

Silent Thunder Order
By-Laws
11-19-2020 (last full update)

The Silent Thunder Order (STO) is a 501(c)(3) Corporation chartered under the State of Georgia in 2011. The following are the certified by-laws of the Corporation as of the revision date.

ARTICLE I — LOCATION

Section 1.1 — The principal office of the Corporation shall be located in the City of Atlanta and the State of Georgia. The Corporation may also maintain offices at such other places as *the BOD of Directors (BOD) may, from time to time, determine.*

ARTICLE II — PURPOSE AND OBJECTIVES

Section 2.1 — The purpose. The STO Corporation is organized exclusively for charitable, religious, purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future tax code. In order to fulfill this purpose, the Corporation may engage in any and all activities not prohibited by the laws of the State of Georgia or the United States of America, Canada, or of any other country, province or county of residence. These include acquiring and administering funds and property that, after payment of necessary expenses, shall be devoted to corporate purposes as stated herein. The specific objectives of this corporation are as follows.

Section 2.2 — The teaching objective. The STO provides opportunities for the practice and study of Zen Buddhism and any other legal activity consistent therewith. Our ideals are based on the example and teachings of Shakyamuni Buddha, guided by the Sixteen Bodhisattva Precepts, the Six Paramitas; and the teachings of the Soto School of Zen Buddhism. Our direct lineage is through the founders of Soto Zen: in China, Tozan and Sozan; in Japan, Eihei Dogen and Keizan Jokin; and in the USA, Soyu Matsuoka Roshi, Roshi's initial teacher; secondarily Uchiyama Roshi, and Shunryu Suzuki Roshi, through **Elliston** Roshi's formal Transmission teacher Shohaku Okumura Roshi, and Preceptor Seirin Barbara Kohn Sensei.

Section 2.3 — The personal objective. Our central goal is the actualization of nonduality of practice and enlightenment through seated meditation (zazen), i.e. cultivating spiritual awakening. All Members of STO acknowledge and value the expression of practice in formal settings and in daily life. Thus, we affirm both lay and monastic practices as expressions of the Bodhisattva Way, while recognizing that lay practice is the current and **likely** future predominant expression for Western civilization.

Section 2.4 — The financial objective. The corporation is not intended for pecuniary profit. Its business model is to establish independent and financially self-sufficient Zen

practice centers to serve the local communities (sangha). A Central Training Center may be used for retreats (sesshin/zazenkai) and its developed should likewise be self-sufficient, but because of additional overhead and expenses, may be supported by donations from the affiliates in addition to collections from its local Sangha. Donations may be used to support staff as well as Disciples, Teachers and Priests of the Order as determined by the BOD in conformance with the rules of the IRS and/or other governing bodies

ARTICLE III — ORGANIZATION

Section 3.1 — The service organization. STO, as a lay Order of Disciples of Buddhism, exists to save all beings in order to actualize the Bodhisattva vow. The STO is the broadest organizational level of its community. It is a service organization intended to support the efforts of its Members — Disciples, Teachers and Priests of the Order — and their various affiliated groups led by sanctioned Practice Leaders. As such, it is intended to provide overall stewardship for allowing and nurturing the natural growth of Zen praxis (practice), community, and teaching.

Section 3.2 — The communication. The STO functions as an umbrella organization to facilitate communication between members of the Order wherever they may reside in the world. And, provides training opportunities in each member's continuing relationship with Buddhism.

Section 3.3 — The service to affiliates. Its primary operating objective is to enhance each individual Member's service to their affiliate practice community (sangha).

Section 3.4 — The formal practice path. Becoming a formal member by undergoing the Discipleship ceremony (Zaike Tokudo), one enters the first formal stage on the Path toward recognition as a Transmitted Priest of Soto Zen. This ceremony does not imply that all Members should or will eventually be accorded this recognition.

ARTICLE IV – MEMBERS

Update: Zenku and Sangaku (9/22/20)

Passed by Board November 19, 2020

Section 4.1 — The members. The corporation will have Members from the Silent Thunder Order

Section 4.2 — The membership provisions. The terms and conditions of membership shall be defined and set out by the BOD.

