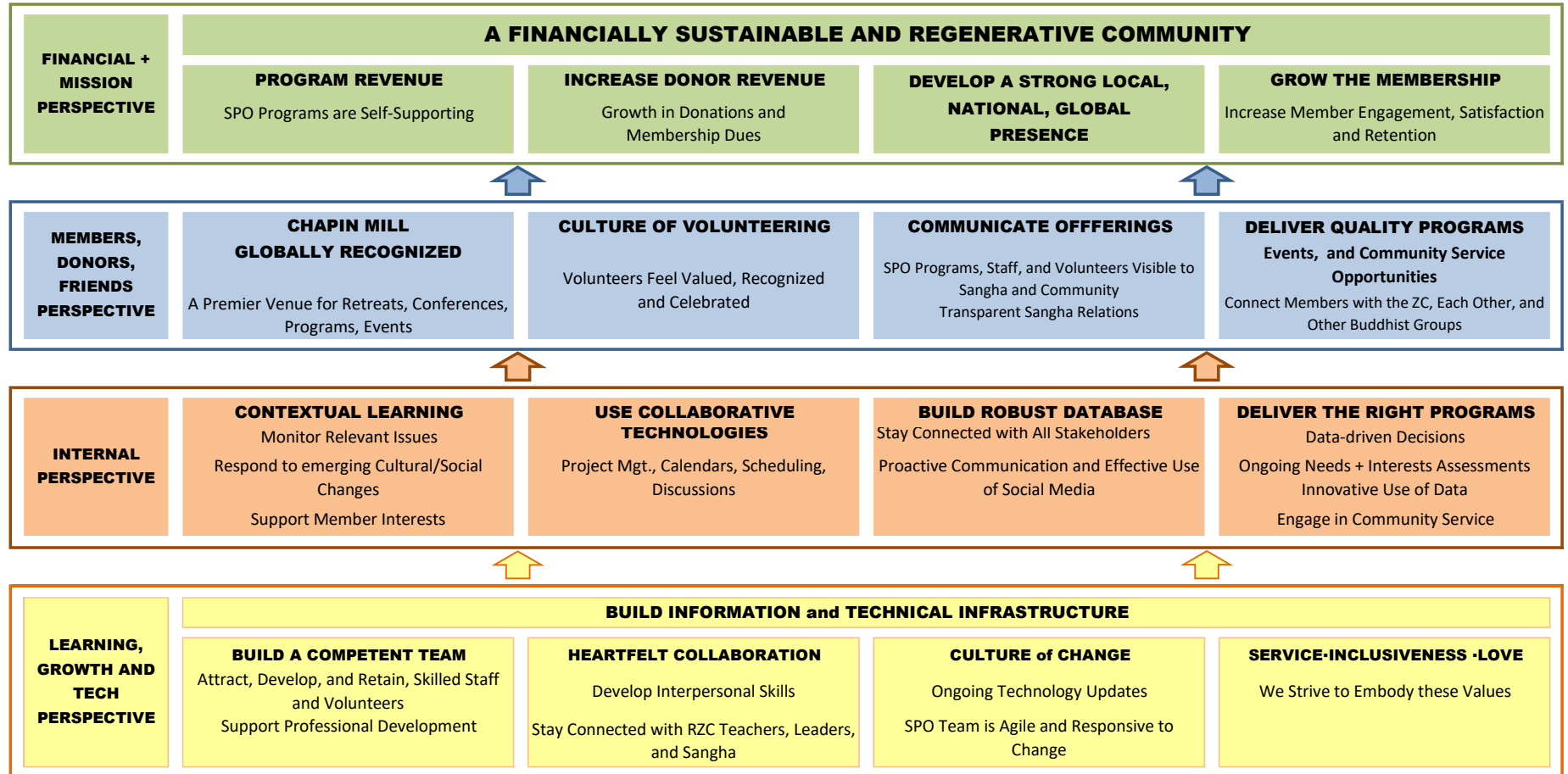
Enclosed is a complete transcript of the ideas generated during the session (Appendix A) and a screenshot that demonstrates the collaborative ideation process (Appendix B). The transcript of raw notes was later reviewed by the SPO team and served as the foundation for drafting a coherent strategic plan (Appendix C) and a set of value statements (Appendix D). Upon receiving feedback from the Board at the upcoming meeting, there will be further discussion on finalizing the strategic plan and establishing the resources needed to implement it.

To conclude, the SPO team continues to work on creating opportunities for Sangha engagement, even though it does not yet have the infrastructure it needs to operate effectively. A year out from the official launch in April 2021, there are a number of challenges that we're still facing. In addition to having limited technology tools and being constrained by the circumstances of the pandemic, the three staff members assigned to the office have other ZC roles and responsibilities that make it difficult to focus on the SPO's progress. We are seeking to develop the capacity to offer a variety of high-quality programs on a continuous basis that interest both Center members and the public, and to effectively market the programs. Participating in the strategic planning process was an important step in developing a shared understanding of the results we are seeking.



**RZC Sangha Programs**  
*Living Formal Zen Practice by*  
*Nourishing an Engaged and Inclusive Community*

*"We take refuge in Sangha, and in its wisdom, example, and never failing help."*





Rochester Zen Center  
Sangha Programs Office

***“We take refuge in Sangha, and in its wisdom, example and never failing help.”***

## OUR VALUES

### Service

Our practice and livelihood are nurtured by the support we receive and give. Whether individual or collaborative, service can take many forms, including volunteering on behalf of the Center and the communities we live in, offering care and material aid, and providing spiritual friendship — any contribution in support of the needs of others and the planet.

### Inclusiveness

We commit ourselves to the ongoing work of cultivating a welcoming, safe, and equitable community. On both a personal and collective level, we seek to raise awareness of the social forces and habit patterns that cause bias and division; to own up to our shortcomings as they contribute to suffering (both our own and others’); and to respect and value our differences in an effort to sustain a vibrant, mutually-supportive community.

### Love

Love springs from awareness. In all that we do, we strive to interact with others in nonjudgmental awareness and see our Dharma siblings as they truly are, letting go of preferences, prejudices, and past experiences. As vessels for loving kindness and compassion, we commit ourselves to building harmonious relationships — communicating with respect, mutual trust, and love for the individuals with whom we live, work, and practice, including the wider Sangha community that sustains and supports us as we walk the Buddha Way.

**MEMORANDUM**

From: RZC Ethics and Advisory Committee

To: RZC Trustees and Officers

Date: May 8, 2022

As it does periodically, the EAC has met recently to discuss issues affecting the Center as well as any complaints of which the EAC members may have become aware. The EAC recommends that the trustees and officers consider the following issues.

1. (a) The composition of the Trustee Nominating Committee should be reconsidered, as should our procedures for notifying sangha members about their right to make nominations, in order to ensure the widest feasible sangha representation and to avoid the perception or potential reality that the Center's leadership chooses to run only those members who are favored by them.

(b) The Bylaws currently provide that if a trustee elected by the Sangha ceases to serve during their term, the remaining trustees shall elect a successor to serve until the next annual meeting. Does this confer an unfair advantage of incumbency on the named successor at the next Sangha election to fill that seat? If so, should the named successor be disqualified from running in that election? Should the losing candidate for that seat in the previous election be automatically appointed to that seat and, if so, permitted to run in the next election for that seat?

2. Using a questionnaire largely developed by Betsy Friedman, Donna has recently interviewed departing short-term trainees and has received positive responses and a few useful suggestions. Following this model, the EAC believes it would be useful for departing staff, and possibly departing non-staff members who have previously shown meaningful engagement in the Center, to receive exit interviews, conducted by someone with experience in this process who is not presently in the Center's leadership (such as Betsy) or even membership, to enable us to learn what we can from their experience. This process is, of course, standard in business organizations.

3. Numerous complaints have been received about a senior, non-staff member ("A") who has made repeated unwanted physical contact with members and others at the Center. Sensei has spoken with A about this and warned him to stop. A has not attended any event at the Center for several months.

The EAC recommends that Sensei and Deb Hall, an EAC member and an experienced psychologist, meet with A prior to Vesak, speak with him about the seriousness and impact of his pattern of behavior, and try to determine whether A appreciates the effects of his conduct on others and sincerely wishes to try to change it going forward. Sensei and Deb would then report back to the trustees for a final decision; pending that decision, A would be asked not to attend events at the Center. The trustees might then decide to suspend A from membership or access to the Center for a substantial period of time with the right to apply for reinstatement thereafter, or to revoke his membership if Sensei's and Deb's recommendation is that they do not believe A intends to reform. A written report should be maintained

in the Center's files about the facts, process and determination in this case, as it should be in all such cases going forward.

The trustees should also consider whether, as a lesson for the future, A should have been warned and possibly denied physical access to the Center earlier, in view of his history of such behavior.

The EAC recommends that, going forward, anyone in Center leadership who learns of a complaint report it to the EAC.

It is important that the names of members making complaints in this and all other cases be maintained in confidentiality, in order to protect their relationships within the Sangha.

The intent in all of this is the essential one of providing a safe place to practice for members and others.

## **Rochester Zen Center Sexual Harassment Policy**

The Third Precept of Buddhism is, “not to misuse sexuality, but to be caring and responsible.” As a religious institution, the Rochester Zen Center seeks to maintain an environment where bigotry and intolerance have no place and where any form of coercion and harassment that insults the dignity of others and impedes their religious practice and spiritual growth is not tolerated. Sexual harassment in any context is reprehensible, and is a matter of particular concern to a religious community in which students, staff, other practitioners, and teachers are related by strong bonds of spiritual interdependence and trust.

The Rochester Zen Center is committed to maintaining a place to practice and work that is free from sexual harassment. Sexual harassment is a form of discrimination. The Center has a zero-tolerance policy for any form of sexual harassment, and all employees are required to work in a manner that prevents sexual harassment in the workplace. This policy is one component of the Center’s commitment to a discrimination-free work environment.

Sexual harassment is against the law. All Rochester Zen Center employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, contractors, and persons conducting business with the Center have a legal right to work and practice in an environment free from sexual harassment, and may enforce this right by filing a complaint internally with the Zen Center, or with a government agency, or in court under federal, state, or local anti-discrimination laws.

### **Policy:**

1. The Rochester Zen Center’s policy applies to all employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, contractors, and persons conducting business with the Center.
2. Sexual harassment will not be tolerated. Any employee or other individual covered by this policy, as noted above, who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action up to and including termination from employment and/or membership.
3. Retaliation Prohibition: No person covered by this policy shall be subject to adverse employment or membership action, including being discharged, disciplined, discriminated against, or otherwise subject to adverse employment or membership action because they report an incident of sexual harassment, provide information, or otherwise assist in any investigation of a sexual harassment complaint. The Rochester Zen Center has a zero-tolerance policy for such retaliation against anyone who in good faith complains or provides information about suspected sexual harassment. Any employee or member of the Rochester Zen Center who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action up to and including termination. Any employee,

member, trainee, volunteer, intern (whether paid or unpaid), applicant for employment or membership, contractor, and person conducting business with the Center who believes they have been subject to such retaliation should inform a teacher, supervisor, manager, trustee, Ethics and Advisory Committee member, or one of the following individuals: Ven. Trueman Taylor (Head of Zendo at Arnold Park), Donna Kowal (Head of Zendo at Chapin Mill and Sangha Programs Manager), or Kathy Collina (a Rochester-based longtime member and former trustee, and a licensed mental health counselor). Any such person who believes they have been a victim of retaliation may also seek compensation in other available forums, as explained below in the section on Legal Protections.

4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and subjects the Rochester Zen Center to liability for harm to victims of sexual harassment. Harassers may also be individually subject to liability. Employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, workshop or program attendees, contractors, and persons conducting business with the Center of every level who engage in sexual harassment, including teachers, managers, and supervisors who engage in sexual harassment or who knowingly allow such behavior to continue, will be penalized for such misconduct.
5. The Rochester Zen Center will conduct a prompt, thorough, and confidential investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, workshop or program attendees, contractors, and persons conducting business with the Center, including teachers, managers, supervisors, trustees, and Ethics and Advisory Committee members, are required to cooperate with any internal investigation of sexual harassment.
6. All employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, workshop or program attendees, contractors, and persons conducting business with the Center are encouraged to report any harassment or behaviors that violate this policy using the following complaint form: [\[add link to online form\]](#). A print version is also available at the Zen Center.
7. Teachers, managers, and supervisors are required to report any complaint that they receive, or any harassment that they observe to one of the following individuals, as noted above: Ven. Trueman Taylor, Donna Kowal, a trustee, a member of the Ethics and Advisory Committee, or Kathy Collina.
8. This policy applies to all employees, members, trainees, volunteers, interns (whether paid or unpaid), applicants for employment or membership, contractors,



and persons conducting business with the Center. This policy must be posted prominently at Arnold Park and Chapin Mill and be provided to employees upon hiring or acceptance into the training program.

### **What Is “Sexual Harassment”?**

Sexual harassment is a form of sex discrimination and is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, gender identity, and the status of being transgender.

Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual’s sex when:

- Such conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive work environment, even if the complaining individual is not the intended target of the sexual harassment;
- Such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual’s employment.

A sexually-harassing hostile work environment consists of words, signs, jokes, pranks, intimidation, or physical violence which are of a sexual nature, or which are directed at an individual because of that individual’s sex. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, or which interfere with the recipient’s job performance.

Adoption of this policy does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment, or any other terms, conditions or privileges of employment. This is also called “quid pro quo” harassment.

Any employee who feels harassed should complain so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can and should be addressed under this policy.

### **Examples of sexual harassment**

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:

- Physical assaults of a sexual nature, such as uninvited touching, pinching, patting, grabbing, poking, or brushing against another person's body.
- Rape, sexual battery, molestation, or attempts to commit these assaults.
- Unwanted sexual advances or propositions, including requests for sexual favors accompanied by implied or overt threats concerning the victim's spiritual practice, job performance, or a promotion, or other benefits or detriments.
- Subtle or obvious pressure for unwelcome sexual activities.
- Sexually oriented gestures, noises, remarks, jokes, or comments about a person's sexuality or sexual experience, which create a hostile environment for work and spiritual practice.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials, or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity, or the status of being transgender, such as interfering with, destroying, or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job; sabotaging an individual's work; or bullying, yelling, or name-calling.

### **Who can be a target or perpetrator of sexual harassment?**

Sexual harassment can occur between any individuals, regardless of their sex or gender. New York Law protects employees, paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace. A perpetrator of sexual harassment can be a superior, a subordinate, a coworker or anyone in the workplace or temple, including a fellow member, a volunteer, an independent contractor, or a visitor.

