

**BYLAWS FOR THE ALBUQUERQUE VIPASSANA SANGHA**  
**As under Section 53-8-2(E) NMSA 1978 (1999)**  
**As Amended September 21, 2008**

**STATEMENT OF PURPOSE**

The purpose of The Albuquerque Vipassana Sangha is to educate the public and the organization's members about the teachings and principles of Buddhism, with an emphasis on the practice of Insight, or Vipassana, Meditation, and to create a community that will support the members in their practice of Buddhism.

**ARTICLE I**

**NAME, SEAL, AND OFFICES**

**Section 1. Name.**

The name of this Corporation is The Albuquerque Vipassana Sangha, hereinafter referred to as the Corporation.

**Section 2. Seal.**

The Board of Directors may adopt a corporate seal or change the form of the seal or its inscription at its pleasure.

**Section 3. Offices.**

The principal offices of the Corporation shall be in Albuquerque, New Mexico, at an address to be designated by the Board of Directors. The principal office may be at the residence or office of an officer of the Corporation. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

## **ARTICLE II**

### **MEMBERSHIP**

#### **Section 1. Membership.**

The Corporation's members shall be all those who are on the current membership list.

#### **Section 2. Membership List.**

A Membership List shall be maintained by the Secretary of the Corporation. Anyone may join the Corporation by indicating their desire to establish membership to the Secretary or her or his designee.

Notice of Intent to Maintain Membership is required of all members on an annual basis. The Secretary shall mail or email Notices of Intent to Maintain Membership along with the Notice of Annual Meeting to all members on the current membership list no later than sixty (60) days prior to the Annual Meeting. Only those members who have indicated to the Secretary their intention to maintain membership shall remain as voting members for the following annual meeting. In the event that the Secretary is unable to update the membership list, the current list shall be used for the following annual meeting.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

#### **Section 1. Meetings.**

The Annual Membership Meeting for the election of Directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at a place in the State of New Mexico, and at a time and date as the Board of Directors, by resolution, shall determine and set forth in the Notice of the Meeting.

In the event the Board of Directors fails to so determine the time, date, and place of the meeting, the Annual Meeting of Members shall be held at the principal office of the Corporation on the second Thursday of January at 6:30 p.m. in each year.

Meetings of members other than the Annual Meeting for the election of Directors may be held at such times, dates, and places within the State of New Mexico as the Board of

Directors shall determine and set forth in the Notice of Meeting. The Notice of Meeting shall be mailed or emailed to the members at least 15 days before the meeting.

### **Section 2. Voting.**

The vote for Directors shall be by ballot. Each member attending the Annual Meeting shall be entitled to one vote for each Director vacancy. The candidates receiving the highest number of votes shall become the elected Directors.

Questions shall be decided by the consensus of the members present at a business meeting.

### **Section 3. Quorum**

At least half of the Directors and the attendance of at least four additional members of the Sangha (Directors or non-Directors) shall constitute a quorum for transaction of business at a general business meeting.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section 1. Nomination and Term.**

Any member who wishes to run for the Board of Directors is encouraged to notify the Secretary no later than thirty days prior to the Annual Meeting. Additionally, any member may nominate any member as a Director from the floor during the Annual Meeting.

Directors shall hold office for two years. Terms of the Board of Directors will be staggered with one-half of positions, or as nearly as possible, being elected each year at the Annual Meeting. A Director may have consecutive terms if so elected.

#### **Section 2. Number.**

The Board of Directors shall consist of a minimum of five and a maximum of nine members. The initial Board of Directors shall consist of seven members. The Board of Directors shall determine the number of director positions for the following year at the nearest meeting before the next year's Annual Meeting. At the first Annual Meeting, four directors will be elected to one-year positions.

#### **Section 3. Duties, Powers, and Committees.**

The Board of Directors, in conjunction with the membership, shall be responsible for the control and management of the affairs, property and interests of the Corporation,

attending general business meetings, and for making recommendations and suggesting programs.

The Board of Directors may create and appoint committees to assist the Board of Directors in the conduct of the Corporation's affairs.

#### **Section 4. Board Of Directors Meetings and Notice.**

Meetings of the Board of Directors may be held whenever necessary at any time and place. Notice of meetings may be made orally, telephonically, or otherwise. Oral notice of meetings of the Board of Directors shall constitute meaningful and adequate notice.

#### **Section 5. Quorum.**

A majority of the directors shall constitute a quorum for the transaction of business.

#### **Section 6. Attendance.**

Any Director that is absent from three consecutive meetings or does not attend at least 50% of the meetings in one (1) year may be removed from the Board of Directors.

#### **Section 7. Removal.**

Any Director may be removed, for cause, by an affirmative vote of a two-thirds majority of all Directors in office. In addition, any Director shall be removed upon receipt by any Officer of the Corporation of a written petition to that effect signed by two-thirds of the current members of the Corporation.

#### **Section 8. Resignation.**

Any Director may resign at any time by notifying any officer of the Corporation in writing. Such resignation shall take effect at the time therein specified.

#### **Section 9. Vacancies.**

A vacancy in the Board of Directors may be filled for the unexpired portion of the term by majority vote of those members in attendance, including Directors, at any business meeting.

