



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$10.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Amendment**

(Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is KWAN UM SCHOOL of ZEN, INC.

If the entity's name is changing, state the new name: KWAN UM SCHOOL of ZEN, INC.

ARTICLE II

If the corporate duration is changing, so state: X Perpetual

If the corporate purpose is changing, so state:

TEACHING AND SPREADING THE BUDDHIST RELIGION BY ENGAGING IN RELIGIOUS,
CHARITABLE
AND SOCIAL SERVICE ACTIVITIES

If there is a change in the number of directors, modify this section:

The number of directors constituting the Board of Directors of the Corporation is 22

and the names and addresses of the persons who are to serve as the directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	PAUL MAJCHRZYK	300 W 28TH ST APT 2D NEW YORK, NY 10001 US
TREASURER	JEFF KITZES	4348 HOWE ST OAKLAND, CA 4611 US
DIRECTOR	TIMOTHY LERCH	4102 N 33RD ST TACOMA, WA 98407 USA
DIRECTOR	NANCY HEDGPETH	99 POUND RD, RI 02864 USA
DIRECTOR	JOSÉ RAMÍREZ	50 PRESIDENT AVE PROVIDENCE, RI 02906 USA
DIRECTOR	MATTHEW KAMM	54 DANBURY RD #330 RIDGEFIELD, CT 06877 USA
VICE PRESIDENT	BARRY BRIGGS	31 BREWERY AVE #1421 BISBEE, AZ 85603 US
SECRETARY	TERRY CRONIN	202 MEADOW RD TOPSHAM, MA 04086 US
DIRECTOR	JUDY ROITMAN	2527 HARVARD RD LAWRENCE, KS 66049 US
DIRECTOR	PAUL PARK	118 N HOBART BLVD

		LOS ANGELES, CA 90004 US
DIRECTOR	JAMES BINGER	NO. 21 LORONG 25 GEYLANG SINGAPORE, SGP
DIRECTOR	KEN KESSEL	930 GRAND CONCOURSE APT BF BRONX, NY 10451 USA
DIRECTOR	LINC RHODES	3703 WASHINGTON BLVD INDIANAPOLIS, IN 46205 USA
DIRECTOR	RICHARD SHROBE	445 EAST 14TH STREET NEW YORK, NY 10009
DIRECTOR	STEVEN COHEN	535 EAST 86TH STREET, APT. 10H NEW YORK, NY 10028 USA
DIRECTOR	JASON QUINN	692 STARR CT. SANTA CLARA, CA 95051 USA
DIRECTOR	THOMAS J. PASTOR	901 EL CAMINO WAY BOULDER CITY, NV 89005 USA
DIRECTOR	CARLOS MONTERO	1233 NE 16TH TERRACE FORT LAUDERDALE, FL 33304 USA
DIRECTOR	STANLEY LOMBARDO	2527 HARVARD ROAD LAWRENCE, KS 66049 USA
DIRECTOR	JANE DOBISZ	45 WEATHERBEE ROAD WALTHAM, MA 02453 USA
DIRECTOR	MERRIE N. FRASER	8249 EAST OAK SCOTTSDALE, AZ 85257 USA
DIRECTOR	MARK HOUGHTON	212 MARRETT RD LEXINGTON, MA 02421 US

If there are any other provisions to be amended, so state:

THE FOLLOWING AMENDMENT TO THE ARTICLES OF INCORPORATION WAS
ADOPTED BY THE CORPORATION AT ITS
TRUSTEES MEETING OF JUNE 6, 2020.

IT WAS UNANIMOUSLY AGREED TO ADOPT THE FOLLOWING REVISED BY-LAWS FOR
THE KWAN UM SCHOOL OF ZEN,
INC.:

APPROVED AUGUST 2013. REVISED VERSION APPROVED JUNE 6, 2020

KWAN UM SCHOOL OF ZEN BYLAWS

ARTICLE I NAME, PLACE OF BUSINESS, AND SEAL

SECTION 1.1 NAME

THE NAME OF THIS CORPORATION, WHICH IS A TAX-EXEMPT AND NONPROFIT
CORPORATION, ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF RHODE ISLAND, IS “KWAN UM
SCHOOL OF ZEN” (HEREINAFTER
REFERRED TO AS THE “CORPORATION”). FROM TIME TO TIME, THE CORPORATION

DOES BUSINESS UNDER THE NAME,
“KWAN UM SCHOOL OF ZEN AMERICAS.”

SECTION 1.2 PRINCIPAL OFFICE

THE LOCATION OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE IN THE
TOWN OF CUMBERLAND IN
THE STATE OF RHODE ISLAND, OR SUCH OTHER PLACES AS MAY BE DETERMINED
FROM TIME TO TIME BY THE
BOARD OF TRUSTEES OF THE CORPORATION.

SECTION 1.3 PURPOSE

THE KWAN UM SCHOOL OF ZEN IS FORMED FOR THE PURPOSES OF LEARNING,
PRACTICING AND TEACHING
THE PRINCIPLES AND DOCTRINES OF THE ZEN BUDDHIST TRADITION AS
TRANSMITTED THROUGH A LINEAGE OF
MASTERS, CULMINATING IN THE TEACHINGS OF ZEN MASTER SEUNG SAHN AND
THOSE SUCCESSOR ZEN MASTERS
AND JI DO POEP SA’S IN GOOD STANDING IN THE KWAN UM SCHOOL OF ZEN, AND
ENGAGING IN ANY ACTIVITIES
ANCILLARY AND RELATED TO SUCH PURPOSES AND WHICH FALL UNDER THE 501(C)
(3) GUIDELINES OF THE INTERNAL
REVENUE SERVICE AND THE RHODE ISLAND NONPROFIT CORPORATION ACT, AS
AMENDED.

WITHOUT LIMITING THE FOREGOING, IT IS THE FURTHER PURPOSE OF THE
CORPORATION AND THESE BYLAWS TO
SERVE AS A BLUEPRINT FOR THE MANAGEMENT OF THE CORPORATION’S AFFAIRS,
AND FOR THE STEWARDSHIP OF THE
SPIRITUAL AND PHILOSOPHICAL UNITY OF THE KWAN UM SCHOOL OF ZEN.

SECTION 1.4 SEAL

THE SEAL OF THE CORPORATION SHALL, SUBJECT TO ALTERATION BY THE BOARD
OF TRUSTEES, CONSIST OF A
FLAT-FACED CIRCULAR DIE WITH THE WORDS “KWAN UM SCHOOL OF ZEN,
INCORPORATED 2013, RHODE ISLAND”
CUT OR ENGRAVED THEREON.

