

**BYLAWS**  
**OF**  
**STILL WATER MINDFULNESS PRACTICE CENTER**  
**A MARYLAND RELIGIOUS CORPORATION**

Adopted: May 19, 2004

**ARTICLE I: CONGREGANTS**

**A. QUALIFICATIONS**

Still Water Mindfulness Practice Center (Still Water MPC) shall have a congregation made up of persons who support the mission and purpose of Still Water MPC and who have attended a Still Water MPC weekly meditation session or other event. Any person who meets these qualifications may be considered a congregant.

**B. COMMUNITY GATHERINGS**

1. **TIME.** At least once per year during the first six months of each year, Still Water MPC shall hold a community gathering of the congregation.

2. **TRUSTEES' AND COMMITTEE COORDINATORS' DUTIES.** During the community gatherings, the Trustees and Committee Coordinators shall report to the congregation about ongoing work of the Trustees and any committees and gather feedback on questions the Trustees and committees are considering. The Trustees shall announce the number of vacancies that will occur on the Board of Trustees and the composition and procedures of the Nominating Committee.

3. **NOTICE.** Notice of these community gatherings shall be given at a minimum of two weekly meditation sessions of the Still Water MPC prior to the gathering, and by any other means considered effective and appropriate, such as in Still Water MPC's weekly e-mail announcement.

**ARTICLE II: TRUSTEES**

**A. FUNCTIONS AND DEFINITION**

1. **BUSINESS.** The Board of Trustees shall manage the business and affairs of Still Water MPC. In making major decisions, the Board of Trustees will consult with and receive input from the larger community. The Board of Trustees shall ground all of its decisions on the wishes and needs of the Still Water MPC congregation. As the representatives of the community as a whole, the Trustees are entrusted by the community with holding the well being of the

community in their heart and with embodying in their actions the needs of the community as a whole.

2. PRACTICE. The Board of Trustees shall have responsibility for overseeing the spiritual life of the community and supporting the mindfulness practice of congregants. The Trustees will look for guidance from the teachings of Thich Nhat Hanh and from Dharma teachers from his tradition. It is expected that in making substantive changes to established practices, the Trustees will consult with and receive input from the larger community.

## B. NUMBER, QUALIFICATION, TERM, AND ELECTION

1. NUMBER. Still Water MPC's Board of Trustees shall be composed of not fewer than three and not more than nine Trustees. Its initial composition shall be of five members. During any year the Board of Trustees may change the number of Trustees for the following year.

2. QUALIFICATION. Each Trustee shall be a congregant of the age of eighteen years or more nominated by the congregation to serve as a Trustee. A Trustee need not be a citizen of the United States or a resident of Maryland.

3. TERM. Trustees shall serve a term of two years. These terms shall be staggered so that approximately one-half of the Board of Trustees is elected each year.

4. ELECTION. The Trustees shall elect the Board of Trustees at the annual meeting of the Trustees based upon nominations submitted by a special Nominating Committee, which committee shall solicit nominations from the congregation. Notice of each election and/or meeting shall be given at least ten days prior to the election to all Trustees. Such notice may be written or oral, may be given personally, by first class mail, by facsimile, by electronic mail, or by telephone, and shall state the place, date and time of the meeting. Trustees must be elected by a simple majority of the Trustees present, provided a quorum is present.

## C. MEETINGS

1. TIME. The Board of Trustees may schedule Board meetings at an annual, regular or special meeting. Special meetings of the Board may be called only as provided for in Article II(C)(4) below.

2. PLACE. All meetings of the Board of Trustees shall be held at such place within or without the State of Maryland as the Board determines.

3. ANNUAL BOARD MEETING. The Board shall hold a meeting within the first seven months of each calendar year (the "annual Board meeting"). The principal purpose of the annual Board meeting shall be to elect Trustees and select officers of the Still Water MPC. It may be held at such time and place as shall be specified in a notice given as provided for meetings of the Board (Article II(C)(5) below), or at such time and place as determined by the consent in writing of all of the Trustees.

4. CALL. No call shall be required for annual or regular Board meetings for which the time and place have been fixed. Special meetings may be called by the Chairperson of the Board or by any two Trustees in office.

5. NOTICE. No notice shall be required for annual or regular Board meetings for which the time and place have been fixed at a prior meeting. Notice of the time and place of special meetings may be communicated in person, by telephone, facsimile, email, or other form of wire or wireless communication, or by mail or private carrier. Such notice shall be given at least three days prior to the meeting. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting.