Section 4.3 --- The definition of the Membership in the Silent Thunder Order (STO) is necessary to fulfill an important legal requirement under our state charter as a 501(c)3 Corporation: the maintenance of an official Membership List. This Motion is intended to clarify the de facto existing Membership of STO, as well as to establish guidelines for defining future Membership.

Section 4.4 --- The Silent Thunder Order consists of individuals who have completed training as a disciple, novice priest, or transmitted priest.

Section 4.5 --- To be a formal member of the association, she/he will pay annual dues at an amount to be determined by the Board of Directors. They then may be selected to serve as a voting member of the board of directors. Members of the elected Board of Directors constitute the voting membership of the STO association.

Section 4.6 --- Anyone may make financial contributions and/or serve on various committees of the Board of Directors. Such contributors, while not formal members, are recognized for their service to the Order.

Section 4.7 --- A List of existing Members, qualified according to this Motion, will upon BOD approval of the Motion, be drawn up by the Secretary of the Board and submitted to the BOD for ratification.

Section 4.8 --- The list of disciples, novice priests, and transmitted priests will be updated annually by the Secretary and submitted to the BOD at the Annual Meeting.

Section 4.9 --- A Member maintains and re-activates full status annually by committing to the purpose and mission of the STO and paying her/his annual dues.

Section 4.10 --- Membership status lapses when a Member chooses to suspend their Zen practice or otherwise drops out of communications with their guiding teacher, and/or fails to pay his or her annual dues. Following such lapses being reported to the BOD, and upon receiving notification of such, unless they petition the BOD for a hearing, Members relinquish their voting and other higher privileges for as long as they are inactive. Lapsed Members may reactivate their status with the approval of their guiding teacher and the BOD. They will be re-activated at the following Annual Meeting when their outstanding dues for the current year have been paid.

Section 4.11 --- Removal from membership is a power granted to the BOD, as detailed in the By-Laws as covered in the Membership lapse section 4.10.

Section 4.12 --- A hardship waiver is available to any Member regarding annual dues or specific performance requirements. Any such waiver must be applied for to the BOD and will be granted or denied upon due consideration and approval by the BOD in consultation with the applicant's guiding teacher.

ARTICLE V — BOARD OF DIRECTORS (BOD)

Update: Kushin Jim Parker (1/10/24)

Passed by Board February 15, 2024

Section 5.1 — The number of BOD Members. The authorized number of BOD members

shall be no more than (ten) Directors.

Section 5.2 — The composition of the BOD. The BOD shall consist of at least six (6) Directors elected by the Members: The Abbot/Abbess (the senior transmitted priest of the order) and optionally two additional Directors appointed by the BOD.

Section 5.3 — The term of Office. The term of each elected Director shall be (2) two consecutive years with the option of serving a second term for a maximum of four years in a position. The term of office will begin at the beginning of the new calendar year. The term of co-officers will be staggered with one co-officer remaining in place following each yearly election so as to provide a smooth transition.

Section 5.4 — The elections. The voting members of STO shall elect a number of Directors sufficient to fill all vacancies, from a list of nominees selected by the Board of Directors. The list of nominees shall be submitted by affiliate sangha members prior to the Annual General Meeting. The Board of Directors shall establish the method and timing of the election, including, setting a date on which the voting roll shall be closed for such election, and the date of / the election, if not held at the annual meeting of the Membership. A roll of nominees selected from qualified members will be distributed to the active members, if possible, prior to the Annual General Meeting or at least two weeks before the actual election. Votes may be cast via teleconference during the meeting, or if agreed to by a quorum of the BOD an election may take place online with an e-Ballot sent to all current members of the Board of Directors and any other members requesting a ballot. In any case the election shall take place no later than December 30th for the upcoming year.

Section 5.5 — The appointed Directors. The BOD may, at its discretion, appoint up to two (2) additional Directors who have substantial organizational, religious, financial, or community service experience, to serve on the board, but not exceeding the 10 (ten) total Directors. These appointed directors shall not be employees of the corporation.