SECTION 1.5 NON PROFIT STATUS AND GOVERNANCE

(A) THE CORPORATION IS A NON-PROFIT CORPORATION ORGANIZED EXCLUSIVELY
FOR CHARITABLE AND
EDUCATIONAL PURPOSES AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL
REVENUE CODE, AS AMENDED.
IN NO EVENT WILL ANY PART OF THE ASSETS OF THE CORPORATION BE APPLIED
DIRECTLY FOR THE BENEFIT OF ANY
MEMBER OF THE CORPORATION IN ANY MANNER THAT IS PROHIBITED BY OR MAY
JEOPARDIZE THE EXEMPT STATUS
OF THE CORPORATION UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.
ANY SUCH IMPROPER ACTION
SHALL BE VOID AND ULTRA VIRES AS TO THE CORPORATION, AND THE INDIVIDUAL
(S) RESPONSIBLE FOR SUCH ACTION

SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR THE FULL AMOUNT OF THE CONSEQUENCES OF ANY ACTS CONTRARY TO THESE BYLAWS OF THE CORPORATION, INCLUDING ALL COSTS AND FEES WHICH WOULD PUT THE CORPORATION'S NON-PROFIT, TAX-EXEMPT STATUS IN JEOPARDY.

(B) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, 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 THE PURPOSE CLAUSE HEREOF. THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR ANY UNITED STATES POLITICAL OFFICE;

(C) NOTWITHSTANDING ANY OTHER PROVISION OF THIS DOCUMENT, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR (B) BY ANY ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE; AND

(D) IN THE EVENT OF DISSOLUTION, THE RESIDUAL ASSETS OF THE CORPORATION'S OPERATIONS WILL BE TURNED OVER TO ONE OR MORE ZEN CENTERS WHICH HAVE MAINTAINED AFFILIATION WITH THE KWAN UM SCHOOL OF ZEN AND WHICH THEMSELVES ARE EXEMPT AS ORGANIZATIONS DESCRIBED IN SECTIONS 501(C)(3) AND 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1986 OR CORRESPONDING SECTIONS OF ANY PRIOR OR FUTURE INTERNAL REVENUE CODE, OR TO THE FEDERAL, STATE OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE. UPON DISSOLUTION, ASSETS WILL BE DISTRIBUTED TO THESE AFFILIATED ZEN CENTERS ON A PRO RATA BASIS, AS DETERMINED BY THE NUMBER OF ACTIVE, DUES-PAYING MEMBERS ASSOCIATED WITH EACH OF THE QUALIFIED ZEN CENTERS.

SECTION 1.6 FISCAL YEAR

THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE FIRST DAY OF JANUARY AND SHALL END ON THE LAST DAY OF DECEMBER IN EACH YEAR.

ARTICLE II
BOARD OF TRUSTEES

SECTION 2.1 TRUSTEES

THE BOARD OF TRUSTEES (HEREAFTER, THE "TRUSTEES") SHALL CONSIST OF (1) ALL ZEN MASTER(S) IN GOOD STANDING RESIDING IN THE AMERICAS AND (2) ALL JI DO POEP SA'S IN GOOD STANDING RESIDING IN THE AMERICAS (NORTH, CENTRAL AND/OR SOUTH AMERICA), OR THOSE ZEN MASTERS OR JI DO POEP SA'S NOT RESIDING IN THE AMERICAS BUT APPROVED BY THE BOARD OF TRUSTEES AS A GUIDING TEACHER OF A ZEN CENTER IN THE AMERICAS, AND (3) SUCH OTHER MEMBERS AS THE TRUSTEES SHALL FROM TIME TO TIME DESIGNATE BY A UNANIMOUS VOTE OF SAID BOARD.

ALL ZEN MASTERS AND JI DO POEP SA'S MUST SIGN THE CURRENT TEACHER'S COMPACT AND DELIVER THE SIGNED DOCUMENT TO THE SECRETARY OF THE CORPORATION PRIOR TO JOINING THE BOARD OF TRUSTEES.

THE TRUSTEES MAY FROM TIME TO TIME APPOINT TO THE BOARD OF TRUSTEES INDIVIDUALS WHO ARE NEITHER A ZEN MASTER OR JI DO POEP SA. SUCH INDIVIDUALS DO NOT NEED TO ACCEPT THE TEACHERS' COMPACT. SUCH APPOINTMENT REQUIRES A MAJORITY VOTE OF TRUSTEES PRESENT AT A MEETING WHERE THERE IS A QUORUM.

SECTION 2.2 ELECTION

ALL ZEN MASTERS AND JI DO POEP SA'S IN GOOD STANDING, RESIDING IN THE AMERICAS, AND WHO HAVE SIGNED THE TEACHER'S COMPACT ARE AUTOMATICALLY INSTALLED AS TRUSTEES OF THE KWAN UM SCHOOL OF ZEN.

SECTION 2.3 POWERS AND DUTIES OF THE BOARD OF TRUSTEES

THE PROPERTY, AFFAIRS AND BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE TRUSTEES, AND THE TRUSTEES SHALL HAVE AND MAY EXERCISE ALL OF THE POWERS OF A CORPORATION. THE TRUSTEES SHALL CARRY OUT THEIR POWERS HEREUNDER IN A WAY WHICH WILL BE CONSISTENT WITH THE MEANING AND INTENT OF THE TEACHERS' COMPACT OF THE KWAN UM ZEN SCHOOL, INC., A COPY OF WHICH IS ATTACHED HERETO AND MADE A PART HEREOF AS EXHIBIT A.

SECTION 2.4 REGULAR MEETINGS

REGULAR MEETINGS OF THE TRUSTEES MAY BE HELD WITH FIVE-DAY NOTICE AT SUCH PLACES, EITHER WITHIN OR WITHOUT THE STATE OF RHODE ISLAND, AND AT SUCH TIMES AS THE TRUSTEES MAY BY VOTE FROM TIME TO TIME DETERMINE. A REGULAR MEETING OF THE TRUSTEES MAY BE HELD WITHOUT NOTICE IMMEDIATELY AFTER AND AT THE SAME PLACE AS THE ANNUAL MEETING OF THE TRUSTEES OR ANY SPECIAL MEETING OF SUCH TRUSTEES HELD IN PLACE OF SUCH ANNUAL MEETING.

SECTION 2.5 SPECIAL MEETINGS

SPECIAL MEETINGS OF THE TRUSTEES SHALL BE CALLED BY THE SECRETARY, OR IN THE SECRETARY'S ABSENCE, DISABILITY OR FAILURE TO ACT, BY THE TREASURER, OR BY SUCH OTHER PERSON AS THE TRUSTEES MAY DESIGNATE UPON THE REQUEST OF THE PRESIDENT OR OF A MAJORITY OF THE TRUSTEES IN OFFICE, AND SHALL BE HELD AT SUCH TIMES AND AT SUCH PLACES WITHIN OR WITHOUT THE STATE OF RHODE ISLAND AS MAY BE DESIGNATED IN THE REQUEST FOR THE CALL OF THE MEETINGS. FIVE-DAY NOTICE SHALL BE REQUIRED FOR SPECIAL MEETINGS.