## **Where can sexual harassment occur?**

Unlawful sexual harassment is not limited to the physical workplace or temple. It can occur while employees or members are traveling for Center business or at Center-sponsored events or social gatherings. Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the Arnold Park and Chapin Mill premises or not during work hours.

## **What is “retaliation”?**

Unlawful retaliation can be any action that would keep a worker or member from coming forward to make or support a sexual harassment claim. Adverse action need not be job-related or occur in the workplace to constitute unlawful retaliation.

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in “protected activity.” Protected activity occurs when a person has:

- filed a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under the Human Rights Law or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing a supervisor or manager of harassment;
- complained that another employee or member has been sexually harassed; or encouraged a fellow employee or member to report harassment.

## **Reporting sexual harassment**

Preventing sexual harassment is everyone’s responsibility. The Rochester Zen Center cannot prevent or remedy sexual harassment unless it knows about it. Any employee, non-employee, or paid or unpaid intern or volunteer who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to a supervisor, manager, trustee, member of the Ethics and Advisory Committee, or one of the following individuals: Ven. Trueman Taylor, Donna Kowal, or Kathy Collina. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor, manager, or one of the aforementioned individuals.

Reports of sexual harassment may be made verbally or in writing. A form for submission of a written complaint is included in this Policy, and all employees and members are encouraged to use this complaint form. Employees who are reporting

sexual harassment on behalf of other employees should use the complaint form and note that it is on another employee's behalf.

Employees, non-employees, and paid or unpaid interns or volunteers who believe they have been a victim of sexual harassment may also seek assistance in other available forums, as explained below in the section on Legal Protections.

### **Supervisory responsibilities**

All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior, or for any reason suspect that sexual harassment is occurring, are required to report such suspected sexual harassment to Ven. Trueman Taylor, Donna Kowal, or Kathy Collina.

In addition to being subject to discipline if they engaged in sexually harassing conduct themselves, supervisors and managers will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

Supervisors and managers will also be subject to discipline for engaging in any retaliation.

### **Complaint and investigation of sexual harassment**

All complaints or information about suspected sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations will be conducted in a timely manner, and will be confidential to the extent possible.

An investigation of any complaint, information or knowledge of suspected sexual harassment will be prompt and thorough, and should be completed within 30 days. The investigation will be confidential to the extent possible. All persons involved, including complainants, witnesses and alleged perpetrators will be accorded due process to protect their rights to a fair and impartial investigation.

Any employee may be required to cooperate as needed in an investigation of suspected sexual harassment. Employees who participate in any investigation will not be retaliated against.

Investigations will be done in accordance with the following steps:

- Upon receipt of complaint, Ven. Trueman Taylor, Donna Kowal, or Kathy Collina, in consultation with the others and with a trustee or member of the Ethics and Advisory Committee, will conduct an immediate review of the allegations, and take any interim actions, as appropriate. If the complaint is oral, encourage the individual to complete

the Complaint Form in writing. If they refuse, prepare a Complaint Form based on the individual's oral reporting.

- If documents, emails, or phone records are relevant to the allegations, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;
- Create a written documentation of the investigation (such as a letter, memo, or email), which contains the following:
  - A list of all documents reviewed, along with a detailed summary of relevant documents;
  - A list of names of those interviewed, along with a detailed summary of their statements;
  - A timeline of events;
  - A summary of prior relevant incidents, reported or unreported; and
  - The final resolution of the complaint, together with any corrective actions action(s).
- Take appropriate steps to ensure that the written documentation and associated documents are maintained in the employer's records.
- Promptly notify the individual who complained and the individual(s) who responded of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who complained of their right to file a complaint or charge externally as outlined below.

### **Legal protections and external remedies**

Sexual harassment is not only prohibited by the Rochester Zen Center but is also prohibited by state, federal, and, where applicable, local law.

Aside from the internal process at the Rochester Zen Center, employees and members may also choose to pursue legal remedies with the following governmental entities at any time through the New York State Division of Human Rights (DHR).

The Human Rights Law (HRL), codified as N.Y. Executive Law, art. 15, § 290 et seq., applies to employers in New York State with regard to sexual harassment, and protects employees, paid or unpaid interns and non-employees regardless of immigration

status. A complaint alleging violation of the Human Rights Law may be filed either with DHR or in New York State Supreme Court.

Complaints with DHR may be filed any time within one year of the harassment. If an individual did not file at DHR, they can sue directly in state court under the HRL, within three years of the alleged discrimination. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to the Rochester Zen Center does not extend an individual's time to file with DHR or in court. The one year or three years is counted from date of the most recent incident of harassment.

An individual does not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate the complaint and determine whether there is probable cause to believe that discrimination has occurred. Probable cause cases are forwarded to a public hearing before an administrative law judge. If discrimination is found after a hearing, DHR has the power to award relief, which varies but may include requiring an individual's employer to take action to stop the harassment, or redress the damage caused, including paying monetary damages, attorney's fees, and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458, (718) 741-8400, [www.dhr.ny.gov](http://www.dhr.ny.gov)

An individual can contact DHR at (888) 392-3644 or visit [dhr.ny.gov/complaint](http://dhr.ny.gov/complaint) for more information about filing a complaint. The website has a complaint form that can be downloaded, filled out, notarized and mailed to DHR. The website also contains contact information for DHR's regional offices across New York State.

### **United States Equal Employment Opportunity Commission (EEOC)**

The EEOC enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint, and determine whether there is reasonable cause to believe that discrimination has occurred, at which point the EEOC will issue a Right to Sue letter permitting the individual to file a complaint in federal court.

The EEOC does not hold hearings or award relief, but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if discrimination is found to have occurred.

If an employee believes that they have been discriminated against at work, they can file a “Charge of Discrimination.” The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (1-800-669-6820 (TTY), visiting its website at [www.eeoc.gov](http://www.eeoc.gov) or via email at [info@eeoc.gov](mailto:info@eeoc.gov).

If an individual filed an administrative complaint with DHR, DHR will file the complaint with the EEOC to preserve the right to proceed in federal court.

### **Local protections**

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city, or town in which they live to find out if such a law exists.

### **Contact the local police department**

If the harassment involves physical touching, coerced physical confinement, or coerced sex acts, the conduct may constitute a crime. Contact the local police department.

### **Minimum standards for sexual harassment prevention training**

Every employer in the State of New York is required to provide employees with sexual harassment prevention training pursuant to Section 201-g of the Labor Law. An employer that does not use the model training developed by the State Department of Labor and Division of Human Rights must ensure that the training that they use meets or exceeds the following minimum standards. The training must:

- (i) be interactive;
- (ii) Include an explanation of sexual harassment consistent with guidance issued by the Department of Labor in consultation with the Division of Human Rights;
- (iii) include examples of conduct that would constitute unlawful sexual harassment;
- (iv) include information concerning the federal and state statutory provisions concerning sexual harassment and remedies available to victims of harassment;
- (v) include information concerning employees’ rights of redress and all available forums for adjudicating complaints; and
- (vi) include information addressing conduct by supervisors and any additional responsibilities for such supervisors.

Each employee must receive training on an annual basis. Employers should provide employees with training in the language that is spoken by their employees.

Providing employees with training does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.



*Note: Upon approval, this form will be formatted to appear in both online and print.*

New York State Labor Law requires all employers and religious institutions to adopt a sexual harassment prevention policy that includes a complaint form to report alleged incidents of sexual harassment. Whether in the context of work, volunteering, attending sittings, or some other capacity, if you believe that you have been subjected to sexual harassment at the Rochester Zen Center, you are encouraged to complete this form and submit it [online here](#) or in print to one of the following individuals: Ven. Trueman Taylor (Head of Zendo at Arnold Park, [trueman@rzc.org](mailto:trueman@rzc.org)), Donna Kowal (Head of Zendo at Chapin Mill and Sangha Programs Manager, [donna@rzc.org](mailto:donna@rzc.org)), Kathy Collina (a Rochester-based longtime member and former trustee, and a licensed mental health counselor, [kathy.collina@gmail.com](mailto:kathy.collina@gmail.com)).

You will not be retaliated against for filing a complaint. If you are more comfortable reporting verbally or in another manner, a Zen Center representative will complete this form, provide you with a copy, and follow its sexual harassment prevention policy by investigating the claims as outlined at the end of this form.

For additional resources, visit: [ny.gov/programs/combating-sexual-harassment-workplace](https://ny.gov/programs/combating-sexual-harassment-workplace).

#### COMPLAINANT INFORMATION

Name:

Home address:

Email address:

Position:

Select Preferred Communication Method: in person, video call, phone, email

If you're an employee of the Rochester Zen Center, please provide the following  
SUPERVISORY INFORMATION

Immediate Supervisor's Name:

Title:

Location: Arnold Park, Chapin Mill

Phone:

Email:

## COMPLAINT INFORMATION

1. Your complaint of sexual harassment is made about:

Name:

Title:

Address:

Phone:

Relationship to you: Supervisor, Subordinate, Co-worker, Fellow Sangha Member, Other

2. Please describe what happened and how it is affecting you and your work or experience at the Zen Center. If necessary, please use additional sheets of paper and attach any relevant documents or evidence.

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? Yes No

4. Please list the name and contact information of any witnesses or individuals who may have information related to your complaint:

*This last question is optional, but may help the investigation:*

5. Have you previously complained or provided information (verbal or written) about related incidents? If yes, when and to whom did you complain or provide information? If you have retained legal counsel and would like us to work with them, please provide their contact information.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

### **Instructions for Representatives of the Rochester Zen Center**

If you receive a complaint about alleged sexual harassment, follow the Center's sexual harassment prevention policy. An investigation involves:

- Speaking with the employee or member
- Speaking with the alleged harasser
- Interviewing witnesses
- Collecting and reviewing any related documents

While the process may vary from case to case, all allegations should be investigated promptly and resolved as quickly as possible. The investigation should be kept confidential to the extent possible.

Document the findings of the investigation and the basis for your decision along with any corrective actions taken and notify the employee or member and the individual(s) against whom the complaint was made. This may be done via email.

## Rochester Zen Center Facilities and Sustainable Operations Committee Report to the RZC Board of Trustees – May 2022

### Summary

Significant progress has been made to address facilities needs that the Facilities Committee presented to the Board in May 2021:

- The work on the 7AP basement baths is done, including a complete renovation of the Japanese bath.
- Repair and resealing of the CM roadway should start soon.
- Work has not yet started on the sprinkler system due to difficulty finding an insulation contractor. We've been assured by our preferred sprinkler contractor that imminent catastrophic failure is unlikely.

### AP Projects Summary

Project	Project Year	Cost	Capital/Expense	Status
Complete 7AP bath project	2021/2022	\$19K	C	Done
Renovate men's dorm	2022	\$5,600	E	Done. Has become the exercise room + men's dorm.
Refinish 5 AP basement	2021/2022	\$4,000	E	Done. This is now the AP shop area. Electrical, storage, etc.
Replace 5AP 3 <sup>rd</sup> flr windows	2022	\$25K	C	Contract with vendor Renewal by Anderson for \$24,725. Deposit paid. Work expected June 2022.
Replace slate tiles on 5AP	2022	\$6,750	E	Vendor Charles Cook bid in hand. Seeking another bid.
Re-point 7AP chimney	2021	\$4.2K	E	Underway
Replace Link roof, windows trim and siding	2022	\$14	C	Roof replacement bid (Fine Line Improvements) for \$6,200. Seeking another bid. Window replacement est: \$6K
Replace all AP basement windows	2023	\$10K	C	19 windows need replacement.
Repair/replace/paint 5AP 2 <sup>nd</sup> and 3 <sup>rd</sup> flr trim	2022	\$6K	E	Started
Rebuild 5AP teacher's qtrs. porch	2022	\$5K	C	Under evaluation.
Repair 7 Arnold Park basement walls & ceiling	2022	\$3K	E	Ongoing.
Replace 5 Arnold Park third floor shower	2022-2023	\$4K	E	

Rochester Zen Center  
Facilities and Sustainable Operations Committee Report  
to the RZC Board of Trustees – May 2022

### CM Projects Summary

Project	Project Year	Cost	Capital/Expense	Status
Replace Retreat Center sprinkler system	2022	???	C	Continuing to evaluate.
Repair and chip-seal road	2022	\$55K	C	Scheduling this for early Spring.
Renovate soaking baths	2022	\$5K	E	Almost complete.
Mill House windows replaced; siding repaired/replaced; painting	???	???	C	Along with the other legacy CM buildings, a subject for BoT direction to the FC.
Farm House ext repairs and painting	???	\$15K	C	
Stabilize barn floor	2022	\$10K	C	Est increased from May 2021
Barn exterior repairs & painting	2022	\$10K	C	Estimate

There are numerous smaller projects, generally costing less than \$5K.

### Statement of need for more CM human resource

The magnitude of the CM tasks is not well matched with the folks available to accomplish them. In particular, the large number of smaller urgent tasks makes it difficult to address larger, less immediately urgent, tasks.

### Strategic Direction

The large, looming expenses associated with the delayed maintenance of the CM legacy (pre Retreat Center) buildings brings up a large question: what is the appropriate level of effort to maintain the Mill House, the Farm House, the barn and the Guest House? Except for the Farm House, there is no clear direction here. The Facilities Committee needs this from the Board.

Finally: thanks to committee members **Sensei John Pulleyn, Scott Redding, Tom Kowal and Barry Keesan.**

**Chapin Mill Caretaker's Report: May 2022**  
**Submitted by Tom Kowal**

Outside routine repair and maintenance, below is a snapshot of projects since the last Board meeting, some of which may also be addressed in the FASOC report.

**Retreat Center Projects**

- An Allied Fire Protection Systems contractor recently examined a possible sprinkler system leak and performed an annual maintenance check. He initially provided the good news that there was no leak; however, since then, the compressor has continued to run more often than it should, so the nature of the problem has not yet been determined (at the time of submitting this report). In looking at the big picture, the contractor also said that he doesn't see an urgent need to overhaul the entire sprinkler system. He said that in the 25 years he's been working, he's never heard of the kind of catastrophic failure that we've been concerned about. Instead, what's most important is that we stick to a schedule of routine maintenance and inspections. The trickiest and most costly part of converting the sprinkler system is the need to insulate the attic/roof wherever the piping is contained. The zendo is especially difficult because it would require either removing the drywall from the ceiling to spray in foam insulation, or reroofing it and applying insulation from above. On top of that it has been difficult even finding contractors to give come give a quote. The one insulation company that did give a quote said their material costs were much higher than recent years, and two other companies said they can't even get the materials. FASOC will need to keep this topic as part of its ongoing discussion.
- The soaking baths repair work is almost complete, with the help of Scott R. and Antoni. The baths have been stripped down and waterproofed, and they recently began to lay new tile.
- There were also a couple of housekeeping-related maintenance projects that have been completed. These included a new custom-built cork board in the main entrance foyer and a utility sink and other laundry room improvements.