Section 5.6 — The vacancies. Any vacancy in the BOD shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors.

Section 5.7 — The duties and powers. The BOD shall be responsible for the control and management of the affairs, property, and interest of the corporation and may exercise all powers of the corporation, except as limited by statute. The primary responsibility of any and all members and officers of the BOD is the fiscal stability of the organization, the election and approving of BOD Members, and supporting Officers and the promotion of Soto Zen Buddhism and the practice of zazen. Officers will be nominated and elected as stated in Section 5.4 above.

Section 5.8 — The annual meeting. An annual meeting of the BOD shall be held in the autumn of each year and the BOD may provide by resolution for the holding of other meetings of the BOD and may fix the time and place thereof.

Section 5.9 — The possibility of special meetings. Special meetings of the BOD may be

held whenever called by the Chair or by any two of the elected directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 5.10 — The notice and waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail, facsimile or to each Director at his/her address or by prior agreed upon electronic notification method such as email. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, before, at, or after such meeting, by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.11 — The quorum and adjournments. At all meetings of the BOD, the presence of a majority of the entire BOD shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws.

Section 5.12 — The BOD action. At all meetings of the BOD, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the BOD. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the BOD with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the BOD. Any action taken by the BOD may be taken without a meeting if agreed to in writing by all Members before or after the action is taken and if a record of actions is filed in the minute book.

Section 5.13 — The electronic conferencing meetings. Directors may participate in meetings of the BOD through use of a telephone or other electronic conferencing technology if such can be arranged so that all BOD members can hear all other members. The use of such technology for participation in the meeting shall constitute presence in person.

Section 5.14 — The resignation and removal. Any director may resign at any time by giving written notice to the chair. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective. However, such person may be asked to stay on the board until a successor can be named. Any Directors may be removed for cause by action of the BOD.

Section 5.15 — The compensation. No stated salary shall be paid to Directors, as such, for their services, however by resolution of the BOD a fixed sum and/or expenses of attendance, if any, may be allowed for attendance in any regular or special meeting of the

BOD. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof as may be approved by the BOD in agreement with laws and statutes governing the corporation.

Section 5.16 — The expenses. Reasonable expenses may be approved for carrying out the duties of the BOD and may be reimbursed to BOD members as may, from time to time, be determined by the BOD.

Section 5.17 — The liability. No director shall be personally liable for any debt, obligation or liability of the corporation except as required by statute.

Section 5.18 --- The officers of the board. The officers of the BOD shall include: Chair, Vice Chair, Treasurer, and Secretary.

Section 5.19 --- The role of the abbot/guiding teacher. The Abbot/Abbess/Guiding Teacher of STO serves as an ex officio member of the board. The Abbot/Guiding Teacher has the direct and primary responsibility for establishing the Practice Path of the Order and insuring disciples and priests under-go training in agreement with Lineages of the Order and basic guidelines of the Soto Zen Buddhist Association.

ARTICLE VI – OFFICERS OF THE CORPORATION

Section 6.1 — The number, qualification, election, and term. The officers of the corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer, and such other Officers as the BOD may from time to time deem advisable. Any Officer must be an elected Member of the BOD. Officers of the corporation shall be elected during the annual general meeting of the BOD. An officer shall hold office co-extensive with their term on the BOD, and until his or her successor shall have been elected and qualified, or until death, resignation or removal.

Section 6.2 — The resignation and removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to any member of the BOD. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the BOD Member or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, with cause, and a successor elected, by a 2/3rd majority vote of the BOD at any time.

Section 6.3 — The vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the BOD.

Section 6.4 — The duties of officers. Officers of the corporation shall, unless otherwise provided by the BOD, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the BOD.

Section 6.5 — The compensation. No stated salary shall be paid to Officers, as such, for their services, however by resolution of the BOD a fixed sum and/or expenses of attendance, if any, may be allowed for attendance in any regular or special meeting of the BOD. Nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation thereof as may be approved by the BOD in agreement with laws and statutes governing the corporation.