SECTION 2.6 ANNUAL MEETINGS

THE ANNUAL MEETING OF THE TRUSTEES SHALL BE HELD DURING THE MONTH OF APRIL OF EACH YEAR AS DESIGNATED BY THE TRUSTEES (DEPENDING ON THE ANNUAL CALENDAR, THE ANNUAL MEETING MAY OCCUR AT THE END OF MARCH). IF SUCH ANNUAL MEETING IS OMITTED BY OVERSIGHT OR OTHERWISE DURING THE MONTH HEREIN PROVIDED FOR, A SPECIAL MEETING MAY BE HELD IN PLACE THEREOF, AND ANY BUSINESS TRANSACTED OR ELECTIONS HELD AT SUCH SPECIAL MEETING SHALL HAVE THE SAME EFFECT AS IF TRANSACTED OR HELD AT THE ANNUAL MEETING. THE PURPOSES FOR WHICH THE ANNUAL MEETING MAY BE HELD, IN ADDITION TO THOSE PRESCRIBED BY LAW AND BY THESE BYLAWS, MAY BE SPECIFIED BY A VOTE OF THE TRUSTEES OR BY A WRITING DELIVERED TO THE SECRETARY OF CORPORATION, SIGNED BY THE PRESIDENT OR BY A MAJORITY OF THE TRUSTEES.

SECTION 2.7 NOTICE

NOTICE OF ALL SPECIAL MEETINGS OF THE TRUSTEES SHALL BE SENT AT LEAST FIVE (5) DAYS PRIOR TO THE DATE OF THE MEETING TO EACH TRUSTEE, STATING THE TIME AND PLACE OF THE MEETING, BY EMAIL OR THROUGH DEPOSIT OF SUCH NOTICE IN ANY GOVERNMENT MAILBOX IN RHODE ISLAND, POSTAGE PREPAID, ADDRESSED TO EACH TRUSTEE AT HIS OR HER LAST KNOWN POST OFFICE ADDRESS SHALL BE SUFFICIENT NOTICE OF SUCH MEETING.

SECTION 2.8 QUORUM

A MAJORITY OF THE TRUSTEES HOLDING OFFICE SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS, BUT A LESSER NUMBER MAY ADJOURN ANY MEETING FROM TIME TO TIME, AND THE MEETING MAY BE HELD AS ADJOURNED WITHOUT FURTHER NOTICE. WHEN A QUORUM IS PRESENT AT ANY MEETING, A MAJORITY OF THE MEMBERS IN ATTENDANCE THEREAT SHALL, SUBJECT TO CONFLICTING PROVISIONS OF THESE BYLAWS, DECIDE ANY QUESTION BROUGHT BEFORE SUCH MEETING.

SECTION 2.9 WAIVER OF NOTICE

NOTICE OF THE TIME, PLACE AND PURPOSE OF ANY MEETING OF THE MEMBERS OR THE TRUSTEES MAY BE WAIVED IN WRITING BY ANY TRUSTEE EITHER BEFORE OR AFTER SUCH MEETING. ATTENDANCE IN PERSON AT A MEETING OF THE MEMBERS OR THE TRUSTEES SHALL BE DEEMED TO CONSTITUTE A WAIVER OF NOTICE THEREOF.

SECTION 2.10 WRITTEN CONSENT OF TRUSTEES

ANY ACTION REQUIRED, OR PERMITTED TO BE TAKEN, AT A MEETING OF TRUSTEES MAY BE TAKEN WITHOUT A MEETING IF THE MAJORITY OF THE TRUSTEES ENTITLED TO VOTE THEREON SHALL CONSENT IN WRITING TO SUCH ACTION.

SECTION 2.11: ACTION WITHOUT MEETING

IN THE EVENT OF AN EMERGENCY OR OTHER URGENT SITUATION, ANY ACTION THAT CAN BE TAKEN AT A MEETING OF THE BOARD OF TRUSTEES MAY BE TAKEN WITHOUT A MEETING IF THE BOARD MEMBERS CONSENT UNANIMOUSLY IN WRITING OR E-MAIL, OR BY VOICE VOTE VIA VIDEO CONFERENCING, AND THE WRITTEN OR E-MAILED CONSENTS, OR MINUTES OF THE VOICE VOTES, ARE FILED WITH THE RECORDS OF THE MEETINGS OF THE BOARD OF TRUSTEES. THE TRUSTEES MAY ALSO PARTICIPATE IN A MEETING OF THE BOARD OF TRUSTEES OR OF ANY COMMITTEE DESIGNATED BY THE BOARD OF TRUSTEES THROUGH USE OF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT, SO LONG AS ALL OF THE TRUSTEES PARTICIPATING IN SUCH MEETING CAN HEAR ONE ANOTHER. PARTICIPATION IN A MEETING PURSUANT TO THIS PARAGRAPH CONSTITUTES PRESENCE IN PERSON AT SUCH MEETING.

SECTION 2.12 COMPENSATION OF TRUSTEES

TRUSTEES SHALL RECEIVE NO COMPENSATION OF ANY SORT FOR THEIR SERVICES AS TRUSTEES. NOTHING CONTAINED IN THIS PARAGRAPH SHALL BE CONSTRUED TO PRECLUDE ANY

TRUSTEE FROM SERVING THE CORPORATION IN ANY OTHER CAPACITY AND RECEIVING COMPENSATION FOR THE PROVISION OF GOODS AND SERVICES OTHER THAN AS A TRUSTEE.

SECTION 2.13 NO LOANS TO TRUSTEES

THE CORPORATION SHALL NOT LOAN ITS MONEY OR CREDIT TO ITS TRUSTEES.

SECTION 2.14 REMOVAL OF TRUSTEE

ANY TRUSTEE MAY BE REMOVED BY A SEVENTY-FIVE PERCENT VOTE OF THE TRUSTEES CURRENTLY SERVING ON THE BOARD OF TRUSTEES.

ARTICLE III SCHOOL ZEN MASTER

SECTION 3.1 INTERNATIONAL SCHOOL ZEN MASTER

DEFERENCE IS HEREBY MADE TO ZEN MASTER SEUNG SAHN (1927-2004). ALL PRESENT AND FUTURE ZEN MASTERS AND JI DO POEP SA'S WITHIN THE KWAN UM SCHOOL OF ZEN SHALL EMPLOY THEIR BEST EFFORTS TO LEAD THROUGH HIS TEACHINGS.

THE ZEN MASTERS AND JI DO POEP SA'S OF THE KWAN UM SCHOOL OF ZEN SHALL WORK CLOSELY WITH SUCCESSIVE SCHOOL ZEN MASTERS TO ADVANCE THE LEARNING, PRACTICE AND TEACHING OF ZEN BUDDHISM.