**Mill House**

- I have begun to collect estimates for repairs to the Mill House exterior, especially the windows and siding, as well as looking at the options for adding insulation. Currently there is not any insulation in the walls, and I'm not sure about the roof. Laimons mentioned that Ralph added some at one point, but in the winter there are large areas that where the snow melts quickly. Again, finding quality contractors is increasingly difficult. So far I've only been able to get two, one of which was a full service architectural design-build firm and their quote was astronomical. The other contractor is in the process of putting together a proposal and may have it ready by the meeting.
- I had to replace the thermocouple for the boiler pilot light (a cheap and simple fix) but it brought to my attention that the boiler is 25 years old, which is likely nearing the end of its useful life.

### **Klava House**

- The concrete garage floor was poured last month, and preparation for installing a green roof over the garage has begun, using soil that was set aside during the construction process.
- A tile floor was laid in the mudroom and will soon be grouted.
- Completion of the exterior stone veneer on the foundation will resume as weather permits; the overnight temperature must be over 50 degrees in order for the mortar to set properly.

### **Road Restoration**

- The road work is expected to begin sometime in the month of May. The asphalt repairs will happen first, and then the chip-seal contractor will wait a month for the new asphalt to cure before chip-sealing.
- In preparation for the road work, I've been reinforcing sections along the pond's edge with gravel and soil, where the ground has eroded or collapsed altogether either due to muskrat activity and/or decaying tree stumps (years ago, before the road was put in, there were likely some trees along the edge of the pond).

### **Tree Management**

- We've lost two-and-a-half trees in the orchard just in this past year. I met with an arborist to get a quote for grinding down the remaining stumps as well as for removing a diseased ash tree next to the creek footbridge. The arborist noted that the apple and pear trees all have fire blight, a disease that's been spreading in our region and is extremely difficult to prevent. (For information on Fire Blight, see <https://www.purdue.edu/newsroom/releases/2013/Q2/purdue-expert-trees-can-get-burned-again-by-fire-blight.html>). It might best at this point to explore gradually replacing all of the apple and pear trees with other kinds of fruit trees that are resistant to fire blight and other common diseases. This should be a discussion taken up by the CM Grounds Committee.

### **New Trails**

- Near the footbridge, on the Retreat Center side of the creek, there's a new walking trail being created that follows the creek into the woods. The idea for this trail came up last year in a conversation I had with Roshi and Eryl. There was a need for a wide, clear path for guests to easily "get into nature" while minimizing the risk of ticks or the fear of getting lost. Eventually, the trail will be covered in wood chips and connect with another trail that goes through the east meadow (AKA septic field). This meadow is no longer mowed except for the trail. Over time, it should become a good habitat for birds and other wildlife.

## **Rental Committee Report to Trustees: May 2022**

### **Committee Members:**

Eryl Kubicka, Donna Kowal, Betsy Friedman, Barry Keesan, Chelsea Bernard

### **Rental Activity October 2021 to May 2022:**

After a long pandemic hiatus, rentals resumed in October 2021. Chapin Mill hosted three retreats for the University of Rochester's Center for Experiential Learning: Mindfulness In Medical Education program, one retreat for Transcendental Meditation, and one retreat for the Zen group, Hazy Moon. Our Canadian renters from Toronto, Satipanna Insight Meditation Toronto (SIMT), were unable to come, either because the border was closed or because the cost of required vaccinations to cross the border were too costly.

In April 2022, the Blooming Lilac Sangha rented for four days for the first time. They were followed by Transcendental Meditation for three days, and then the U of R Mindful Practice Core retreat for three days. Participant numbers in all groups were less than the leaders hoped for, in some cases because potential participants weren't vaccinated, in others because of Covid anxiety, and in some cases because people were reluctant to travel. None of these groups offered a Zoom option.

Groups booked for the rest of 2022 are SIMT x 2, U of Rx 2, Transcendental Meditation x 1, and Hazy Moon x 1.

Our new online rental inquiry form has resulted in three inquiries - two from New York City - but no reservations. The plan is to follow up and find out why they went elsewhere and where they eventually held their retreats. The addition of the rental inquiry form was part of the redesign of the Chapin Mill webpage, completed earlier this year with the help of Donna Kowal, Anna Belle Leiserson, and Jeanette Prince-Cherry: <https://www.rzc.org/chapin-mill/>.

### **Additions to the Rental Committee:**

As the Center's Treasurer and consultant for Sangha Programs, Barry Keesan was added to the Rental Committee in November, 2021. In March of 2021, Chelsea Bernard (former trainee at Arnold Park) was added as a researcher. Others involved in specific parts of the rental process were consulted: Ed Kademan for data analysis of energy use at CM, Brenda Reeb and Mitchell Greenwood for financial tracking.

### **Chapin Mill Cost-Pricing Analysis:**

In order to develop a rental-pricing structure that reflects actual costs, Barry dove deeply into both the financial statements associated with running Chapin Mill and the revenue from rentals over the last eleven years. This cost analysis formed the basis of a new pricing model. Barry will present this cost analysis to the Board at their May meeting. In the meantime, in response to



the dramatic increase in the cost of living, the Committee [has] raised the overnight rate for [various existing renters]. New renters will be quoted the \$2,200 overnight rate with discounts possible for groups that do not have sufficient funds.

**Rental Rates and Rental Structure for 2023:**

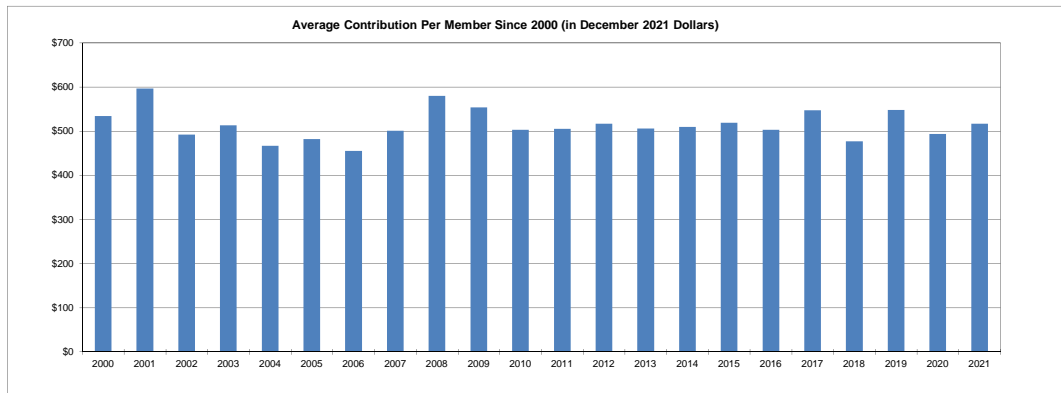
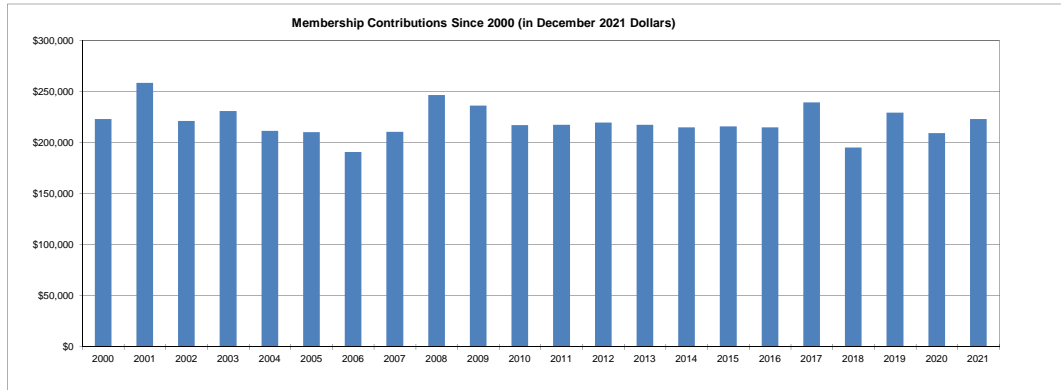
To establish rental rates for 2023, the Committee plans to use Barry's model coupled with an analysis of our competitors' pricing. In this regard, Chelsea Bernard researched other retreat centers in the United States and created a database listing their facility offerings. Betsy Friedman is following up by doing in-depth phone interviews with three centers we consider to be fairly similar to Chapin Mill: the Himalayan Institute, The Garrison Institute, and Rolling Ridge. We are looking at different pricing models as well in order to maximize revenue. We have tightened up our financial processes to ensure prompt invoicing and payment. Brenda Reeb, Mitchell Greenwood, and Eryl schedule a weekly meeting to keep everything up to date.

Submitted by Eryl Kubicka

5/2/2022

# Rochester Zen Center Membership Contributions 2000-2021

ACCOUNT	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	Average 2000-21
40151G Membership Contributions	\$138,192	\$162,763	\$143,697	\$152,409	\$143,704	\$149,271	\$137,231	\$157,754	\$184,819	\$181,969	\$171,554	\$176,032	\$180,040	\$182,649	\$180,600	\$183,500	\$186,953	\$210,463	\$175,472	\$210,835	\$194,514	\$223,170	
Inflation Index (per BLS)	0.62	0.63	0.65	0.66	0.68	0.71	0.72	0.75	0.75	0.77	0.79	0.81	0.82	0.84	0.84	0.85	0.87	0.88	0.90	0.92	0.93	1.00	
In December 2021 Dollars	\$222,890	\$258,354	\$221,072	\$230,923	\$211,329	\$210,241	\$190,599	\$210,339	\$246,425	\$236,323	\$217,157	\$217,323	\$219,560	\$217,439	\$215,000	\$215,882	\$214,889	\$239,162	\$194,969	\$229,168	\$209,154	\$223,170	\$220,517
Members (Affiliates Excluded)	417	433	449	450	453	436	419	420	425	427	432	430	425	430	422	416	427	437	409	418	424	432	
Average Contribution (In Dec. 2021 \$)	\$535	\$597	\$492	\$513	\$467	\$482	\$455	\$501	\$580	\$553	\$503	\$505	\$517	\$506	\$509	\$519	\$503	\$547	\$477	\$548	\$493	\$517	\$514



UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Uprooting Racism Land Acknowledgment

*The Rochester Zen Center is located on the ancestral and unceded territory of the Seneca people. Together, with the Mohawk, Cayuga, Onondaga, Oneida, and Tuscarora, the Seneca make up the sovereign Haudenosaunee Confederacy. We pay respects to their elders, past and present, and take a moment to consider the many legacies of violence, displacement, genocide and migration that have resulted in our being here today. We recognize, honor and respect these nations as the traditional stewards of the lands and water on which the RZC now resides.*

1. UPROOTING RACISM MISSION STATEMENT

The mission of Uprooting Racism is to gain personal insight into racism in order to abandon it on an individual level, dismantle it on an institutional level, and to uproot it in our Sangha so that we might minimize our separation from others.

2. UPROOTING RACISM VISION STATEMENT

The Rochester Zen Center is a welcoming space for practitioners of all races and ethnicities, and the sangha is constantly growing in our awareness of the realities of living in a racialized society. We are part of a wider community, within and outside of the RZC, that provides fearless support on the difficult journey towards abandoning racism on an individual level and dismantling it institutionally. We are working to uproot racism through our active and consistent involvement in anti-racist work within the confines of the RZC, and in our local community.

3. LEADERSHIP AND PLANNING GROUP

The Uprooting Leadership and Planning Group (LPG), initially led by and with indispensable contributions from Dr. Sonia James-Wilson, has met once a month since March 2021, with the exception of July and August 2021, the planned group break. Meetings consist primarily of brainstorming, planning, and reflection upon the activities of the committee. In Year 2 of its operation (beginning April 2022), the LPG is co-facilitated by Alan Leiserson and Luka Hakkila, and includes the following members:

Jonathan Hager  
Martha Howden  
Donna Kowal  
Eryl Kubicka  
Wayman Kubicka  
Jeanette Prince-Cherry  
Chris Pulleyn  
Dené Redding  
Trueman Taylor  
James Thompson, and (continued on next page)

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Dwain Wilder

4. ACTIVITIES

Providing learning opportunities for the Sangha has been a primary goal of Uprooting Racism, and as such, participation in these past and future events is open to all Sangha members:

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Past Events (Since October 2021)

Format	Date	Presenters	Topic
Guest Speaker	October 20, 2021	Reverend Myra Brown	Rev. Brown discussed the Black Lives Matter movement in Rochester and promoting social activism in a primarily White congregation.
Guest Speaker	November 21, 2021	Rabbi Drorah Setel, Member, Rochester Police Accountability Board	Rabbi Setel led a discussion exploring the spiritual responsibility to address social justice issues by way of Jewish historical texts and precedent.
Book Discussion	January 19, 2022	Sonia & Luka	<u><i>The Way of Tenderness: Awakening through Race, Sexuality, and Gender</i></u> Zenu Earthlyn Manuel
Guest Speaker	January 30, 2022	Conor Dwyer Reynolds, Executive Director, Rochester Police Accountability Board	Development, structure, and hiring practices of Rochester's Police Accountability Board
Film Discussion	March 13, 2022	Dwain Wilder, Facilitator	<u><i>Cooked: Survival by Zip Code</i></u> This documentary recounts the most traumatic heatwave in U.S. history in which 739 people (mostly low income, elderly and African American) died in one week. Participants watched the film on their own and came together for a Zoom discussion to explore the connections between this tragedy and poverty, social policy and racism. Sangha member Tara Merenda Nelson, a filmmaker and director of the Visual Studies Workshop, contributed to the facilitation.