Section 6.6 — The delegation of duties. In the absence or disability of any officer of the corporation or for any other reason deemed sufficient by the BOD, the BOD may delegate his powers or duties to any other officer or to any other director.

Section 6.7 — The shares of other corporation. Whenever the corporation is the holder of shares of any other corporation, any right or power of the Corporation as such, the shareholder (including the attendance, acting and voting at shareholders' meeting and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the Chair or such other person as the BOD may authorize.

Section 6.8 — The liability. No Officer shall be personally liable for any debt, obligation or liability of the Corporation except as required by statute.

ARTICLE VII — COMMITTEES

Section 7.1 — The committees. The BOD may, by resolution, designate an Executive Committee that will be comprised of the Chair, Vice Chair, **Secretary** and Finance officers of the BOD and one or more other committees. Such committees shall have such functions and may exercise such power of the BOD as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committee. The committees shall keep regular minutes other proceedings and report these minutes to the BOD when required.

Section 7.2 --- The executive committee. The BOD may authorize the meeting of the executive committee, to operate in the best interest of STO in emergency situations where a majority of the BOD cannot be assembled. Such meetings and any subsequent decisions must be recorded for the minutes and may be subject to the review of the entire BOD.

Section 7.3 --- The officers of the BOD may recruit members of the STO and others to assist them in carrying-out their responsibilities. Such persons should be made known in minutes maintained by the BOD Officer.

ARTICLE VIII — RECORDS

Section 8.1 — The annual report. The Chair of the Corporation shall cause to be prepared annual or other reports required by law, as approved by the BOD, and shall

provide copies to the BOD.

Section 8.2 — The permanent records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and Membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 8.3 — The inspection of corporate records. If this corporation has members, then those members shall have the right, at any reasonable time, and on written demand stating the purpose thereof, to examine the relevant books and records of accounts, minutes, and records of the Corporation.

ARTICLE IX — FISCAL YEAR

Section 9.1 — The fiscal year. The fiscal year of the Corporation shall be the same as the Calendar Year, unless another period is selected by the BOD, and will be the tax year of the Corporation for federal income tax purposes.

ARTICLE X - CORPORATE SEAL

Section 10.1 — The seal. The BOD may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

ARTICLE XI – AMENDMENTS

Section 11.1 — The article of Incorporation. The BOD may amend the Articles of Incorporation unless this corporation has Members, in which case they can be amended as provided by laws or statutes.

Section 11.2 ---- The bylaws. The BOD may amend these bylaws by a majority vote of the entire BOD.

ARTICLE XII – INDEMNIFICATION

Section 12.1---- The indemnification. Any Officer, Director or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 12.2 ---- The insurance. The corporation may, but is not required to, obtain insurance providing for indemnification of Directors, Officers, and employees.

ARTICLE XIII — RESTRICTIONS

Section 13.1 — The no private inurement. ¹ No part of the net earnings of the corporation

¹ (<http://www.BODsource.org/Knowledge.asp?ID=3.165>)

shall inure to the benefit of or be distributable to its Members, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

Section 13.2 — The no lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

Section 13.4 — The dissolution. Upon the dissolution of the corporation, its identified assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 13.5 — The private foundation. In the event that the Corporation BOD chooses to establish a private foundation, e.g. for funding the startup costs of affiliate groups and affiliated centers and other purposes approved by the BOD in line with the corporate mission, the corporation shall comply with the following:

- a) It will distribute its income for each tax year at such time and so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- c) It will not retain any excess business holdings as defined in section 4943c of the Internal Revenue Code, or corresponding provisions of any later federal tax laws;
- d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and
- e) It will not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

CERTIFICATION

Certified to be the Bylaws of the Corporation adopted by the BOD on

Full Revision Date: 11/19/2020

Article V Revision Date: 2/15/2024

Recorded By Board Secretary: Tesshin James Smith 02/2024

Respectfully Submitted,
STO Board of Directors
Chair, Kushin Jim Parker