THE TEACHER'S COMPACT (EXHIBIT A) SPECIFIES THE PROCESS FOR SELECTION OF THE SCHOOL ZEN MASTER.

ARTICLE IV REGIONAL ZEN MASTER

SECTION 4.1 REGIONAL ZEN MASTER

THE BOARD OF TRUSTEES OF THE KWAN UM SCHOOL OF ZEN SHALL ELECT A REGIONAL ZEN MASTER TO REPRESENT THE ORGANIZATION IN THE INTERNATIONAL TEACHER'S COUNCIL (COMPRISED OF THE SCHOOL ZEN MASTER AND REGIONAL ZEN MASTERS FROM ASIA AND EUROPE). THE DUTIES OF THE REGIONAL ZEN MASTER MAY VARY FROM TIME TO TIME, AS AGREED UPON WITH THE TRUSTEES. THE REGIONAL ZEN MASTER WILL MEET REGULARLY WITH THE ABBOT OF THE KWAN UM SCHOOL OF ZEN, OR THE EXECUTIVE COMMITTEE OF THE KWAN UM SCHOOL OF ZEN, AT TIMES WHEN THERE IS NO ABBOT, AND WILL PARTICIPATE IN A MAJORITY OF TRUSTEES MEETINGS.

SECTION 4.2 ELECTION

THE REGIONAL ZEN MASTER SHALL BE ELECTED EVERY FOUR YEARS BY A MAJORITY AFFIRMATIVE VOTE OF THE TRUSTEES AT THE ANNUAL MEETING IN APRIL.

SECTION 4.3 REMOVAL

THE REGIONAL ZEN MASTER MAY BE REMOVED BY A SEVENTY FIVE PERCENT VOTE OF THE TRUSTEES CURRENTLY SERVING ON THE BOARD OF TRUSTEES.

ARTICLE V OFFICERS

SECTION 5.1 OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT (ALSO KNOWN AS ABBOT OF THE KWAN UM SCHOOL OF ZEN), A VICE PRESIDENT (WHO MAY BE DESIGNATED AS THE VICE- ABBOT), A SECRETARY AND A TREASURER. AT THE DISCRETION OF THE TRUSTEES, THE CORPORATION MAY ALSO HAVE ONE OR MORE VICE PRESIDENTS, ONE OR MORE ASSISTANT SECRETARIES, ONE OR MORE ASSISTANT TREASURERS, AND SUCH OTHER OFFICERS, INCLUDING HONORARY OFFICERS, AS THE TRUSTEES MAY FROM TIME TO TIME DETERMINE. OFFICERS NEED NOT BE TRUSTEES. ONE PERSON MAY HOLD TWO OR MORE OFFICES. AS CIRCUMSTANCES DICTATE, OR AT THE DISCRETION OF THE TRUSTEES, THE ABBOT, VICE ABBOT, SECRETARY AND/OR TREASURER POSITIONS MAY BE VACATED. IN THESE SITUATIONS, THE EXECUTIVE COMMITTEE WILL ACT AS AND ASSUME THE ROLES AND RESPONSIBILITIES OF THESE POSITIONS, OR DELEGATE THESE ROLES AND RESPONSIBILITIES TO QUALIFIED PERSONS.

SECTION 5.2 ELECTION

THE OFFICERS OF THE CORPORATION SHALL BE ELECTED EVERY THREE YEARS BY THE TRUSTEES, WITH THE EXCEPTION OF THE PRESIDENT OF THE CORPORATION (SEE SECTION 5.5, BELOW), AND EACH SHALL HOLD HIS OR HER OFFICE UNTIL HIS OR HER SUCCESSOR SHALL BE ELECTED AND QUALIFIED, UNLESS PRIOR THERETO THE TERM OF SUCH OFFICER SHALL HAVE BEEN ENDED BY DEATH, RESIGNATION OR REMOVAL.

SECTION 5.3 REMOVAL AND RESIGNATION

ANY OFFICER MAY BE REMOVED BY A SEVENTY-FIVE PERCENT VOTE OF THE TRUSTEES CURRENTLY SERVING ON THE BOARD OF TRUSTEES.

ANY OFFICER MAY RESIGN AT ANY TIME UPON GIVING WRITTEN NOTICE OF RESIGNATION TO THE TRUSTEES, OR

TO THE PRESIDENT OF CORPORATION.

SECTION 5.4 VACANCIES

A VACANCY IN ANY OFFICE BECAUSE OF DEATH, RESIGNATION, REMOVAL OR OTHER CAUSE SHALL BE FILLED IN THE MANNER PRESCRIBED IN THE BYLAWS FOR REGULAR APPOINTMENT TO SUCH OFFICE.

SECTION 5.5 PRESIDENT

THE TRUSTEES OF THE KWAN UM SCHOOL OF ZEN SHALL CHOSE BY AFFIRMATIVE VOTE THE PRESIDENT OF THE CORPORATION (ALSO CALLED THE ABBOT OF THE KWAN UM SCHOOL OF ZEN). THE REGIONAL ZEN MASTER MUST APPROVE THE ABBOT. THE PRESIDENT OF THE CORPORATION SHALL FUNCTION AS CHIEF EXECUTIVE OFFICER OF THE CORPORATION, SUBJECT TO THE GUIDANCE OF THE TRUSTEES. THE PRESIDENT SHALL HAVE GENERAL SUPERVISION, DIRECTION AND CONTROL OF THE DAY-TO-DAY BUSINESS AND AFFAIRS OF THE CORPORATION. THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE TRUSTEES. THE PRESIDENT SHALL BE AN EX-OFFICIO MEMBER OF ALL STANDING COMMITTEES AND SHALL HAVE THE GENERAL POWERS AND DUTIES OF MANAGEMENT USUALLY VESTED IN THE OFFICE OF PRESIDENT OF A NON-PROFIT CORPORATION, AND SUCH OTHER POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE TRUSTEES OR THE BYLAWS.

SECTION 5.6 VICE PRESIDENT

IN THE ABSENCE OR DISABILITY OF THE PRESIDENT OF THE CORPORATION, THE VICE PRESIDENT (OR IF MORE THAN ONE, THE VICE PRESIDENT WITH THE GREATEST SENIORITY IN THAT POSITION), SHALL PERFORM ALL THE DUTIES OF THE PRESIDENT, AND WHEN SO ACTING SHALL HAVE ALL THE POWERS OF AND BE SUBJECT TO ALL THE RESTRICTIONS UPON THE PRESIDENT. THE VICE PRESIDENT SHALL ALSO HAVE SUCH OTHER POWERS AND PERFORM SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE PRESCRIBED TO HIM BY THE TRUSTEES OR THE BYLAWS.