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Upcoming and Proposed Events for 2022\*

\*September-December 2022 events not yet confirmed; subject to change

Format	Date	Presenters	Topic
Film Discussion	June 22, 2022	Discussion facilitators to be decided	Asynchronous viewing and live Zoom discussion of Ava DuVernay's Emmy-winning documentary film <i>13th</i> and the lived experiences of formerly incarcerated Black people.
Uprooting Racism Dharma Camp for Youth	July 2022	Project leaders: Dr. Sonia James-Wilson and Eryl Kubicka	The purpose of the 2022 Uprooting Racism Dharma Camp is to engage youth between the ages of 8 and 13 in interactive learning experiences that will inform, and create a safe space for, thinking about race, racism and anti-racism within the context of Buddhist teaching. Staff will include long-time RZC members and educators, with most of whom the children will already have a relationship. Learning experiences will emphasize direct experience and active, hands-on learning, and youth activists from the local community will be hired to help lead the teaching on the longest day of the weekend. A guided forest bathing activity that will serve as the culmination of the camp experience and take place before a brunch to which families will be invited. The curriculum and reflection on the experiences of the camp will be used to inform continued development of the RZC's youth program.
GROUP BREAK: JULY-AUGUST 2022			

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

*September-December 2022 events subject to change; pending LPG discussion and approval at May 22 meeting			
"Back to School" 2022 Discussion and Presentation	September 2022	Discussion facilitators to be decided	Discussion exploring the question, "What does antiracism have to do with Zen practice?" and introducing a selected text by a Black author for the entire Sangha to read together asynchronously during the 2022-2023 "school year."
Film Discussion	October 2022	Discussion facilitators to be decided	Asynchronous viewing and live Zoom discussion of documentary film <i>Through the Night</i> and the racialized, gendered "care economy." <i>Through the Night</i> (2020, dir. Loira Limbal) "is a cinema verité portrait of three working NY mothers whose lives intersect at a 24-hour daycare center: a mother working the overnight shift as an essential worker at a hospital; another holding down three jobs to support her family; and a woman who for over two decades has cared for the children of parents with nowhere else to turn."
Guest Speaker	November 2022	Imani Olear of Yoga 4 a Good Hood	The why and how of creating an accessible organization for spiritual and physical practice in Rochester's underserved neighborhoods
Film Discussion	December 2022	Discussion facilitators to be decided	Asynchronous screening and live Zoom discussion of 2013 documentary film <i>American Revolutionary: The Evolution of Grace Lee Boggs</i> . The film examines the life of Grace Lee Boggs, an influential and dedicated Chinese-American civil rights activist based in Detroit.

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

The LPG is also in the early stages of formulating five additional activities geared towards greater involvement with the community inside and outside of the Sangha. The timing and execution of these offerings will be dependent on pandemic safety requirements, as they all require in-person engagement.

Format	Date	Partnering Organization / Speaker	Topic / Activity
Guest Speaker	February or March 2023	TBD	<u>Cultural Representations in the Celebration of Buddha's Birthday</u> This Sangha-wide conversation will provide the opportunity to unpack the cultural representations of Buddha's parents in the traditional celebration of Buddha's birthday, and begin a self-reflective exploration of issues related to brown face/black face in general.
Interactive Workshop	Spring 2023	Teen Empowerment	<u>Clarissa Uprooted Workshop</u> This interactive 2-hour workshop will include a screening of the documentary "Clarissa Uprooted: Youth and Elders Uncover the Story of Black Rochester," small group activities, and Q&A. The film focuses on the Clarissa Street neighborhood before its destruction when urban renewal and Rt. 490 tore through the community, displacing families and destroying thriving Black businesses.
Field Trip	TBD	Social Welfare Action Alliance	<u>Social Welfare Action Alliance Reality Tour</u> In this 3-hour bus tour, participants will meet people affected by dysfunctional social systems and those who work within and outside of the system to advocate on their behalf.
Community Engagement	TBD	Attica Prison	This activity seeks to revive the Attica Prison Meditation Group, when COVID precautions allow.



UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Interactive Workshop	TBD	TBD	This proposed workshop will focus on <i>"Increasing Racial and Cultural Diversity in Predominantly White Sanghas and Congregations,"</i> and will seek to engage participants across various religious groups.
----------------------	-----	-----	--

## 5. OTHER ACTIVITIES

### 5.1 Chapin Mill Oral History Update

Sangha Programs Office manager and LPG member Donna Kowal has begun the process of thoughtfully updating the framed oral history narrative of Chapin Mill displayed in the Chapin Mill foyer, in order to better reflect the nuance of indigenous, pre-settler presence in the area by members of the Haudenosaunee Confederacy, including the Seneca.

### 5.2 RZC Website Presence

Uprooting Racism has collaborated with Donna Kowal, Dené Redding, and Dr. Sonia James-Wilson on updated web content to reflect Uprooting Racism's mission and vision statements, objectives, resources, monthly events, etc. The inclusion of Uprooting Racism and its background on the official RZC website contextualizes and demystifies the nature of the work we as a Sangha are jointly involved in. The now-complete Uprooting Racism webpage is part of the new "Community" drop-down menu of the RZC website, which has links to other Sangha engagement groups, and Uprooting Racism will continue to have a presence on the homepage. We appreciate the tireless efforts of all involved in this update, including but not limited to Anna Belle Leiserson and Jeanette Prince-Cherry. Furthermore, Scott Jennings has kindly created an alias email address, [Uprooting.Racism@rzc.org](mailto:Uprooting.Racism@rzc.org), so that people in search of more information can connect directly with the co-facilitators.

### 5.3 Introduction to Zen: Meditation Workshops Beyond Arnold Park

The LPG maintains interest in the effort to expand entry points to the RZC by facilitating *Introduction to Zen Meditation Workshop* in diverse communities and settings in Rochester. We recognize that this is the shared purview of the Development Committee, and request that DevCom members connect with the LPG in order to have relevant conversations regarding questions related to purpose, intended outcome, and potential partner organizations or groups.

### 5.4 Community Circle Meetings

LPG members James Thompson and Alan Leiserson have offered their expertise in jointly conducting periodic, group-internal Community Circle meetings, using a structure derived from the framework known as Restorative Practices. Community Circle meetings provide LPG members an invaluable

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

opportunity to address individual and group emotional well-being, as well as fostering a sense of camaraderie and mutual respect.

5.5 Participation of Staff and Trainees in Uprooting Racism Activities

In order to increase the participation of the Sangha in Uprooting Racism, we continue to explore ways to involve staff and trainees when events conflict with the sitting schedule. For now, Trueman Taylor has been instrumental in finding time at the end of the RZC work week for occasional group viewing of recorded Uprooting Racism events.

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

6. 2022 BUDGET

May 2022 to December 2022

BUDGET
--------

Expenses	Amount Requested
Speaker fees	\$ 200
Film discussion fees	\$ 320
2022 Youth Summer Camp at Chapin Mill	\$ 3,728*
Zoom Video Conferencing	\$ 150
TOTAL	\$ 4,398

\* \$100 carried forward (see below) making this amount \$ 100 less than budget on page 12

<u>May 2022 to December 2022</u> Budget Including Amounts Carried Forward
--

Expenses	Amount Carried Forward March 2021- April 2022 Budget
Books for book circle	\$ 143
Film discussion fees	\$ 80
Discussion group honorariums	\$ 125
540WMain workshops fees	\$ 118
2022 Youth Summer Camp at Chapin Mill	\$ 100

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Materials for RZC library	\$ 200
RocACTS membership	\$ 125

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

May 2022 to December 2022  
Budget Notes

Expense	Calculation
Speaker fees	2 speakers x \$100 per speaker
Film discussion fees	\$ 100 per speaker + \$ 100 streaming rights = \$ 200 per event x 2 events
Discussion group honorariums	\$ 100 x 1 discussant
American Sign Language interpretation	To be paid by RZC Accessibility Fund, and removed from budget
Zoom Video Conferencing	New budget line item

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Uprooting Racism Dharma Camp  
July 8 to 10, 2022  
BUDGET

Item	Total Cost
Head Cook	\$ 1,200
Teen Empowerment Youth Facilitators Stipends	\$ 450
Forest Bathing Guide	\$ 300
Dish Washer	\$ 120
Food for all meals	\$ 550
Journals	\$ 100
Teaching supplies	\$ 100
Craft supplies	\$ 200
Water bottles	\$ 100
Tee shirts	\$ 200
First aid supplies	\$ 50
Sun screen	\$ 54
Bug spray	\$ 54
Contingency	\$ 350
TOTAL	\$ 3,828

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

<u>Uprooting Racism Dharma Camp</u> July 8 to 10, 2022 Budget with Descriptions
---

Item	Description	Total Cost
Head Cook	<ul style="list-style-type: none"> <li>• Kitchen orientation before start of camp</li> <li>• Early arrival on Friday</li> <li>• Work day to include breakfast prep to end of kitchen clean up</li> <li>• Supervision of volunteers</li> <li>• Management of food supply and emergencies</li> </ul>	\$ 1,200
Teen Empowerment Youth Facilitators Stipends	Estimated calculation (3 youth x \$ 15 per hour x 10 hours)	\$ 450
Forest Bathing Guide	Fixed rate	\$ 300
Dish Washer	Sunday meals (Breakfast and Brunch) \$ 20 x 6 hours	\$ 120
Food for all meals	Estimated calculation	\$ 550
Journals	20 at \$ 5.00 each	\$ 100
Teaching supplies	Estimated flat allocation	\$ 100
Craft supplies	Estimated flat allocation	\$ 200
Water bottles	Push-pull cap gym bottle with logo	\$ 100
Tee shirts	One color, printed front and back	\$ 200
Fine art supplies	To be donated by ArtID International, Inc.	\$ 0.0
First aid supplies	Estimated calculation	\$ 50

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

Sun screen	Estimated calculation	\$ 54
Bug spray	Estimated calculation	\$ 54



UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

FOR YOUR CONSIDERATION

7. Trustee Participation in Uprooting Racism

The LPG is seeking Trustees willing to join Jonathan Hager and Luka Hakkila as active members of this group. Expectations for LPG members include:

- attendance at LPG meetings (currently held on Zoom once a month on Sundays from 12:30 to 2:00, although we will soon be strongly considering other meeting times in order to be more supportive of the RZC training schedule)
- participation in Uprooting Racism activities and events.

8. Staff and Trainee Participation in Uprooting Racism

More generally, the LPG is also seeking staff and trainees, including people in positions of authority, willing to join as active members of this group and contribute to the planning and execution of Uprooting Racism events. Doing so will:

- better integrate RZC residents as individuals, and RZC as an institution, with the wider Sangha as well as with Rochester residents, fostering community ties and an awareness of belonging and interconnection
- build, deepen, and maintain Sangha awareness of the wider structural and institutional issues facing racialized Sangha members and potential/future Sangha members.

9. Institutional and Structural Antiracist Work: an Ongoing Project

*"At the Rochester Zen Center, we recognize racism as one of the most insidious sources of dukkha (suffering) and join other centers across the United States in bearing witness to social injustice. Here in Rochester, our local community has experienced multiple instances of egregious police brutality against Black adults and children. During police responses to mental health crises, violence has eclipsed compassionate intervention, as for example in the cases of Daniel Prude and Tyshon Jones, who both lost their lives when officers were called upon for help. As practitioners of the Dharma, we grieve the loss that has resulted from these and other acts of violence committed against 'others,' and by extension against ourselves. We recognize that the members and leadership of the Rochester Zen Center have been predominantly white over our 50+ year history, and that we need to grow in our awareness of the insidious effects of racism and the culture of whiteness. Having recognized the barriers and limitations caused by our overwhelmingly white history, we devote ourselves to becoming a Sangha awake to the realities of racism, and equipped to end the suffering inflicted because of it."*

— [text from the Uprooting Racism webpage on rzc.org](https://www.rochesterzencenter.org/rochester-zen-center-antiracist-work)

LPG leadership notes that antiracist practice, as articulated above, is akin to zazen practice, being both continual and in the service of collective liberation. For this reason, we caution against individual, institutional, and structural divestment from the project

UPROOTING RACISM  
Rochester Zen Center Sangha Engagement Group

RZC BOARD OF TRUSTEES MEETING REPORT  
May 14 and 15, 2022

our Center has undertaken, and request ongoing conversations with Trustees, Heads of Zendo, teachers, senior students, and other RZC leadership figures to find creative ways to make this work more accessible – and more overtly relevant – to all in our Sangha.

10. Black Lives Matter Flag

As part of this Sangha Engagement Group's effort to acknowledge, and be responsive to, anti-Black racism in Rochester and across the nation, we believe a Black Lives Matter flag is an important reminder of the work to which we as a Sangha have committed ourselves as it relates to the suffering of Blacks and other marginalized groups. As approved at the October 2021 Trustees' Meeting, Uprooting Racism has obtained a classic-design Black Lives Matter flag and, now that the 7 Arnold Park porch is again accessible following the spring snowmelt, will shortly provide photo previews of the flag hoisted in the possible sites. Sites for consideration include the following:

- off the porch of 5 Arnold Park
- on the side of 5 Arnold Park that faces East Ave
- off the porch of 7 Arnold Park

The final display site of the flag will be determined by the Grounds Committee.

11. Future Summer Dharma Camp for Adults at Chapin Mill

Having made considerable progress in the creation of the inaugural Uprooting Racism Youth Dharma Camp for 2022, Uprooting Racism is in the initial stages of planning a short camp experience for adults, tentatively planned to take place at Chapin Mill no earlier than next year (2023). The purpose of this offering is to provide a nurturing environment where adult Sangha members can begin to explore issues of cultural diversity, race, and racism in ways that emphasize self-compassion and mindfulness. Many, if not all, of the same team of Sangha members diligently working on the 2022 Youth Dharma Camp are expected to be involved in the creation of the Adult Dharma Camp.



ROCHESTER ZEN CENTER  
A BUDDHIST COMMUNITY

# Annual Report of Trustees

Pursuant to  
New York Not-for-Profit Corporation Law  
Section 519

Presented at the Fifty-Sixth  
Annual Corporate Meeting  
May 29, 2022

The record date for the Center's 2022 Annual Meeting was May 5, 2022. As of that date, the Center had 469 members. The record date for the Center's 2021 Annual Meeting was May 6, 2021. As of that date, the Center had 453 members. Accordingly, the Center's membership has increased by 16 during this period.

The names and places of residence of the Center's current members may be found in the records of the Center's Secretary.