6. WAIVER OF NOTICE. A Trustee may waive notice of a meeting of the Board of Trustees before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided herein, the waiver shall be in writing, signed by the Trustee entitled to the notice, and filed with the minutes of corporate records. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting unless the Trustee at the beginning of the meeting, or promptly on his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote in favor of or assent to action taken at the meeting.

7. ACTION IN WRITING. Any action required or permitted to be taken at any meeting of the Board of Trustees or any committee may be taken without a meeting if all members of the Board or committee consent in writing and the written consent is filed with the minutes of proceedings of the Board or committee.

8. QUORUM. A majority of the Trustees in office shall constitute a quorum, provided that such majority constitutes at least one-third (1/3) of the total number of Trustees Still Water MPC would have if there were no vacancies. Any or all Trustees may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting. A majority of the Trustees present, whether or not a quorum is present, may adjourn a meeting to another time and place.

9. ACTION BY TRUSTEES. The Board shall make every reasonable effort to reach decisions by consensus of all Board members. Consensus shall be documented by a request for any Board member not agreeing to a proposed action voicing the lack of consensus. If there is not consensus, then decisions must be approved by an affirmative vote of at least a majority of the Board Members present. A quorum must be present when consensus is reached or a vote is taken, except as herein otherwise provided.

10. CHAIRPERSON OF THE MEETING. The Chairperson of the Board, if elected, present and acting, shall preside as Chairperson of all meetings. Otherwise, the Secretary, if present and acting, shall preside. Otherwise, any other Trustee chosen by the Board shall preside.

#### D. VACANCIES

If a vacancy occurs on the Board, the remaining Board Members may make an appointment to fill such vacancy for the unexpired term of office.

#### E. REMOVAL OF TRUSTEES

The Trustees may remove any Trustee, with or without cause, by an affirmative majority vote.

#### F. COMPENSATION

No compensation shall be paid to Trustees for service in their capacity as Trustees. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties.

### **ARTICLE III: COMMITTEES**

#### A. CREATION AND MEMBERSHIP

1. **CREATION.** The Board of Trustees may create committees to aid in the work of Still Water MPC. These committees shall be comprised of Trustees and congregants who understand mindfulness practice and conduct themselves in the spirit of practice. Still Water MPC will initially have the following Standing Committees: a Working Group and a Dana Committee. The Nominating Committee shall be a Special Committee convened as needed by the Board, and membership on the Nominating Committee shall be by consent of the Board only, anything to the contrary in these By-laws notwithstanding. The Still Water MPC encourages Sangha members to become involved with committee work so that an undue burden is not placed on a few individuals. The Board of Trustees may authorize new standing or special committees and discontinue existing standing and special committees in its sole discretion.

2. **MEMBERSHIP.** Membership in all committees, except the Nominating Committee, shall be open to all Still Water MPC congregants. It is expected that congregants serving on any Standing Committee will commit to serve on such committee for one year and will comply with the committee's attendance requirements. A congregant must attend at least two meetings of the Standing Committee prior to being eligible for membership on that committee.

#### B. STANDING COMMITTEES

1. **WORKING GROUP.** The purpose of the Working Group is to oversee the day-to-day operations of Still Water MPC. It will help attend to organizational matters, such as arranging for the weekly and morning sats, recommend creation of new study groups, and be responsible for the overall smooth operation of Still Water MPC.

2. **DANA COMMITTEE.** The purpose of the Dana Committee is to educate the congregation about the idea and practice of dana and to meet the fundraising needs of Still Water MPC.

## C. OPERATION AND POWERS

1. COMMITTEE COORDINATOR. Each Standing Committee shall elect from among its members a Committee Coordinator. The Committee Coordinator shall be responsible for the orderly conduct of committee affairs, and for regularly reporting back to the Board of Trustees and, at the annual meeting, to the congregation on committee business.

2. PROCEDURES. Each committee shall adopt its own procedures, including the number of times it shall meet, the time and place of such meetings, how notice shall be given, and the minimum attendance required in order to qualify for membership on the committee. Any committee member who fails to meet the attendance requirements of their committee shall be deemed ineligible to continue to serve on such committee. Standing Committee meetings shall be open to all congregants. However, only the committee members shall make the decisions.

The actions of all Still Water MPC Standing Committees may, as appropriate, be subject to review by the Board of Trustees. The Board of Trustees shall be notified of any proposed committee action that could affect the financial or legal status or that could substantially alter the spiritual life or the practices of Still Water MPC.

## ARTICLE IV: OFFICERS

### A. EXECUTIVE OFFICERS

Following the annual election of Trustees, the newly elected Trustees shall elect or appoint from amongst themselves a Chairperson of the Board of Trustees, a Secretary, and a Treasurer. The same person may simultaneously hold more than one office in Still Water MPC. The purpose of designating officers and Trustees shall be to conduct the business of Still Water MPC in an orderly and legally sound manner.