SECTION 5.7 SECRETARY

THE SECRETARY SHALL KEEP OR CAUSE TO BE KEPT A BOOK OF MINUTES AT THE PRINCIPAL OFFICE OF THE CORPORATION OR SUCH OTHER PLACE AS THE TRUSTEES MAY ORDER, DOCUMENTING ALL MEETINGS OF THE TRUSTEES, WITH THE TIME AND PLACE OF HOLDING, WHETHER REGULAR OR SPECIAL, AND IF SPECIAL, HOW AUTHORIZED, THE NOTICE THEREOF GIVEN, THE NUMBER OF TRUSTEES AND NAMES OF THOSE PRESENT OR REPRESENTED BY PROXY, AND THE PROCEEDINGS THEREOF.

SECTION 5.8 TREASURER

THE TREASURER OF THE CORPORATION, EITHER IN PERSON OR THROUGH AN ASSISTANT OR ASSISTANTS, SHALL RECEIVE, PROVIDE RECEIPTS FOR, AND KEEP ALL MONEYS, STOCKS, BONDS, NOTES, AND OTHER CREDITS BELONGING TO OR COMING TO THE CORPORATION; AND SHALL KEEP REGULAR, FULL AND TRUE ACCOUNTS OF ALL RECEIPTS AND DISBURSEMENTS, AND SHALL MAKE DETAILED REPORTS THEREOF TO THE TRUSTEES AND THE PRESIDENT WHENEVER CALLED FOR. THEY SHALL PERFORM SUCH OTHER DUTIES IN CONNECTION WITH THE ADMINISTRATION OF THE FINANCIAL AFFAIRS OF THE CORPORATION AS THE TRUSTEES OR THE PRESIDENT SHALL ASSIGN TO THEM. ALL MONEYS SHALL BE KEPT IN SUCH BANK OR BANKS, OR OTHER DEPOSITORY OR DEPOSITORIES, AS THE TRUSTEES SHALL FROM TIME TO TIME DIRECT OR APPROVE.

SECTION 5.9 GENERAL POWERS

IN ADDITION TO THE DUTIES AND POWERS HEREIN SET FORTH, EACH OFFICER SHALL, SUBJECT TO THESE BYLAWS, HAVE SUCH DUTIES AND POWERS AS ARE COMMONLY INCIDENT TO THE RESPECTIVE OFFICE, AND SUCH DUTIES AND POWERS AS THE TRUSTEES SHALL FROM TIME TO TIME DESIGNATE.

SECTION 5.10 BONDING

ANY OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION SHALL GIVE SUCH BOND WITH SUCH SURETY OR SURETIES FOR THE FAITHFUL PERFORMANCE OF HIS OR HER DUTIES AS THE TRUSTEES MAY FROM TIME TO TIME REQUIRE.

ARTICLE VI COMMITTEES

SECTION 6.1 EXECUTIVE COMMITTEE

THE TRUSTEES SHALL ESTABLISH AN EXECUTIVE COMMITTEE THAT SHALL INCLUDE THE OFFICERS OF THE CORPORATION, AND UP TO SIX (6) MEMBERS ELECTED BY THE TEACHERS OF THE KWAN UM SCHOOL OF ZEN PRACTICING IN NORTH, CENTRAL OR SOUTH AMERICA. OF THE MEMBERS ELECTED TO SERVE UPON THE INITIAL FORMATION OF THE EXECUTIVE COMMITTEE, TWO OF SAID MEMBERS SHALL BE ELECTED FOR A TERM OF ONE (1) YEAR, TWO OF SAID MEMBERS SHALL BE ELECTED FOR A TERM OF TWO (2) YEARS, AND TWO OF SAID MEMBERS SHALL BE ELECTED FOR THREE (3) YEARS. AFTER SAID INITIAL MEMBERS, ALL ELECTED MEMBERS SHALL SERVE FOR TERMS OF THREE (3) YEARS, WITH ANNUAL ELECTIONS THEREAFTER FOR TWO VACATING SEATS UPON THE

COMMITTEE. ELECTED EXECUTIVE COMMITTEE MEMBERS SHALL SERVE UNTIL REPLACED OR THEIR RESIGNATION.

EXECUTIVE COMMITTEE MEMBERS MAY SERVE CONSECUTIVE TERMS.

ANNUALLY, ON OR BEFORE APRIL 10, NOMINATIONS FOR THE EXECUTIVE COMMITTEE SHALL BE PUT FORTH AT THE ANNUAL TRUSTEES MEETING. EACH TRUSTEE SHALL BE ENTITLED TO ONE (1) VOTE AND VOTES MAY BE CAST BY VOICE (IF IN PERSON OR ON THE TELEPHONE) OR VIA EMAIL. THE WINNERS OF THE ELECTION SHALL BE ANNOUNCED AT THE ANNUAL TRUSTEES MEETING AND NEW EXECUTIVE COMMITTEE MEMBERS SHALL COMMENCE THEIR SERVICE AS OF THEIR ELECTION. IN THE EVENT OF A TIE BETWEEN ONE OR MORE CANDIDATES, EITHER (A) A RUN-OFF ELECTION SHALL BE HELD BETWEEN THE TYING CANDIDATES ON OR BEFORE THE NEXT-SCHEDULED MEETING OF THE TRUSTEES OR (B) THE WINNING CANDIDATE(S) SHALL BE SELECTED FROM AMONG THE TYING CANDIDATES BY BLIND DRAWING.

SUBJECT TO THE DISCRETION OF THE BOARD OF TRUSTEES, THE ABBOTSHIP MAY NOT BE FILLED. IN THIS CASE, THE EXECUTIVE COMMITTEE WILL FULFILL THE FUNCTIONS OF THE ABBOT AND SHALL BE CHARGED BY THE TRUSTEES WITH FULL POWER TO ACT IN THE AFFAIRS AND MANAGEMENT OF THE CORPORATION BETWEEN MEETINGS OF THE TRUSTEES. THE BOARD OF TRUSTEES MAY DELEGATE CERTAIN DECISIONS TO THE EXECUTIVE COMMITTEE, TO BE TAKEN WITHOUT REVIEW BY THE BOARD. THE EXECUTIVE COMMITTEE WILL BRING IMPORTANT DECISIONS OF GOVERNANCE AND POLICY TO THE BOARD OF TRUSTEES.

IN ABSENCE OF AN ABBOT, THE EXECUTIVE COMMITTEE MAY ELECT BY MAJORITY VOTE ONE OF ITS MEMBERS TO SERVE AS CHAIR. THE CHAIR ORGANIZES MEETINGS AND PROVIDES THE AGENDA.

THE EXECUTIVE COMMITTEE SHALL MEET ON THE FIRST TUESDAY OF EACH MONTH, UNLESS OTHERWISE DETERMINED BY THE CHAIR. A MAJORITY OF THE EXECUTIVE COMMITTEE SHALL CONSTITUTE A QUORUM.