ROCHESTER ZEN CENTER  
SUMMARY OF 2021 ANNUAL FINANCIAL RESULTS

	2021		2020	
	As of December 31, 2021	12/31/21 as % of 2021 Budget	As of December 31, 2020	12/31/20 as % of 2020 Budget
Year-to-Date Operating Revenue	\$370,178	115%	\$327,546	81%
Year-to Date Operating Expenses	<u>\$444,026</u>	99%	<u>\$418,962</u>	91%
YTD Revenue Less Expenses	(\$73,848)		(\$91,416)	
YTD Operating Draw from Investments (4%)	<u>\$67,793</u>		<u>\$63,123</u>	
<b>YTD Net Operating Surplus (Loss)</b>	<b>(\$6,055)</b>		<b>(\$28,292)</b>	
Membership Contributions (included in operating revenue)	\$223,170	116%	\$194,514	104%
Extraordinary Income (not included in operating revenue)	\$46,095		\$13,450	
Extraordinary expenses (not included in operating revenue)	\$0		\$0	
Accumulated Operating Surplus (Loss) including operating draw since 2009 Inception of Current System	\$123,711		\$129,766	
<hr/>				
YTD Investment Gain (Loss)	\$151,337		\$307,519	
YTD Operating Draw from Investments (4%)	<u>(\$67,793)</u>		<u>(\$63,123)</u>	
YTD Net Investment Gain (Loss)	\$83,544		\$244,396	
YTD Legacies and Special Donations	<u>\$0</u>		<u>\$0</u>	
<b>YTD Total Investment Fund Change</b>	<b>\$83,544</b>		<b>\$244,396</b>	

ROCHESTER ZEN CENTER BALANCE SHEET – December 31, 2021

M4

	Operating Fund	Investment Fund	Held for Others	Realty and Art (Carried at Cost)	Total
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash & Money Market	173,163.61	281,589.40	122,138.61	0.00	576,891.62
Inventories	10,671.59	0.00	0.00	0.00	10,671.59
Accounts Receivable	4,122.72	0.00	0.00	0.00	4,122.72
Prepaid Expenses	18,800.56	0.00	0.00	0.00	18,800.56
Earmarked Donations (Contra)	(12,373.69)	0.00	0.00	0.00	(12,373.69)
<i>Total Current Assets</i>	<i>194,384.79</i>	<i>281,589.40</i>	<i>122,138.61</i>	<i>0.00</i>	<i>598,112.80</i>
<b>NON-CURRENT ASSETS</b>					
Certificates of Deposit	0.00	300,000.00	168,000.00	0.00	468,000.00
Other Non-Equity Investments (At Book)	0.00	0.00	0.00	0.00	0.00
Equity Investments (At Market)	0.00	1,443,547.81	0.00	0.00	1,443,547.81
Mortgage Loans Outstanding	0.00	18,224.94	0.00	0.00	18,224.94
Depreciable Fixed Assets (Net)	265,009.61	0.00	0.00	0.00	265,009.61
Buildings & Land (At Cost)	0.00	0.00	0.00	5,398,605.60	5,398,605.60
Buddhist Art & Implements (At Cost)	0.00	0.00	0.00	123,419.07	123,419.07
<i>Total Non-Current Assets</i>	<i>265,009.61</i>	<i>1,761,772.75</i>	<i>168,000.00</i>	<i>5,522,024.67</i>	<i>7,716,807.03</i>
<b>TOTAL ASSETS</b>	<b>459,394.40</b>	<b>2,043,362.15</b>	<b>290,138.61</b>	<b>5,522,024.67</b>	<b>8,314,919.83</b>
<b>LIABILITIES &amp; EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Taxes, Medicare, SS Payable	2,140.95	0.00	0.00	0.00	2,140.95
Prepaid Income	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities	5,123.38	0.00	0.00	0.00	5,123.38
<i>Total Current Liabilities</i>	<i>7,264.33</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>	<i>7,264.33</i>
<b>LONG-TERM LIABILITIES</b>					
Auckland Zen Centre Fund	0.00	0.00	10,272.09	0.00	10,272.09
Louisville Zen Center Fund	0.00	0.00	262,740.39	0.00	262,740.39
Benevolence Fund	0.00	0.00	975.00	0.00	975.00
Teachers' Scholarship Fund	0.00	0.00	16,151.13	0.00	16,151.13
<i>Total Long-Term Liabilities</i>	<i>0.00</i>	<i>0.00</i>	<i>290,138.61</i>	<i>0.00</i>	<i>290,138.61</i>
<b>EQUITY</b>					
»»Year-to-Date Revenues	370,177.79	151,337.32	0.00	0.00	521,515.11
»»(Less Year-to-Date Expenses)	444,026.20	0.00	0.00	0.00	444,026.20
»YTD Revenues Less Expenses	(73,848.41)	151,337.32	0.00	0.00	77,488.91
»YTD Investment Draw (4% per annum)	67,793.44	(67,793.44)	0.00	0.00	0.00
Year-to-Date Net Surplus (Loss)	(6,054.97)	83,543.88	0.00	0.00	77,488.91
Extraordinary Income & Expenses	46,095.00	0.00	0.00	0.00	46,095.00
Interfund Transfers In (Out)	(4,505.10)	0.00	0.00	4,505.10	0.00
Previous Year-End Fund Balances	416,595.14	1,959,818.27	0.00	5,517,519.57	7,893,932.98
<i>Total Equity (Current Fund Balances)</i>	<i>452,130.07</i>	<i>2,043,362.15</i>	<i>0.00</i>	<i>5,522,024.67</i>	<i>8,017,516.89</i>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>459,394.40</b>	<b>2,043,362.15</b>	<b>290,138.61</b>	<b>5,522,024.67</b>	<b>8,314,919.83</b>

Minutes, Board of Trustees Meeting, May 14-15, 2022

**ROCHESTER ZEN CENTER**  
**Income and Expense Statement for the Quarter Ended December 31, 2021**

Account		4Q2021 Actual	2021 Budget	% of Budget	4Q2020 Actual
GENERAL OPERATING FUND - INCOME ACCOUNTS					
	Net Item Sales Income	\$419	\$800	52%	\$430
	Net Special Events Income	\$0	\$0		\$0
40143G	Royalty Income	\$13,609	\$10,000	136%	\$13,869
40150G	Zen Bow Income	\$285	\$300	95%	\$285
40151G	Membership Contributions	\$223,170	\$192,200	116%	\$194,514
4C151G	CM Operating Donations	\$34,490	\$33,300	104%	\$33,119
40152G	Workshop Income	\$5,480	\$5,000	110%	\$3,933
40153G	Training Program Income	\$2,460	\$1,500	164%	\$1,985
4C153G	CM Training Program Income	\$0	\$0		\$0
40159G	Buddha Hall Rental Income	\$4,980	\$10,000	50%	\$6,661
4C159G	Net CM Rental Income	\$27,458	\$30,000	92%	\$16,963
40160/2G	Misc. Income & Contributions	\$13,819	\$10,000	138%	\$19,284
4C160G	CM Miscellaneous Income	\$0	\$0		\$0
40161G	Sesshin Income	\$44,008	\$30,000	147%	\$36,503
	Total Operating Revenue	\$370,178	\$323,100	115%	\$327,546
GENERAL OPERATING FUND - EXPENSE ACCOUNTS					
60170G	Charity Expenses	\$346	\$500	69%	\$150
60171G	Zen Bow Expenses	\$3,645	\$8,500	43%	\$6,345
60172G	Teaching Expenses	\$11,024	\$10,280	107%	(\$5,022)
6C172G	CM Teaching Expenses	\$406	\$100	406%	\$81
60175G	Medical & Health Insurance	\$33,204	\$37,100	89%	\$42,637
6C175G	CM Medical & Health Insurance	\$39,321	\$36,800	107%	\$38,927
60176G	Staff Salary Expense	\$49,142	\$48,100	102%	\$50,921
6C176G	CM Staff Salary Expense	\$15,699	\$16,800	93%	\$14,658
60177G	Kitchen Expenses	\$29,220	\$23,400	125%	\$22,056
6C177G	CM Kitchen Expenses	\$11,043	\$13,500	82%	\$10,381
60178G	Housekeeping Expenses	\$3,934	\$5,000	79%	\$3,532
6C178G	CM Housekeeping Expenses	\$2,508	\$2,300	109%	\$2,723
60179G	To Staff Departure Fund	\$17,741	\$16,400	108%	\$17,356
6C179G	CM Staff Departure Fund	\$8,379	\$9,600	87%	\$8,604
60180G	Misc Administrative Expenses	\$494	\$1,000	49%	\$1,029
6C180G	CM Misc Administrative Expense	\$0	\$100	0%	(\$41)
60181G	Office Expenses	\$1,729	\$3,000	58%	\$3,310
6C181G	CM Office Expenses	\$22	\$500	4%	\$14
60182G	Telecommunications Expenses	\$5,291	\$5,800	91%	\$5,480
6C182G	CM Telecommunications Expenses	\$3,974	\$5,200	76%	\$4,495
60183G	Gas & Electricity Expenses	\$7,492	\$8,000	94%	\$7,365
6C183G	CM Utility Expenses	\$16,045	\$12,900	124%	\$14,867
60184G	Repair & Maintenance Expenses	\$24,227	\$18,000	135%	\$10,503
6C184G	CM Rep & Maintenance Expenses	\$18,501	\$24,000	77%	\$26,229
60186G	Insurance Expenses	\$45,864	\$43,500	105%	\$42,258
6C186G	CM Insurance Expenses	\$26,564	\$25,000	106%	\$24,242
60187G	Fundraising & Advertising Exp.	\$0	\$1,500	0%	\$200
60188G	Garden & Grounds Expenses	\$579	\$2,500	23%	\$654
6C188G	CM Garden & Grounds Expenses	\$1,299	\$1,800	72%	\$288
60189G	Library Expenses	\$365	\$500	73%	(\$176)
60190G	Automobile Expenses	\$7,580	\$7,000	108%	\$6,457
6C190G	CM Automobile Expenses	\$5,553	\$5,000	111%	\$7,486
60191G	Taxes & Municipal Fees	\$7,430	\$7,500	99%	\$7,297
6C191G	CM Tax & User Fee Expenses	\$6,316	\$5,000	126%	\$6,265
60192G	Computer Expenses	\$3,451	\$4,500	77%	\$3,501
60193G	Banking, PayPal & Crdt Crd Fees	\$635	\$1,500	42%	\$1,269

ROCHESTER ZEN CENTER  
Income and Expense Statement for the Quarter Ended December 31, 2021

Account		4Q2021 Actual	2021 Budget	% of Budget	4Q2020 Actual
6C192G	CM Computer Expenses	\$954	\$1,000	95%	\$194
60300G	Bad Debt Expense	\$75	\$0		\$0
60389G	Depreciation Expense	\$22,406	\$22,700	99%	\$21,464
6C389G	CM Depreciation Expense	\$11,569	\$12,000	96%	\$10,963
60500G	Contingency (budget use only)	\$0	\$0		\$0
<b>Total Operating Expenses</b>		<b>\$444,026</b>	<b>\$447,880</b>	<b>99%</b>	<b>\$418,962</b>
<b>Operating Revenue Less Expenses</b>		<b>(\$73,848)</b>	<b>(\$124,780)</b>		<b>(\$91,416)</b>
40168G	Operating Draw from Investments	\$67,793	\$66,900	101%	\$63,123
<b>Total Net Operating Surplus (Loss)</b>		<b>(\$6,055)</b>	<b>(\$57,880)</b>		<b>(\$28,292)</b>
40156G	<b>Extraordinary Income &amp; Expenses</b>	\$46,095			\$13,450
<b>CAPITAL EXPENDITURES</b>					
15000G	Furniture and Fixtures	\$29,919			\$0
15100G	Equipment and Computers	\$2,168			\$1,679
15200G	Motor Vehicles	\$18,430			\$16,862
Non-CM Capital Expenditures		\$50,517	\$57,671	88%	\$18,541
1C500G	CM Capital Expenditures	\$841	\$5,000	17%	\$24,431
<b>Total Capital Expenditures</b>		<b>\$51,357</b>	<b>\$62,671</b>	<b>82%</b>	<b>\$42,972</b>
<b>INVESTMENT FUND</b>					
40167I	ML Equity YTD Gain (Loss)	\$149,800			\$299,582
40168I	Interest Income (IF)	\$1,478			\$7,937
40170I	Other Income (IF)	\$59			\$0
Gross Investment Income		\$151,337			\$307,519
60168I	Operating Draw from Investments	(\$67,793)			(\$63,123)
Investment Income Less Draw		\$83,544			\$244,396
40155I	Legacies & Special Donations	\$0			\$0
<b>Total Net Investment Fund Gain (Loss)</b>		<b>\$83,544</b>			<b>\$244,396</b>