### B. TERM OF OFFICE; REMOVAL

Each officer shall hold office until the next annual Board meeting and until his or her successor has been elected and qualified. The Board of Trustees may remove any officer at any time, with or without cause, if the Board in its judgment finds that the best interests of Still Water MPC will be served. The Board may fill a vacancy that occurs in any office. Election or appointment of an officer shall not of itself create any contract rights in the officer or Still Water MPC.

### C. AUTHORITY AND DUTIES

Each officer has the authority and shall perform the duties in the management of Still Water MPC as provided for in these Bylaws or determined from time to time by resolution of the Board of Trustees to the extent consistent with the Bylaws.

### D. THE CHAIRPERSON

The Chairperson of the Board of Trustees shall serve as the President of Still Water MPC and, if present, shall preside at all meetings of the Board.

#### E. THE SECRETARY

The Secretary shall have responsibility for preparing minutes of Board of Trustees meetings and for authenticating records of Still Water MPC. The Secretary shall give or cause to be given all notices of the meetings of the Board of Trustees and other notices required by law or these Bylaws. The Secretary shall be responsible for maintaining the permanent records of Still Water MPC (such records are described in Article V(B) below).

#### F. THE TREASURER

The Treasurer shall have the care and custody of the corporate funds and other valuable effects of Still Water MPC, including securities, and shall keep full and accurate books and records of Still Water MPC's accounts and transactions. The Treasurer shall deposit all moneys and other valuable effects in the name and to the credit of Still Water MPC in the depositories that the Board of Trustees designates. The Treasurer shall disburse the funds of Still Water MPC as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson, and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of Still Water MPC. The Treasurer may keep the books and records of Still Water MPC either in written form or in any other form that can be converted within a reasonable time into written form for visual inspection.

### **ARTICLE V: FINANCIAL MATTERS**

#### A. AGENTS AND REPRESENTATIVES

The Board of Trustees may authorize one or more officers as agents and representatives of Still Water MPC and may vest in them such power to perform such acts or duties on behalf of Still Water MPC as the Board shall direct, to the extent consistent with these Bylaws and applicable law. In the absence of such authorization, the Chairperson shall have authority to enter into contracts, grants and other agreements on behalf of the Still Water MPC.

#### B. CHECKS, DRAFTS, ETC.

All checks, drafts and other orders for payment of funds shall be signed by such officers of Still Water MPC as the Board of Trustees shall designate. In the absence of such authorization, The Chairperson and Treasurer shall each have authority to sign checks, drafts and other orders for payment of funds on behalf of Still Water MPC.

#### C. INVESTMENTS

Still Water MPC shall have the right to retain all or any part of any securities or property acquired in whatever manner, and to invest and reinvest any funds held by it, according to the

judgment of the Board of Trustees, without being restricted to any class of investments that a Trustee is or may hereafter be permitted by law to make or any similar restriction.

## **ARTICLE VI: CORPORATE SEAL AND CORPORATE BOOKS**

### **A. THE CORPORATE SEAL**

The corporate seal shall be in the form that the Board of Trustees prescribes.

### **B. THE CORPORATE BOOKS**

Still Water MPC shall keep as permanent records correct and complete minutes of all meetings of Still Water MPC Board of Trustees, a record of all actions taken by the Board without a meeting, and a record of all actions taken by a committee when exercising any of the powers of Still Water MPC. The permanent records of the Still Water MPC may be kept within or without the State of Maryland.

### **C. THE CORPORATE BYLAWS**

The original or a certified copy of these Bylaws, including any amendments to them, shall be kept at Still Water MPC's principal office.

## **ARTICLE VII: FISCAL YEAR**

The fiscal year of the Still Water MPC shall be the calendar year.

## **ARTICLE VIII: AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

### **A. BYLAWS**

The power to amend and/or repeal these Bylaws and to adopt new Bylaws shall be vested in the Board of Trustees. Any resolution to amend, alter or repeal the Bylaws in whole or in part shall be passed by Board action as specified in Article II above.

### **B. ARTICLES OF INCORPORATION**

The power to amend Still Water MPC's Articles of Incorporation shall be vested in the membership of the Board of Trustees. Any resolution to amend, alter or repeal the Articles of Incorporation in whole or in part shall be passed by Board action as specified in Article II above.

## **ARTICLE XI: INDEMNIFICATION**

Still Water MPC shall indemnify its Trustees, Officers, committee members and volunteers to the fullest extent permitted by the laws of Maryland.