SECTION 6.2 OTHER COMMITTEES

THE TRUSTEES OR THE EXECUTIVE COMMITTEE MAY, IN THEIR DISCRETION, FORM ANY ONE OR MORE ADDITIONAL COMMITTEES, AS THEY SHALL DEEM REASONABLE IN EFFECTING THE CORPORATION'S PURPOSE OR THE MANAGEMENT AND ORGANIZATION OF THE CORPORATION.

ARTICLE VII MISCELLANEOUS

SECTION 7.1 CHECKS, DRAFTS, ETC.

ALL CHECKS, DRAFTS OR OTHER ORDERS FOR THE PAYMENT OF MONEY, NOTES OR

OTHER EVIDENCES OF
INDEBTEDNESS, ISSUED IN THE NAME OF OR PAYABLE TO THE CORPORATION,
SHALL BE SIGNED OR ENDORSED BY
THE PRESIDENT, CHAIR OF THE EXECUTIVE COMMITTEE, OR TREASURER, SIGNING
SINGLY; OR BY SUCH PERSON OR
PERSONS AND IN SUCH MANNER AS FROM TIME TO TIME SHALL BE DETERMINED BY
THE MAJORITY VOTE OF THE
EXECUTIVE COMMITTEE.

SECTION 7.2 CONTRACTS

THE TRUSTEES, EXCEPT AS OTHERWISE PROVIDED IN THE BYLAWS, MAY AUTHORIZE
ANY OFFICER OR
OFFICERS, AGENT OR AGENTS, TO ENTER INTO ANY CONTRACT OR EXECUTE ANY
INSTRUMENT IN THE NAME OF AND ON
BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR
CONFINED TO SPECIFIC INSTANCES; AND
UNLESS SO AUTHORIZED BY THE TRUSTEES, NO OFFICER, AGENT OR EMPLOYEE
SHALL HAVE ANY POWER OR
AUTHORITY TO BIND THE CORPORATION BY ANY CONTRACT OR ENGAGEMENT OR
TO PLEDGE ITS CREDIT TO RENDER IT
LIABLE FOR ANY PURPOSE OR TO ANY AMOUNT.

SECTION 7.3 RULES AND REGULATIONS

THE TRUSTEES MAY FROM TIME TO TIME ADOPT SUCH RULES AND REGULATIONS AS
IT MAY DEEM ADVISABLE
NOT INCONSISTENT WITH THESE BYLAWS, THE COMPACT, OR THE ARTICLES OF
ORGANIZATION.

ARTICLE VIII AMENDMENTS

NEW BYLAWS MAY BE ADOPTED, OR THESE BYLAWS MAY BE AMENDED OR
REPEALED AT THE
CORPORATION'S ANNUAL MEETING, BY THE AFFIRMATIVE VOTE OF SEVENTY-FIVE
PERCENT OF THE TRUSTEES
PRESENT AT ANY REGULAR MEETING, OR AT A SPECIAL MEETING THEREOF CALLED
FOR THAT PURPOSE, PROVIDED
THERE IS A QUORUM. WHENEVER AN AMENDMENT OR NEW BYLAW IS ADOPTED, IT
WILL BE RECORDED IN THE
ORIGINAL MINUTE BOOK OF THE CORPORATION. IF ANY BYLAW IS REPEALED, THE
FACT OF THE REPEAL WITH THE DATE
OF THE MEETING AT WHICH THE REPEAL WAS ENACTED OR WRITTEN ASSENT WAS
FILED SHALL BE SET FORTH IN THE
MINUTE BOOK OF THE CORPORATION.

ARTICLE IX PERSONAL LIABILITY

SECTION 9.1 NO PERSONAL LIABILITY

THE TRUSTEES, OFFICERS AND OTHER AGENTS OF THE CORPORATION SHALL NOT

BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY OR OBLIGATION OF THE CORPORATION. ALL PERSONS, CORPORATIONS, OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH, OR HAVING ANY CLAIM AGAINST, THE CORPORATION, MAY LOOK ONLY TO THE CORPORATION'S FUNDS FOR REIMBURSEMENT, AND THE TRUSTEES MAY ENTER INTO SUCH AGREEMENTS AND DIRECT THE OFFICERS OF THE CORPORATION TO MAKE SUCH PAYMENT OR PAYMENTS AND TAKE SUCH OTHER ACTION (INCLUDING EMPLOYMENT OF COUNSEL TO DEFEND AGAINST SUCH CLAIMS LIABILITIES) AS MAY IN THEIR JUDGMENT BE REASONABLY NECESSARY OR DESIRABLE. SUCH INDEMNIFICATION OR REIMBURSEMENT SHALL NOT BE DEEMED TO EXCLUDE ANY OTHER RIGHTS OR PRIVILEGES TO WHICH SUCH PERSON MAY BE ENTITLED.

SECTION 9.2 INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF ACTION

INDEMNIFICATION TO THE PERSONS SPECIFIED IN SECTION 9.1 MAY INCLUDE PAYMENT BY THE CORPORATION OF EXPENSES INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION OR PROCEEDING IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION OR PROCEEDING UPON RECEIPT OF AN UNDERTAKING BY THE PERSON INDEMNIFIED TO REPAY SUCH PAYMENT IF HE OR SHE SHALL BE ADJUDICATED TO BE NOT ENTITLED TO INDEMNIFICATION UNDER THIS ARTICLE IX.

SECTION 9.3 INSURANCE

THE CORPORATION SHALL HAVE POWER TO PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PERSON WHO IS OR WAS A TRUSTEE, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A TRUSTEE, OFFICER, EMPLOYEE OR OTHER AGENT OF ANOTHER ORGANIZATION IN WHICH IT HAS AN INTEREST, AGAINST ANY LIABILITY INCURRED BY HIM OR HER IN ANY SUCH CAPACITY, OR ARISING OUT OF HIS OR HER STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY HIM OR HER AGAINST SUCH LIABILITY.

ARTICLE X CONDUCT OF BUSINESS

THE USUAL SUGGESTED ORDER OF BUSINESS OF THE ANNUAL, REGULAR OR SPECIAL MEETINGS OF THE MEMBERSHIP, THE TRUSTEES AND/OR THE OFFICERS SHALL BE:

- (1) CALL TO ORDER
- (2) RECITATION OF THE FOUR GREAT VOWS
- (3) ESTABLISH A QUORUM
- (4) READING AND APPROVAL OF MINUTES OF PREVIOUS MEETING
- (5) REPORTS OF SCHOOL ZEN MASTER
- (6) REPORT OF OFFICERS

- (7) REPORTS OF COMMITTEES
- (8) UNFINISHED BUSINESS
- (9) NEW BUSINESS
- (10) ADJOURNMENT

EXHIBIT A

TEACHERS COMPACT

FIRST ADOPTED: JULY 1990

REVISED: FEBRUARY 1994 • DECEMBER 2001 • JUNE 2005

AMERICAN, EUROPEAN AND ASIAN TEACHERS' COUNCILS REVIEW: AUGUST 2013 • JANUARY 2014

PREAMBLE: WE, THE TEACHERS OF KWAN UM SCHOOL OF ZEN (KUSZ), COMMIT TO THE DEVELOPMENT,

PROTECTION, AND LONG-TERM WELLBEING OF THE INTERNATIONAL SANGHA, AND TO DEDICATE OUR EFFORTS WITH

BODHISATTVA INTENTION FOR THE COMMON GOOD OF ALL.