**ROCHESTER ZEN CENTER**  
**Past-Year Comparison – December 31, 2021**

	31-Dec-21	Average 2016-2020	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
<b>GENERAL OPERATING FUND – INCOME</b>							
Net Item Sales Income	419	979	430	855	1,166	1,151	1,290
Net Special Events Income	0	(2,760)	0	0	533	(8,091)	(6,244)
40143G Royalty Income	13,609	12,221	13,869	13,247	11,506	10,859	11,622
40150G Zen Bow Income	285	455	285	300	730	740	220
40151G Membership Contributions	223,170	195,647	194,514	210,835	175,472	210,463	186,953
4C151G CM Operating Donations	34,490	33,963	33,119	26,430	19,635	53,855	36,779
40152G Workshop Income	5,480	10,218	3,933	11,901	11,198	10,890	13,167
40153G Training Program Income	2,460	3,635	1,985	5,150	3,620	3,220	4,200
4C153G CM Training Program Income	0	0	0	0	0	0	0
40159G Buddha Hall Rental Income	4,980	13,095	6,661	16,101	14,555	14,276	13,884
Net CM Rental Income	27,458	46,274	16,963	57,431	32,168	58,694	66,114
40160/2G Misc. Income & Contributions	13,819	16,055	19,284	13,719	18,165	16,024	13,085
4C160G CM Miscellaneous Income	0	0	0	0	0	0	0
40161G Sesshin Income	44,008	58,322	36,503	60,780	64,425	72,699	57,205
<b>Total YTD Operating Income</b>	<b>370,178</b>	<b>388,105</b>	<b>327,546</b>	<b>416,750</b>	<b>353,173</b>	<b>444,779</b>	<b>398,275</b>
<b>GENERAL OPERATING FUND – EXPENSES</b>							
60170G Charity Expenses	346	164	150	420	0	250	0
60171G Zen Bow Expenses	3,645	6,557	6,345	8,349	8,275	6,955	2,858
60172G Teaching Expenses	11,024	3,291	(5,022)	7,027	8,488	1,375	4,587
6C172G CM Teaching Expenses	406	58	81	94	25	82	10
60175G Medical & Health Insurance	33,204	47,214	42,637	54,368	45,407	46,314	47,342
6C175G CM Medical & Health Insurance	39,321	18,490	38,927	19,635	9,117	12,141	12,629
60176G Staff Salary Expense	49,142	58,439	50,921	56,876	62,392	57,604	64,403
6C176G CM Staff Salary Expense	15,699	12,316	14,658	15,619	10,433	10,484	10,387
60177G Kitchen Expenses	29,220	35,893	22,056	33,961	44,204	41,266	37,979
6C177G CM Kitchen Expenses	11,043	8,855	10,381	8,782	9,967	7,711	7,433
60178G Housekeeping Expenses	3,934	5,348	3,532	5,526	6,708	5,631	5,342
6C178G CM Housekeeping Expenses	2,508	2,480	2,723	3,154	2,108	2,155	2,261
60179G To Staff Departure Fund	17,741	19,523	17,356	16,748	19,452	21,656	22,405
6C179G CM Staff Departure Fund	8,379	6,823	8,604	7,210	6,655	6,322	5,324
60180G Misc Administrative Expenses	494	1,134	1,029	931	1,084	1,139	1,486
6C180G CM Misc Administrative Expense	0	7	(41)	76	0	0	0
60181G Office Expenses	1,729	3,760	3,310	4,601	3,163	4,041	3,683
6C181G CM Office Expenses	22	176	14	446	198	17	203
60182G Telecommunications Expenses	5,291	5,953	5,480	5,418	6,495	6,098	6,273
6C182G CM Telecommunications Expenses	3,974	4,436	4,495	4,955	4,678	3,916	4,134
60183G Gas & Electricity Expenses	7,492	8,253	7,365	9,135	8,979	9,777	6,008
6C183G CM Utility Expenses	16,045	13,282	14,867	14,516	12,879	12,177	11,971
60184G Repair & Maintenance Expenses	24,227	11,150	10,503	7,152	12,899	13,688	11,506
6C184G CM Rep & Maintenance Expenses	18,501	21,330	26,229	26,622	18,353	18,904	16,543
60186G Insurance Expenses	45,864	40,279	42,258	40,308	39,438	37,769	41,622
6C186G CM Insurance Expenses	26,564	22,965	24,242	22,916	22,415	21,435	23,814
60187G Fundraising & Advertising Exp.	0	780	200	500	1,400	500	1,300
6C187G CM Fundraising & Adv Expenses	0	0	0	0	0	0	0
60188G Garden & Grounds Expenses	579	2,536	654	2,332	4,253	3,331	2,109
6C188G CM Garden & Grounds Expenses	1,299	1,770	288	743	1,456	3,151	3,210
60189G Library Expenses	365	78	(176)	324	213	0	29
60190G Automobile Expenses	7,580	9,640	6,457	8,296	13,995	11,157	8,297
6C190G CM Automobile Expenses	5,553	7,299	7,486	8,493	3,904	11,152	5,461
60191G Taxes & Municipal Fees	7,430	6,937	7,297	7,216	6,717	6,448	7,007
6C191G CM Tax & User Fee Expenses	6,316	6,389	6,265	6,682	6,848	6,350	5,797
60192G Computer Expenses	3,451	3,471	3,501	3,869	3,702	3,429	2,855
6C192G CM Computer Expenses	954	544	194	218	782	623	904
60193G Banking, PayPal & Crdt Crd Fees	635	1,016	1,269	1,020	934	1,052	807
60300G Bad Debt & Theft Expense	75	(11)	0	0	0	(53)	0
60389G Depreciation Expense	22,406	21,499	21,464	19,880	21,172	21,813	23,168
6C389G CM Depreciation Expense	11,569	8,073	10,963	7,349	6,473	6,782	8,798
<b>Total YTD Operating Expenses</b>	<b>444,026</b>	<b>428,195</b>	<b>418,962</b>	<b>441,768</b>	<b>435,661</b>	<b>424,640</b>	<b>419,945</b>
<b>YTD Operating Income Less Expenses</b>	<b>(73,848)</b>	<b>(40,091)</b>	<b>(91,416)</b>	<b>(25,018)</b>	<b>(82,488)</b>	<b>20,139</b>	<b>(21,670)</b>
40168G Operating Draw from Investments	67,793	61,860	63,123	59,755	56,184	67,403	62,834
<b>Total Net Operating Surplus (Loss)</b>	<b>(6,055)</b>	<b>21,769</b>	<b>(28,292)</b>	<b>34,737</b>	<b>(26,304)</b>	<b>87,542</b>	<b>41,164</b>
<b>Extraordinary Income &amp; Expenses</b>	<b>46,095</b>	<b>14,490</b>	<b>13,450</b>	<b>5,786</b>	<b>33,216</b>	<b>10,000</b>	<b>10,000</b>

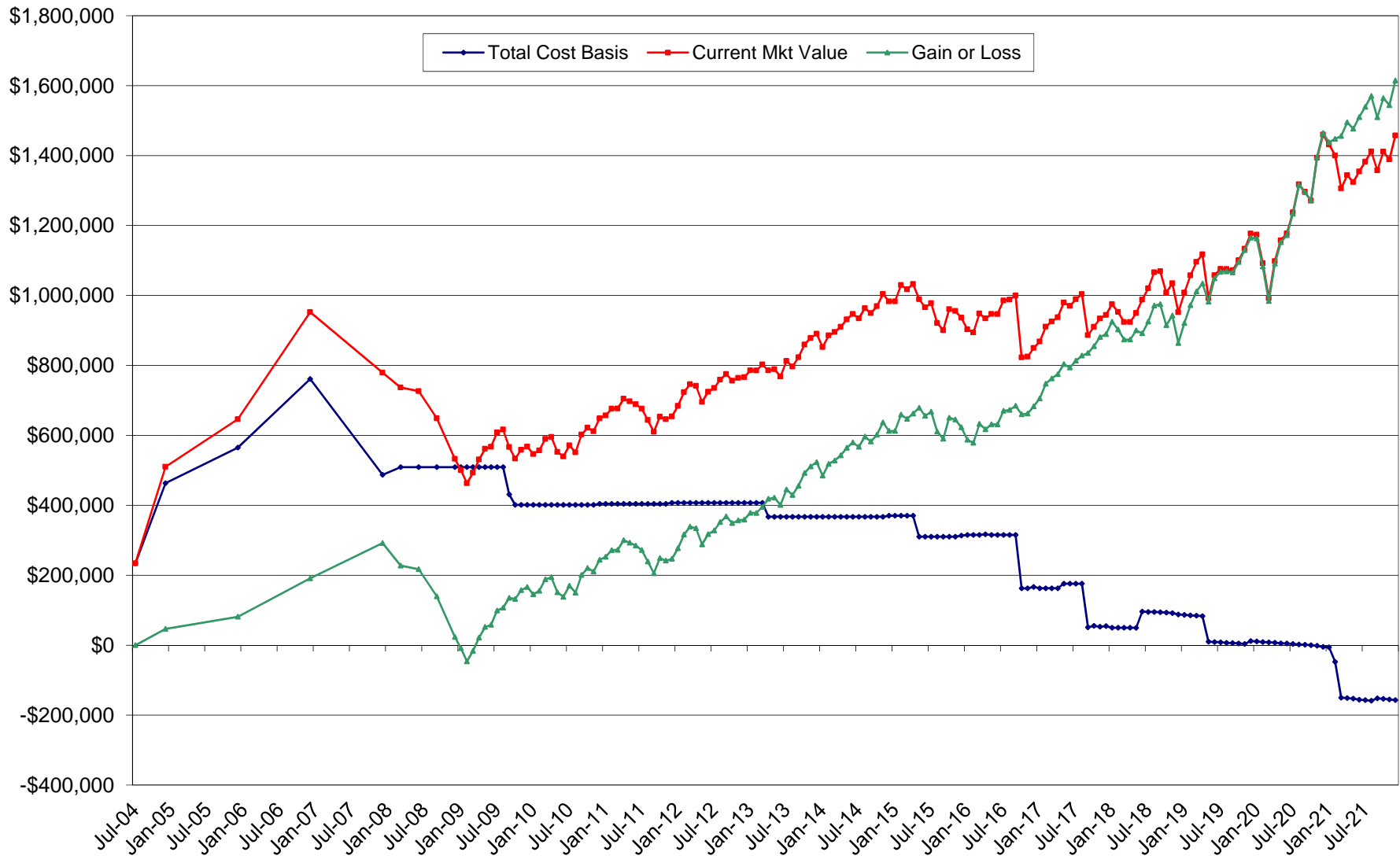
ROCHESTER ZEN CENTER  
Past-Year Comparison – December 31, 2021

	31-Dec-21	Average 2016-2020	31-Dec-20	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16
<b>CAPITAL EXPENDITURES</b>							
15000G Furniture and Fixtures	29,919	7,251	0	1,712	9,042	9,251	16,250
15100G Equipment and Computers	2,168	3,364	1,679	0	7,880	975	6,285
15200G Motor Vehicles	18,430	3,372	16,862	0	0	0	0
1C500G CM Capital Expenditures	841	15,560	24,431	30,137	18,223	0	5,010
<b>Total YTD Capital Expenditures</b>	<b>51,357</b>	<b>29,547</b>	<b>42,972</b>	<b>31,848</b>	<b>35,145</b>	<b>10,226</b>	<b>27,545</b>
<b>INVESTMENT FUND</b>							
40167I ML Equity YTD Gain (Loss)	149,800	168,311	299,582	301,218	(25,651)	206,582	59,822
40168I Interest Income (IF)	1,478	8,624	7,937	11,454	4,784	9,025	9,919
40170I Other Income (IF)	59	(44)	0	0	(234)	0	14
40181I W&R YTD Gain (Loss)	0	0	0	0	0	0	0
<b>Gross YTD Investment Fund Income</b>	<b>151,337</b>	<b>176,890</b>	<b>307,519</b>	<b>312,671</b>	<b>(21,101)</b>	<b>215,607</b>	<b>69,755</b>
60168I Operating Draw from Investments	(67,793)	(61,860)	(63,123)	(59,755)	(56,184)	(67,403)	(62,834)
<b>Net Investment Fund Gain (Loss)</b>	<b>83,544</b>	<b>115,030</b>	<b>244,396</b>	<b>252,917</b>	<b>(77,285)</b>	<b>148,204</b>	<b>6,920</b>
40155I Legacies and Special Donations	0	17,017	0	12,500	2,500	83	70,000
<b>Total YTD Investment Fund Change</b>	<b>83,544</b>	<b>132,047</b>	<b>244,396</b>	<b>265,417</b>	<b>(74,785)</b>	<b>148,287</b>	<b>76,920</b>

## ROCHESTER ZEN CENTER INVESTMENT FUND – December 31, 2021

<i>Instrument</i>	<i>As Carried on Balance Sheet</i>		<i>Market Value</i>	<i>Cost Basis</i>	<i>Gain (Loss)</i>	<i>Annual Return on Basis</i>	<i>Est. Annual Fixed Income</i>
<b>Equity Investments*</b>	<i>At Market</i>						
Equities Held in Merrill Lynch Accounts	\$1,443,548		\$1,443,548	(\$170,924)	\$1,614,472		
Total Equities	\$1,443,548	71%	\$1,443,548	(\$170,924)	\$1,614,472		
<b>Cash &amp; Money Market</b>						<i>Current Int Rate</i>	
IF Share of Money Market Funds & Cash	\$281,589		\$281,589	\$281,589		0.05%	\$141
Total IF Cash & Money Market	\$281,589	14%	\$281,589	\$281,589		0.05%	\$141
<b>Fixed-Income Investments</b>	<i>Cost Basis</i>					<i>Crrnt Rtrn on Basis</i>	
Certificates of Deposit	\$300,000		\$299,860	\$300,000	(\$140)	0.12%	\$350
Bonds	\$0		\$0	\$0	\$0		
Total Fixed-Income Investments	\$300,000	15%	\$299,860	\$300,000	(\$140)	0.12%	\$350
<b>Loans</b>	<i>Outstanding</i>			<i>Original</i>		<i>Loan Rate</i>	
Mdsn ZC Mtg Loan 3.34% 2/29/32	\$18,225			\$24,287		3.34%	\$586
Total Loans	\$18,225	1%		\$24,287			\$586
<b>Investment Fund Total</b>	<b>\$2,043,362</b>	<b>100%</b>					<b>\$1,077</b>
* Donated equities that do not meet the Center's ethical investment criteria must be sold by the Center's Finance Committee within one year.							
<b>Additional "Investment-Like" Assets</b>			<i>Rate</i>				
Operating Fund Money Market Funds & Cash	\$173,164	0.01%-0.05%					
Operating Fund Certificates of Deposit	\$0						
<b>Total Additional</b>	<b>\$173,164</b>						
<b>Grand Total "Investment-Like Assets"</b>	<b>\$2,216,526</b>						
<b>IF Equities as Percentage of Grand Total</b>		<b>65.1%</b>					

**Merrill Lynch Equity Account**  
(includes cash held in ML equity account)



---

Peter (Bodhin) Kjolhede  
Co-President, Rochester Zen Center

State of New York     )  
  ) ss.  
County of Monroe     )

On the       day of       in the year 2022, before me personally came Peter (Bodhin) Kjolhede, to me known, who, being by me duly sworn, did depose and say that he resides at 200 Cocoanut Avenue No. 8, Sarasota, FL 34236; that he is the Co-President of the Rochester Zen Center, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, and that he signed his name thereto by like order.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

---

John W. Pulleyn III  
Co-President, Rochester Zen Center

State of New York     )  
  ) ss.  
County of Monroe     )

On the       day of       in the year 2022, before me personally came John W. Pulleyn III, to me known, who, being by me duly sworn, did depose and say that he resides at 215 East Brook Road, Pittsford, NY 14534; that he is the Co-President of the Rochester Zen Center, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, and that he signed his name thereto by like order.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

---

Barry M. Keesan  
Treasurer, Rochester Zen Center

State of New York     )  
                                      ) ss.  
County of Monroe     )

On the       day of       in the year 2022, before me personally came Barry M. Keesan, to me known, who, being by me duly sworn, did depose and say that he resides at 20 Beckwith Terrace, Rochester, NY 14610; that he is the Treasurer of the Rochester Zen Center, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, and that he signed his name thereto by like order.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.