#### **Section 10. Compensation.**

Directors shall not receive any stated salary for their services as such, but the Board of Directors shall have power in its discretion to contract for and pay to an individual, who may be a Director, compensation for rendering services to the Corporation in an amount commensurate with the value of the services. Nothing herein shall be deemed to prohibit

a person from serving as a Director, or from receiving compensation commensurate with his employment for services rendered in such employment even though such employee is also a Director.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1. Number, Qualifications, Election and Term of Office.**

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. All officers shall be members of the Board of Directors. Officers shall be elected by the full Board of Directors at the first Board of Directors meeting following the Corporation's Annual Meeting. Officers shall be elected by a majority of the Board of Directors. The Board of Directors may create other corporate offices at any time by majority vote. Except to the extent prohibited by the laws of the United States and the State of New Mexico, more than one office may be held by any member of the Board of Directors. Terms shall be for one year. Individual officers may hold consecutive terms, except for the President, who is limited to no more than three consecutive terms.

#### **Section 2. Removal.**

Officers may be removed from office by the Board of Directors, at a special meeting called for that purpose, by two-thirds majority vote of those Directors in office. In addition, any Officer shall be removed upon receipt by any Officer of the Corporation of a written petition to that effect signed by two-thirds of the current members of the Corporation.

#### **Section 3. Resignation.**

Any Officer may resign at any time by notifying the President in writing. Such resignation shall take effect at the time therein specified.

#### **Section 4. Vacancies.**

A vacancy in any office not otherwise provided for may be filled for the unexpired portion of the term by majority vote of the Board of Directors.

#### **Section 5. President.**

The President shall have general charge of the business, affairs, and property of the corporation in its general operations. The President shall do and perform such other duties determined by majority vote of the Board of Directors; except that all duties imposed upon the office of the President of a non-profit corporation pursuant to the laws of the United States and the State of New Mexico shall be assumed by the President.

## **Section 6. Vice President.**

During the absence or disability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers of the President subject to all the restrictions upon the President. Other duties of the Vice President shall be determined by majority vote of the Board of Directors; except that all duties imposed upon the office of the Vice President of a non-profit corporation pursuant to the laws of the United States and the State of New Mexico shall be assumed by the Vice President.

## **Section 7. Secretary.**

The Secretary shall:

- a. Ensure all meetings, including committee meetings, shall be recorded and collected.
- b. Cause all notices to be duly given in accordance with the provisions of the By-laws and any committee;
- c. Be responsible for the custody of the corporate books and records, except books of account for which the Treasurer is responsible;
- d. Other duties of the Secretary shall be determined by majority vote of the Board of Directors; except that all duties imposed upon the office of the Secretary of a non-profit corporation pursuant to the laws of the United States and the State of New Mexico shall be assumed by the Secretary.

## **Section 8. Treasurer.**

The Treasurer shall:

- a. Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the corporation;
- b. Keep, or cause to be kept, all the books of accounts of all the business and transactions of the corporation;
- c. Render to the President, or the Board of Directors whenever requested, a statement of the financial condition of the corporation and all the Treasurer's transactions;
- d. Other duties of the Treasurer shall be determined by majority vote of the Board of Directors; except that all duties imposed upon the office of the Treasurer of a non-profit corporation pursuant to the laws of the United States and the State of New Mexico shall be assumed by the Treasurer.

## **ARTICLE VI**

### **COMMITTEES**

The Board of Directors may appoint a committee and delegate to that committee any and all duties allowed by the laws of the State of New Mexico. The President or his or her designee shall be an ex-officio member of each committee.

## **ARTICLE VII**

### **AMENDMENTS**

Proposals for amendment of these Bylaws may be made by the Board of Directors by majority vote. Additionally, ten (10) or more members of the Corporation may present proposed amendments to the Secretary in writing requesting that they be presented for a vote of the members.

These Bylaws may be amended at any meeting of the members by a two-thirds vote of those members present in person, provided that written notice of such amendment shall have been mailed or emailed to all members at least thirty (30) days prior to the meeting, and that there be a quorum of the Board of Directors present at that meeting.

## **ARTICLE VIII**

### **GENERAL PROVISIONS**

#### **Section 1. Books and Records.**

The Corporation shall make available to its members all books and records of accounts and minutes of all meetings of the Board of Directors.

#### **Section 2. Fiscal Year.**

The fiscal year of the Corporation shall be from January 1st to December 31st.

#### **Section 3. Checks.**

The Treasurer and any other officer or individual designated by majority vote of the Board of Directors, shall be authorized to sign checks and drafts of the Corporation up to a limit as set by the Board of Directors. Checks over that limit require two signatures.

#### Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the purposes of the Corporation.

These Bylaws of the Albuquerque Vipassana Sangha were reviewed, approved, and adopted by the Board of Directors on the 22nd day of August, 1999, and, as attested below this 12<sup>th</sup> day of October, 2008, were amended as provided herein at a meeting of the members on the 21<sup>st</sup> day of September, 2008.

  
PRESIDENT


  
VICE PRESIDENT

  
SECRETARY

  
~~TREASURER~~

BOARD MEMBER

  
BOARD MEMBER

  
~~BOARD MEMBER~~

TREASURER

  
BOARD MEMBER