TEACHING TRADITION: THE KWAN UM SCHOOL OF ZEN TRACES ITS ROOTS AS FOLLOWS: BUDDHISM BEGAN IN

INDIA; FROM INDIA IT SPREAD TO CHINA; FROM CHINA IT TRAVELED TO KOREA;

FROM KOREA IT HAS COME TO THE

WEST. THE KWAN UM SCHOOL OF ZEN IS THUS ROOTED IN KOREAN BUDDHISM AND IN PARTICULAR THE JOGYE

ORDER TRADITION, THROUGH THE TEACHING OF ZEN MASTER SEUNG SAHN.

ORGANIZATION: THE KWAN UM SCHOOL OF ZEN HAS AN ELECTED SCHOOL ZEN MASTER AS THE SPIRITUAL HEAD

FOR THE WORLDWIDE SCHOOL. THE SCHOOL ZEN MASTER IS ELECTED BY INTERNATIONAL GOVERNING BOARD, WHICH IS COMPOSED OF KUSZ ZEN MASTERS (SOEN SA NIMS) AND

DHARMA MASTERS/JI DO POEP SA NIMS (ALSO KNOWN AS JDPSNS) WORLDWIDE.

THE SCHOOL ZEN MASTER

PROVIDES SPIRITUAL GUIDANCE AND SUPPORT TO KUSZ TEACHERS AND STUDENTS INTERNATIONALLY AND HELPS TO

BOTH PROMOTE AND MAINTAIN CLARITY IN THE DIRECTION, TEACHING, AND PRACTICE STANDARDS OF THE KUSZ.

THE SCHOOL ZEN MASTER AND THE REGIONAL HEAD ZEN MASTERS FORM THE INTERNATIONAL TEACHERS'

COUNCIL, WHICH WILL BE RESPONSIBLE FOR ISSUES AFFECTING THE KUSZ WORLDWIDE. TEACHERS RESIDING IN OR

SERVING AS GUIDING TEACHERS WITHIN A REGION (AMERICAS, ASIA, EUROPE, AND OTHER REGIONS AS THEY

APPEAR IN THE FUTURE) WILL SERVE ON THE REGIONAL TEACHERS' COUNCIL FOR THAT REGION. THE REGIONAL

TEACHERS' COUNCILS WILL BE RESPONSIBLE FOR ISSUES AFFECTING THEIR RESPECTIVE REGIONS.

THE INTERNATIONAL TEACHERS' COUNCIL WILL MEET AT LEAST THREE TIMES YEARLY. THE INTERNATIONAL TEACHERS'

COUNCIL HAS RESPONSIBILITY FOR THE DEVELOPMENT OF THE WORLDWIDE KWAN

UM SCHOOL OF ZEN AND SETS ITS OWN AGENDA. GUIDELINES ESTABLISHED BY THE INTERNATIONAL TEACHERS' COUNCIL WILL APPLY ACROSS THE AMERICAN, ASIAN, AND EUROPEAN REGIONS. REGIONAL TEACHERS' COUNCILS CAN PROVIDE FEEDBACK ON AND ASK FOR RECONSIDERATION OF THE INTERNATIONAL TEACHERS' COUNCIL'S DECISIONS. THE INTERNATIONAL TEACHERS' COUNCIL HAS AUTHORITY TO MAKE FINAL DECISIONS, BY CONSENSUS. ALL OTHER MATTERS WILL BE SUBJECT TO APPROVAL, DISAPPROVAL, OR ADJUDICATION BY THE REGIONAL TEACHERS' COUNCILS.

REGIONAL TEACHERS' COUNCILS WILL SEND MINUTES OF THEIR MEETINGS TO THE INTERNATIONAL TEACHERS' COUNCIL. THE INTERNATIONAL TEACHERS' COUNCIL MAY REVIEW THE DECISIONS OF THE REGIONAL TEACHERS' COUNCILS AND IN CERTAIN INSTANCES OFFER ALTERNATIVE SUGGESTIONS.

THE INTERNATIONAL TEACHERS' COUNCIL WILL MEDIATE ANY DISAGREEMENTS ARISING AMONG THE REGIONAL TEACHERS' COUNCILS. FINAL DECISIONS REGARDING ISSUES BROUGHT TO THE INTERNATIONAL TEACHERS' COUNCIL WILL BE MADE BY A CONSENSUS VOTE AMONGST THE MEMBERS OF THE INTERNATIONAL TEACHERS' COUNCIL. REGIONAL TEACHERS' COUNCILS SHALL SELECT THEIR RESPECTIVE REGIONAL HEAD ZEN MASTER. THE REGIONAL HEAD ZEN MASTER PROVIDES GUIDANCE AND SUPPORT TO HIS/HER REGIONAL TEACHERS' COUNCIL AND WORKS WITH THE SCHOOL ZEN MASTER AND THE OTHER REGIONAL HEAD ZEN MASTERS TO ENCOURAGE AND PROMOTE HARMONY WITHIN THE WORLDWIDE KWAN UM SCHOOL OF ZEN.

THE ZEN MASTERS AND DHARMA MASTERS/JI DO POEP SA NIMS SERVE AS THE SPIRITUAL GUIDES OF THE SANGHA, WHICH INCLUDES MONKS, NUNS, HAENGJAS, DHARMA TEACHERS, FIVE PRECEPTS STUDENTS AND STUDENTS WHO HAVE NOT TAKEN FIVE PRECEPTS.

THE TEACHING AND ADMINISTRATIVE AUTHORITY FOR THE KWAN UM SCHOOL OF ZEN IS THUS VESTED IN THE SCHOOL ZEN MASTER, THE REGIONAL HEAD ZEN MASTERS, THE ZEN MASTERS AND DHARMA MASTERS/JI DO POEP SA NIMS. EACH ZEN MASTER AND DHARMA MASTER/JI DO POEP SA NIM WILL OVERSEE AND ENACT DECISIONS OF THEIR RESPECTIVE REGIONAL TEACHERS' COUNCILS. ANY TEACHER MAY PETITION THE INTERNATIONAL TEACHERS' COUNCIL TO REVIEW AND PROVIDE GUIDANCE ABOUT ANY DECISION MADE BY THEIR REGIONAL TEACHERS' COUNCIL.