ROCHESTER ZEN CENTER  
A BUDDHIST COMMUNITY

# Financial Report

## First Quarter 2022

ROCHESTER ZEN CENTER  
SUMMARY OF FIRST QUARTER 2022 FINANCIAL RESULTS

	First Quarter 2022		First Quarter 2021	
	As of March 31, 2022	3/31/22 as % of 2022 Budget	As of March 31, 2021	3/31/21 as % of 2021 Budget
Year-to-Date Operating Revenue	\$118,288	28%	\$107,604	33%
Year-to Date Operating Expenses	<u>\$134,221</u>	25%	<u>\$94,097</u>	22%
YTD Revenue Less Expenses	(\$15,933)		\$13,507	
YTD Operating Draw from Investments (4% per annum)	<u>\$17,882</u>		<u>\$16,415</u>	
<b>YTD Net Operating Surplus (Loss)</b>	<b>\$1,948</b>		<b>\$29,923</b>	
YTD Membership Contributions (included in operating revenue)	\$92,894	44%	\$86,329	45%
YTD Extraordinary Income (not included in operating revenue)	\$0		\$0	
YTD Extraordinary Expenses (not included in operating expenses)	\$0		\$0	
<hr/>				
YTD Investment Gain (Loss)	(\$104,121)		(\$8,103)	
YTD Operating Draw from Investments (4% per annum)	<u>(\$17,882)</u>		<u>(\$16,415)</u>	
YTD Net Investment Gain (Loss)	(\$122,002)		(\$24,519)	
YTD Legacies and Special Donations	<u>\$0</u>		<u>\$0</u>	
<b>YTD Total Investment Fund Change</b>	<b>(\$122,002)</b>		<b>(\$24,519)</b>	



ROCHESTER ZEN CENTER BALANCE SHEET – March 31, 2022

N3

	Operating Fund	Investment Fund	Held for Others	Realty and Art (Carried at Cost)	Total
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash & Money Market	168,911.57	367,007.94	112,064.19	0.00	647,983.70
Inventories	10,766.53	0.00	0.00	0.00	10,766.53
Accounts Receivable	10,816.52	0.00	0.00	0.00	10,816.52
Prepaid Expenses	16,779.86	0.00	0.00	0.00	16,779.86
Earmarked Donations (Contra)	(5,545.32)	0.00	0.00	0.00	(5,545.32)
<i>Total Current Assets</i>	<i>201,729.16</i>	<i>367,007.94</i>	<i>112,064.19</i>	<i>0.00</i>	<i>680,801.29</i>
<b>NON-CURRENT ASSETS</b>					
Certificates of Deposit	0.00	200,000.00	168,000.00	0.00	368,000.00
Other Non-Equity Investments (At Book)	0.00	0.00	0.00	0.00	0.00
Equity Investments (At Market)	0.00	1,336,248.82	0.00	0.00	1,336,248.82
Mortgage Loans Outstanding	0.00	18,103.28	0.00	0.00	18,103.28
Depreciable Fixed Assets (Net)	259,397.31	0.00	0.00	0.00	259,397.31
Buildings & Land (At Cost)	0.00	0.00	0.00	5,398,962.14	5,398,962.14
Buddhist Art & Implements (At Cost)	0.00	0.00	0.00	123,419.07	123,419.07
<i>Total Non-Current Assets</i>	<i>259,397.31</i>	<i>1,554,352.10</i>	<i>168,000.00</i>	<i>5,522,381.21</i>	<i>7,504,130.62</i>
<b>TOTAL ASSETS</b>	<b>461,126.47</b>	<b>1,921,360.04</b>	<b>280,064.19</b>	<b>5,522,381.21</b>	<b>8,184,931.91</b>
<b>LIABILITIES &amp; EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Taxes, Medicare, SS Payable	2,270.07	0.00	0.00	0.00	2,270.07
Prepaid Income	0.00	0.00	0.00	0.00	0.00
Other Current Liabilities	5,133.38	0.00	0.00	0.00	5,133.38
<i>Total Current Liabilities</i>	<i>7,403.45</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>	<i>7,403.45</i>
<b>LONG-TERM LIABILITIES</b>					
Auckland Zen Centre Fund	0.00	0.00	852.11	0.00	852.11
Louisville Zen Center Fund	0.00	0.00	262,776.91	0.00	262,776.91
Benevolence Fund	0.00	0.00	975.00	0.00	975.00
Abbots' Scholarship Fund	0.00	0.00	15,460.17	0.00	15,460.17
<i>Total Long-Term Liabilities</i>	<i>0.00</i>	<i>0.00</i>	<i>280,064.19</i>	<i>0.00</i>	<i>280,064.19</i>
<b>EQUITY</b>					
» Year-to-Date Revenues	118,287.99	(104,120.52)	0.00	0.00	14,167.47
» (Less Year-to-Date Expenses)	134,220.09	0.00	0.00	0.00	134,220.09
» YTD Revenues Less Expenses	(15,932.10)	(104,120.52)	0.00	0.00	(120,052.62)
» YTD Investment Draw (4% per annum)	17,881.59	(17,881.59)	0.00	0.00	0.00
Year-to-Date Net Surplus (Loss)	1,949.49	(122,002.11)	0.00	0.00	(120,052.62)
Extraordinary Income & Expenses	0.00	0.00	0.00	0.00	0.00
Interfund Transfers In (Out)	(356.54)	0.00	0.00	356.54	0.00
Previous Year-End Fund Balances	452,130.07	2,043,362.15	0.00	5,522,024.67	8,017,516.89
<i>Total Equity (Current Fund Balances)</i>	<i>453,723.02</i>	<i>1,921,360.04</i>	<i>0.00</i>	<i>5,522,381.21</i>	<i>7,897,464.27</i>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>461,126.47</b>	<b>1,921,360.04</b>	<b>280,064.19</b>	<b>5,522,381.21</b>	<b>8,184,931.91</b>

## ROCHESTER ZEN CENTER

## Income and Expense Statement for the Quarter Ended March 31, 2022

Account		1Q2022 Actual	2022 Budget	% of Budget	1Q2021 Actual
GENERAL OPERATING FUND - INCOME ACCOUNTS					
	Net Item Sales Income	\$165	\$500	33%	\$91
	Net Special Events Income	\$0	\$0		\$0
40143G	Royalty Income	\$1,104	\$11,000	10%	\$1,156
40150G	Zen Bow Income	\$0	\$300	0%	\$245
40151G	Membership Contributions	\$92,894	\$211,000	44%	\$86,329
4C151G	CM Operating Donations	\$0	\$33,000	0%	\$140
40152G	Workshop Income	\$1,495	\$12,000	12%	\$970
40153G	Training Program Income	\$943	\$4,000	24%	\$0
4C153G	CM Training Program Income	\$0	\$0		\$0
40159G	Buddha Hall Rental Income	\$1,660	\$15,000	11%	\$1,245
4C159G	Net CM Rental Income	\$6,170	\$60,200	10%	(\$697)
40160/2G	Misc. Income & Contributions	\$5,048	\$15,000	34%	\$6,980
4C160G	CM Miscellaneous Income	\$0	\$0		\$0
40161G	Sesshin Income	\$8,809	\$60,000	15%	\$11,145
	Total Operating Revenue	\$118,288	\$422,000	28%	\$107,604
GENERAL OPERATING FUND - EXPENSE ACCOUNTS					
60170G	Charity Expenses	\$0	\$500	0%	\$0
60171G	Zen Bow Expenses	\$470	\$8,500	6%	\$1,898
60172G	Teaching Expenses	\$108	\$3,000	4%	\$796
6C172G	CM Teaching Expenses	\$0	\$100	0%	\$360
60175G	Medical & Health Insurance	\$9,633	\$42,200	23%	\$6,537
6C175G	CM Medical & Health Insurance	\$8,491	\$36,400	23%	\$9,058
60176G	Staff Salary Expense	\$16,977	\$55,000	31%	\$11,902
6C176G	CM Staff Salary Expense	\$5,016	\$22,000	23%	\$4,486
60177G	Kitchen Expenses	\$11,240	\$34,000	33%	\$3,815
6C177G	CM Kitchen Expenses	\$2,843	\$14,500	20%	\$2,964
60178G	Housekeeping Expenses	\$1,545	\$5,500	28%	\$507
6C178G	CM Housekeeping Expenses	\$1,400	\$3,500	40%	\$170
60179G	§403(b) Retirement Expense	\$4,774	\$19,100	25%	\$4,328
6C179G	CM §403(b) Retirement Expense	\$2,785	\$11,100	25%	\$1,997
60180G	Misc Administrative Expenses	\$882	\$1,500	59%	\$254
6C180G	CM Misc Administrative Expense	\$0	\$100	0%	\$0
60181G	Office Expenses	\$2,058	\$4,000	51%	\$297
6C181G	CM Office Expenses	\$108	\$500	22%	\$0
60182G	Telecommunications Expenses	\$1,162	\$6,000	19%	\$736
6C182G	CM Telecommunications Expenses	\$982	\$4,400	22%	\$1,230
60183G	Gas & Electricity Expenses	\$4,222	\$8,600	49%	\$2,632
6C183G	CM Utility Expenses	\$8,342	\$13,800	60%	\$3,702
60184G	Repair & Maintenance Expenses	\$12,020	\$40,000	30%	\$772
6C184G	CM Rep & Maintenance Expenses	\$2,690	\$25,000	11%	\$2,375
60186G	Insurance Expenses	\$11,886	\$47,600	25%	\$10,828
6C186G	CM Insurance Expenses	\$6,891	\$27,600	25%	\$6,237
60187G	Fundraising & Advertising Exp.	\$0	\$1,000	0%	\$0
60188G	Garden & Grounds Expenses	\$0	\$3,000	0%	\$0
6C188G	CM Garden & Grounds Expenses	\$308	\$3,500	9%	\$0
60189G	Library Expenses	\$53	\$700	8%	\$0
60190G	Automobile Expenses	\$2,361	\$6,000	39%	\$1,503
6C190G	CM Automobile Expenses	\$431	\$5,000	9%	\$399
60191G	Taxes & Municipal Fees	\$2,611	\$8,100	32%	\$2,594
6C191G	CM Tax & User Fee Expenses	\$2,064	\$5,000	41%	\$2,043
60192G	Computer Expenses	\$937	\$5,600	17%	\$1,204
6C192G	CM Computer Expenses	\$28	\$1,000	3%	\$0

ROCHESTER ZEN CENTER  
Income and Expense Statement for the Quarter Ended March 31, 2022

Account	1Q2022 Actual	2022 Budget	% of Budget	1Q2021 Actual
60193G Banking, PayPal & Crdt Crd Fees	\$145	\$1,000	14%	\$94
60194G Sangha Programs Expenses	\$69	\$12,500	1%	\$0
60300G Bad Debt Expense	\$0	\$0		\$75
60389G Depreciation Expense	\$5,779	\$27,900	21%	\$5,421
6C389G CM Depreciation Expense	\$2,912	\$18,000	16%	\$2,882
60500G Contingency (budget use only)	\$0	\$5,000		\$0
<b>Total Operating Expenses</b>	<b>\$134,221</b>	<b>\$537,800</b>	<b>25%</b>	<b>\$94,097</b>
<b>Operating Revenue Less Expenses</b>	<b>(\$15,933)</b>	<b>(\$115,800)</b>		<b>\$13,507</b>
40168G Operating Draw from Investments	\$17,882	\$73,200	24%	\$16,415
<b>Total Net Operating Surplus (Loss)</b>	<b>\$1,948</b>	<b>(\$42,600)</b>		<b>\$29,923</b>
40156G <b>Extraordinary Income &amp; Expenses</b>	\$0			\$0
<b>CAPITAL EXPENDITURES</b>				
15000G Furniture and Fixtures	\$0			\$12,640
15100G Equipment and Computers	\$3,079			\$0
15200G Motor Vehicles	\$0			\$0
Non-CM Capital Expenditures	\$3,079	\$65,500	5%	\$12,640
1C500G CM Capital Expenditures	\$0	\$185,000	0%	\$0
<b>Total Capital Expenditures</b>	<b>\$3,079</b>	<b>\$250,500</b>	<b>1%</b>	<b>\$12,640</b>
<b>INVESTMENT FUND</b>				
40167I ML Equity YTD Gain (Loss)	(\$104,239)			(\$8,679)
40168I Interest Income (IF)	\$119			\$576
40170I Other Income (IF)	\$0			\$0
Gross Investment Income	(\$104,121)			(\$8,103)
60168I Operating Draw from Investments	(\$17,882)			(\$16,415)
Investment Income Less Draw	(\$122,002)			(\$24,519)
40155I Legacies & Special Donations	\$0			\$0
<b>Total Net Investment Fund Gain (Loss)</b>	<b>(\$122,002)</b>			<b>(\$24,519)</b>

**ROCHESTER ZEN CENTER**  
Past-Year Comparison – March 31, 2022

	31-Mar-22	Average 2017-2021	31-Mar-21	31-Mar-20	31-Mar-19	31-Mar-18	31-Mar-17
<b>GENERAL OPERATING FUND – INCOME</b>							
Net Item Sales Income	165	124	91	7	313	68	139
Net Special Events Income	0	0	0	0	0	0	0
40143G Royalty Income	1,104	660	1,156	1,155	987	0	0
40150G Zen Bow Income	0	144	245	155	180	0	140
40151G Membership Contributions	92,894	57,211	86,329	50,941	58,213	37,938	52,636
4C151G CM Operating Donations	0	196	140	135	276	175	252
40152G Workshop Income	1,495	2,954	970	3,453	3,376	2,980	3,990
40153G Training Program Income	943	802	0	1,620	735	1,435	220
4C153G CM Training Program Income	0	0	0	0	0	0	0
40159G Buddha Hall Rental Income	1,660	2,966	1,245	2,903	3,642	3,567	3,471
Net CM Rental Income	6,170	9,219	(697)	7,557	17,969	7,527	13,740
40160/2G Misc. Income & Contributions	5,048	3,569	6,980	3,577	2,849	2,397	2,042
4C160G CM Miscellaneous Income	0	0	0	0	0	0	0
40161G Sesshin Income	8,809	12,940	11,145	9,218	20,026	12,719	11,591
<b>Total YTD Operating Income</b>	<b>118,288</b>	<b>90,783</b>	<b>107,604</b>	<b>80,720</b>	<b>108,566</b>	<b>68,806</b>	<b>88,219</b>
<b>GENERAL OPERATING FUND – EXPENSES</b>							
60170G Charity Expenses	0	0	0	0	0	0	0
60171G Zen Bow Expenses	470	2,097	1,898	1,815	2,317	2,556	1,901
60172G Teaching Expenses	108	1,056	796	272	530	3,968	(288)
6C172G CM Teaching Expenses	0	72	360	0	0	0	0
60175G Medical & Health Insurance	9,633	10,842	6,537	12,363	9,602	10,623	15,085
6C175G CM Medical & Health Insurance	8,491	5,455	9,058	8,542	3,465	2,319	3,892
60176G Staff Salary Expense	16,977	13,651	11,902	13,226	14,805	14,462	13,857
6C176G CM Staff Salary Expense	5,016	3,478	4,486	4,263	3,660	2,466	2,513
60177G Kitchen Expenses	11,240	7,999	3,815	11,884	7,590	9,283	7,423
6C177G CM Kitchen Expenses	2,843	2,580	2,964	2,666	2,435	2,765	2,071
60178G Housekeeping Expenses	1,545	1,594	507	2,818	1,224	1,417	2,006
6C178G CM Housekeeping Expenses	1,400	514	170	1,279	511	408	202
60179G §403(b) Retirement Expense	4,774	4,465	4,328	2,995	4,880	5,269	4,853
6C179G CM §403(b) Retirement Expense	2,785	1,730	1,997	1,997	1,664	1,664	1,331
60180G Misc Administrative Expenses	882	213	254	171	184	168	288
6C180G CM Misc Administrative Expense	0	0	0	0	0	0	0
60181G Office Expenses	2,058	1,526	297	1,691	1,794	2,598	1,250
6C181G CM Office Expenses	108	34	0	0	52	100	17
60182G Telecommunications Expenses	1,162	1,218	736	1,371	1,378	1,618	988
6C182G CM Telecommunications Expenses	982	973	1,230	1,081	1,052	448	1,056
60183G Gas & Electricity Expenses	4,222	3,101	2,632	2,834	3,902	3,203	2,935
6C183G CM Utility Expenses	8,342	4,461	3,702	4,710	5,175	4,466	4,253
60184G Repair & Maintenance Expenses	12,020	3,284	772	4,469	2,529	2,969	5,681
6C184G CM Rep & Maintenance Expenses	2,690	3,099	2,375	2,974	5,037	1,312	3,799
60186G Insurance Expenses	11,886	10,003	10,828	10,028	9,837	9,703	9,618
6C186G CM Insurance Expenses	6,891	5,714	6,237	5,702	5,622	5,532	5,476
60187G Fundraising & Advertising Exp.	0	160	0	0	200	300	300
60188G Garden & Grounds Expenses	0	16	0	0	82	0	0
6C188G CM Garden & Grounds Expenses	308	69	0	0	0	206	138
60189G Library Expenses	53	(16)	0	(348)	135	136	0
60190G Automobile Expenses	2,361	1,669	1,503	1,663	158	2,586	2,435
6C190G CM Automobile Expenses	431	1,413	399	1,556	598	568	3,944
60191G Taxes & Municipal Fees	2,611	2,643	2,594	2,647	2,733	2,648	2,591
6C191G CM Tax & User Fee Expenses	2,064	2,113	2,043	2,622	1,868	2,283	1,749
60192G Computer Expenses	937	1,128	1,204	803	884	1,241	1,510
6C192G CM Computer Expenses	28	64	0	0	0	320	0
60193G Banking, PayPal & Crdt Crd Fees	145	199	94	340	190	199	170
60194G Sangha Programs Expenses	69	0	0	0	0	0	0
60300G Bad Debt Expense	0	4	75	0	0	0	(53)
60389G Depreciation Expense	5,779	5,317	5,421	5,088	5,278	5,201	5,598
6C389G CM Depreciation Expense	2,912	2,067	2,882	2,547	1,740	1,371	1,795
<b>Total YTD Operating Expenses</b>	<b>134,221</b>	<b>106,007</b>	<b>94,097</b>	<b>116,070</b>	<b>103,111</b>	<b>106,375</b>	<b>110,381</b>
<b>YTD Operating Income Less Expenses</b>	<b>(15,933)</b>	<b>(15,224)</b>	<b>13,507</b>	<b>(35,350)</b>	<b>5,455</b>	<b>(37,569)</b>	<b>(22,162)</b>
40168G Operating Draw from Investments	17,882	15,379	16,415	15,521	14,557	13,679	16,725
<b>Total Net Operating Surplus (Loss)</b>	<b>1,948</b>	<b>156</b>	<b>29,923</b>	<b>(19,830)</b>	<b>20,013</b>	<b>(23,891)</b>	<b>(5,437)</b>
<b>Extraordinary Income &amp; Expenses</b>	<b>0</b>	<b>8,900</b>	<b>0</b>	<b>0</b>	<b>3,786</b>	<b>30,716</b>	<b>10,000</b>

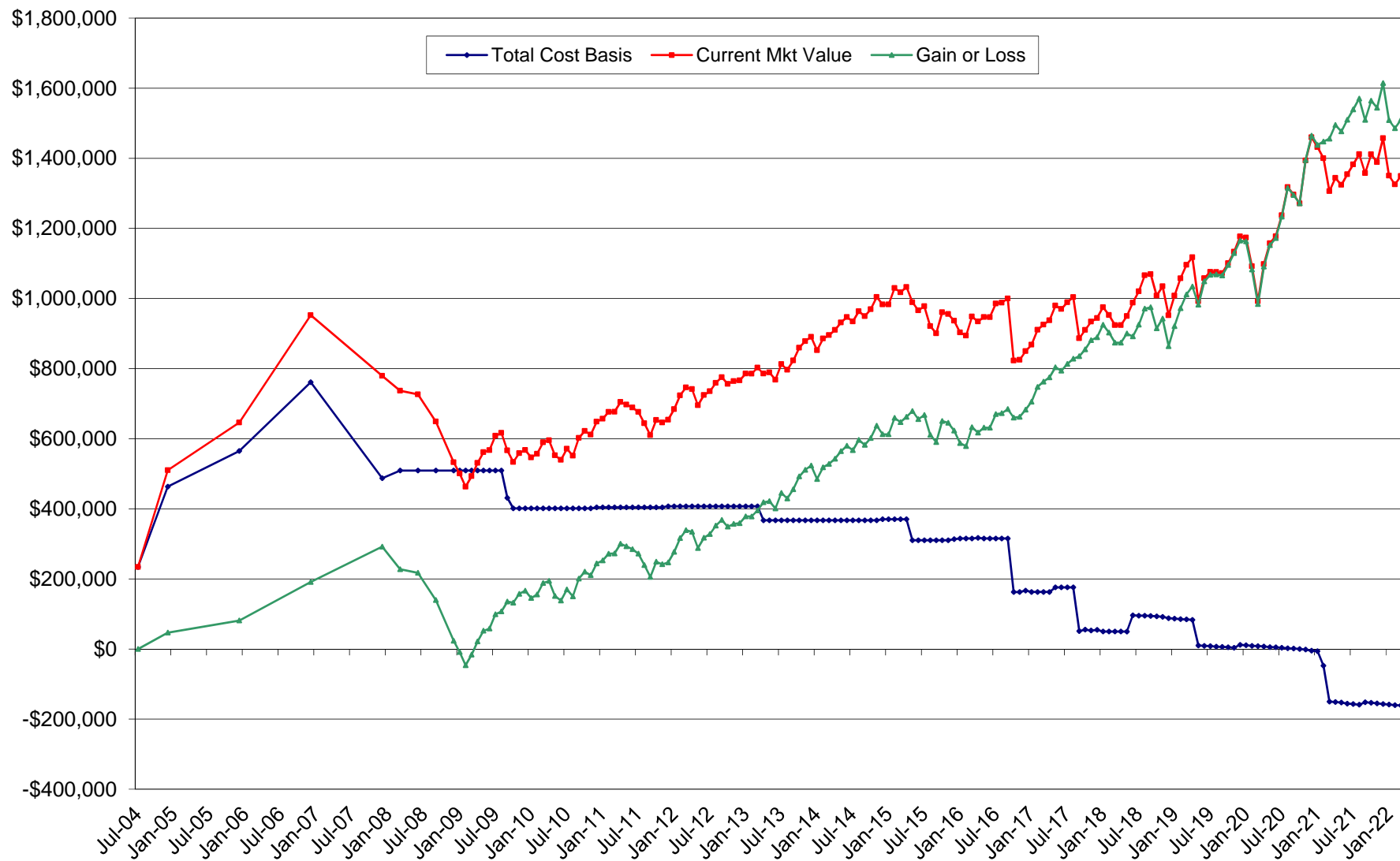
ROCHESTER ZEN CENTER  
Past-Year Comparison – March 31, 2022

	31-Mar-22	Average 2017-2021	31-Mar-21	31-Mar-20	31-Mar-19	31-Mar-18	31-Mar-17
<b>CAPITAL EXPENDITURES</b>							
15000G Furniture and Fixtures	0	4,378	12,640	0	0	0	9,251
15100G Equipment and Computers	3,079	560	0	0	0	2,800	0
15200G Motor Vehicles	0	3,372	0	16,862	0	0	0
1C500G CM Capital Expenditures	0	3,744	0	18,722	0	0	0
<b>Total YTD Capital Expenditures</b>	<b>3,079</b>	<b>12,055</b>	<b>12,640</b>	<b>35,584</b>	<b>0</b>	<b>2,800</b>	<b>9,251</b>
<b>INVESTMENT FUND</b>							
40167I ML Equity YTD Gain (Loss)	(104,239)	4,399	(8,679)	(181,085)	147,555	(15,562)	79,765
40168I Interest Income (IF)	119	1,126	576	4,106	285	878	(217)
40170I Other Income (IF)	0	0	0	0	0	0	0
40181I W&R YTD Gain (Loss)	0	0	0	0	0	0	0
<b>Gross YTD Investment Fund Income</b>	<b>(104,121)</b>	<b>5,524</b>	<b>(8,103)</b>	<b>(176,978)</b>	<b>147,839</b>	<b>(14,684)</b>	<b>79,548</b>
60168I Operating Draw from Investments	(17,882)	(15,379)	(16,415)	(15,521)	(14,557)	(13,679)	(16,725)
<b>Net Investment Fund Gain (Loss)</b>	<b>(122,002)</b>	<b>(9,855)</b>	<b>(24,519)</b>	<b>(192,499)</b>	<b>133,282</b>	<b>(28,363)</b>	<b>62,823</b>
40155I Legacies and Special Donations	0	0	0	0	0	0	0
<b>Total YTD Investment Fund Change</b>	<b>(122,002)</b>	<b>(9,855)</b>	<b>(24,519)</b>	<b>(192,499)</b>	<b>133,282</b>	<b>(28,363)</b>	<b>62,823</b>

## ROCHESTER ZEN CENTER INVESTMENT FUND – March 31, 2022

<i>Instrument</i>	<i>As Carried on Balance Sheet</i>		<i>Market Value</i>	<i>Cost Basis</i>	<i>Gain (Loss)</i>	<i>Annual Return on Basis</i>	<i>Est. Annual Fixed Income</i>
<b>Equity Investments*</b>	<i>At Market</i>						
Equities Held in Merrill Lynch Accounts	\$1,336,249		\$1,336,249	(\$173,983)	\$1,510,232		
Total Equities	\$1,336,249	70%	\$1,336,249	(\$173,983)	\$1,510,232		
<b>Cash &amp; Money Market</b>						<i>Current Int Rate</i>	
IF Share of Money Market Funds & Cash	\$367,008		\$367,008	\$367,008		0.05%	\$184
Total IF Cash & Money Market	\$367,008	19%	\$367,008	\$367,008		0.05%	\$184
<b>Fixed-Income Investments</b>	<i>Cost Basis</i>					<i>Crrnt Rtrn on Basis</i>	
Certificates of Deposit	\$200,000		\$199,574	\$200,000	(\$426)	0.13%	\$250
Bonds	\$0		\$0	\$0	\$0		
Total Fixed-Income Investments	\$200,000	10%	\$199,574	\$200,000	(\$426)	0.13%	\$250
<b>Loans</b>	<i>Outstanding</i>			<i>Original</i>		<i>Loan Rate</i>	
Mdsn ZC Mtg Loan 3.34% 2/29/32	\$18,103			\$24,287		3.34%	\$582
Total Loans	\$18,103	1%		\$24,287			\$582
<b>Investment Fund Total</b>	<b>\$1,921,360</b>	<b>100%</b>					<b>\$1,016</b>
* Donated equities that do not meet the Center's ethical investment criteria must be sold by the Center's Finance Committee within one year.							
<b>Additional "Investment-Like" Assets</b>			<i>Rate</i>				
Operating Fund Money Market Funds & Cash	\$168,912	0.01%-0.05%					
Operating Fund Certificates of Deposit	\$0						
<b>Total Additional</b>	<b>\$168,912</b>						
<b>Grand Total "Investment-Like Assets"</b>	<b>\$2,090,272</b>						
<b>IF Equities as Percentage of Grand Total</b>		<b>63.9%</b>					

**Merrill Lynch Equity Account**  
(includes cash held in ML equity account)



Rochester Zen Center  
Earmarked Donations as of March 31, 2022

**Klava House Project**

Final Balance (\$32,799.87)

<b>Klava House Final Accounting as of March 31, 2022</b>	
Donations Received	\$158,819.70
Shortfall Paid by Zen Center	\$32,799.87
Total Cost of Klava House	\$191,619.57 (Amount Budgeted = \$200,000)
Pledged but Not Yet Given	\$6,200.00

**Mindfulness Outreach Fund**

Balance \$877.01

**Kapleau-roshi Grave Site**

Balance \$2,037.45

**Prison Dharma**

Balance \$139.04

**Accessibility**

Balance \$2,491.82



Funds Held for Others  
Summary for Fourth Quarter 2021 and First Quarter 2022

N11

<b>Teachers' Fund</b>		
Beginning balance 9/30/21		\$17,356.98
Contributions to Fund	\$1,287.00	
Interest income	\$4.19	
Total fund income	<u>\$1,291.19</u>	\$1,291.19
Sesshin fees	\$2,970.00	
Training fees	\$218.00	
Total fund disbursements	<u>\$3,188.00</u>	(\$3,188.00)
Ending balance 3/31/22		<u>\$15,460.17</u>

<b>Auckland Zen Centre Fund</b>		
Beginning balance 9/30/21		\$5,611.33
Contributions to Fund	\$6,020.00	
Interest income	\$2.11	
Total fund income	<u>\$6,022.11</u>	\$6,022.11
Support of AZC staff	\$10,781.33	
Total fund disbursements	<u>\$10,781.33</u>	(\$10,781.33)
Ending balance 3/31/22		<u>\$852.11</u>

<b>Louisville Zen Center Fund</b>		
Beginning balance 9/30/21		\$262,700.48
Contributions to Fund	\$0.00	
Interest from CD's	\$42.23	
Other Interest income	\$34.20	
Total fund income	<u>\$76.43</u>	\$76.43
Disbursements from fund	\$0.00	
Total fund disbursements	<u>\$0.00</u>	\$0.00
Ending balance 3/31/22		<u>\$262,776.91</u>

<b>Benevolence Fund</b>		
Beginning balance 9/30/21		\$975.00
Contributions to Fund	\$0.00	
Total fund income	<u>\$0.00</u>	\$0.00
Disbursements from Fund	\$0.00	
Total fund disbursements	<u>\$0.00</u>	\$0.00
Ending balance 3/31/22		<u>\$975.00</u>