IN ACCORD WITH THESE OPENING STATEMENTS, WE AGREE TO THE FOLLOWING PRINCIPLES:

I. TEACHING: WE OBSERVE THE TEACHING FORMS AS TAUGHT BY ZEN MASTER SEUNG SAHN, SUBJECT TO

REVISION FROM TIME TO TIME BY AGREEMENT OF ALL REGIONAL TEACHERS' COUNCILS.

II COMMON TEACHING AND PRACTICE: BOWING, CHANTING, SITTING AND WALKING MEDITATION, FORMAL

MEALS, KONG-AN INTERVIEWS, AND DHARMA TALKS ESTABLISH THE FOUNDATION OF OUR SPECIFIC TRADITION, AND

MUST BE ACCEPTED IN TOTALITY.

II. COMMON FORMS: THE INTERNATIONAL TEACHERS' COUNCIL WILL SET OVERALL GUIDELINES FOR FORMS

FOLLOWED IN THE WORLDWIDE SCHOOL AS EXPRESSED IN THE DHARMA MIRROR.

WE UNDERSTAND THAT MINOR

REGIONAL DIFFERENCES MAY APPEAR OVER TIME AND REGIONAL TEACHERS' COUNCILS CAN RECOMMEND

CHANGES TO THE DHARMA MIRROR. THESE DIFFERENCES WILL BE ACCEPTABLE PROVIDED THEY SERVE THE

PURPOSE TO HARMONIZE SPECIFIC REGIONAL NEEDS AND CULTURAL TRADITIONS,

AND AS LONG AS THEY ARE

APPROVED BY THE INTERNATIONAL TEACHERS' COUNCIL.

III. GUIDING TEACHER: EACH GUIDING TEACHER IS RESPONSIBLE FOR THE INSTRUCTION, TRAINING, AND

PRACTICE AT THEIR ZEN CENTERS. GUIDING TEACHERS ARE ENCOURAGED TO

INVITE OTHER ZEN MASTERS AND

DHARMA MASTERS/JI DO POEP SA NIMS WITHIN THE WORLDWIDE KWAN UM

SCHOOL OF ZEN TO VISIT AND TEACH

ON A REGULAR BASIS.

IV. GOVERNANCE OF THE WORLDWIDE SCHOOL: THIS TEACHERS COMPACT ESTABLISHES THE

GOVERNANCE STRUCTURE OF THE WORLDWIDE KWAN UM SCHOOL OF ZEN.

INTERNATIONAL BYLAWS, AND REGIONAL

OR NATIONAL BYLAWS, WHERE APPROPRIATE, ESTABLISH THE GOVERNANCE OF

THE KWAN UM SCHOOL OF ZEN. ALL

BYLAWS MUST BE CONSISTENT WITH THIS TEACHERS COMPACT. ALL BYLAWS

MUST CONTAIN A STATEMENT THAT ALL

ZEN CENTER PROPERTY IS HELD FOR THE GOOD OF THE KWAN UM SCHOOL OF ZEN

SANGHA. THE INTERNATIONAL

TEACHERS' COUNCIL SHALL APPROVE THE INTERNATIONAL, REGIONAL, AND

NATIONAL BYLAWS. GUIDING TEACHERS

HAVE THE RESPONSIBILITY TO INSURE THAT ZEN CENTERS TAKE NO ACTION

DEEMED DETRIMENTAL TO THE OVERALL

INTERESTS OF THE KWAN UM SCHOOL OF ZEN, SUCH AS DISSOLVING ASSETS IN

ANY WAY OTHER THAN DONATING

THEM TO THE KWAN UM SCHOOL OF ZEN. SHOULD A ZEN CENTER DISSOLVE,

ASSETS ARE TO BE DIRECTED TO

WHEREVER THE SANGHA WISHES PROVIDING THEY ARE KEPT COMPLETELY WITHIN

THE KWAN UM SCHOOL OF ZEN.

ALL ZEN CENTERS ARE PART OF A REGION GUIDED BY THE REGIONAL TEACHERS'

COUNCIL OF THAT REGION. EACH

ZEN CENTER MUST REMAIN UNDER THE JURISDICTION OF ITS RESPECTIVE REGION,

AND HAVE A GUIDING TEACHER

WHO WILL REPRESENT THEM AT REGIONAL TEACHERS' COUNCIL MEETINGS.

V. ADMINISTRATIVE RELATIONSHIPS AMONG THE REGIONS: EACH REGION SHALL

MAINTAIN ACCURATE

RECORDS OF TRANSMISSION, INKA, PRECEPTS, AND BOARD DECISIONS, AND SHALL

MAKE THOSE RECORDS

AVAILABLE TO OTHER REGIONS UPON REQUEST. REPRESENTATIVES OF THE REGIONAL TEACHERS' COUNCILS SHALL MEET TOGETHER AT LEAST ONCE A YEAR AT A MUTUALLY AGREEABLE TIME AND LOCATION TO HARMONIZE THE ADMINISTRATION AND OPERATION OF THE WORLDWIDE KWAN UM SCHOOL OF ZEN.

VI. ETHICS STATEMENT AND GRIEVANCE PROCEDURE: ALL TEACHERS AGREE TO FOLLOW AND SUPPORT THE ETHICS POLICY ADOPTED BY THE KUSZ FOR THE ENTIRE SANGHA. THE ETHICS POLICY IS FOUND IN APPENDIX A OF THIS DOCUMENT.

VIII. SUCCESSOR SCHOOL ZEN MASTER DRAWN FROM THE WORLDWIDE KWAN UM SCHOOL

SENIOR ZEN MASTERS: THE LIST OF ELIGIBLE CANDIDATES TO SERVE AS SCHOOL ZEN MASTER WILL BE

COMPRISED SOLELY OF ZEN MASTERS WHO HAVE TAUGHT AS A ZEN MASTER FOR FIVE (5) YEARS OR LONGER. ALL

ZEN MASTERS AND DHARMA MASTERS/JI DO POEP SA NIMS OF THE REGIONAL TEACHERS' COUNCILS AGREE TO

ACCEPT THE ELECTED SUCCESSOR, WHO SERVES A FIVE (5) YEAR TERM.

IX. TEACHER COVENANT: ANY TEACHER WHO LEAVES THE KUSZ WILL NOT ASSUME POSSESSION OF ANY

ASSETS, INCLUDING MONIES AND/OR PROPERTIES, BELONGING TO THE KUSZ OR ITS MEMBER CENTERS. A

DEPARTING TEACHER WHO HAS RECEIVED TRANSMISSION MAY CONTINUE TO USE THE ZEN MASTER TITLE AS AN

INDEPENDENT TEACHER. IF THE DEPARTING TEACHER HAS NOT RECEIVED TRANSMISSION, THE KWAN UM SCHOOL

OF ZEN WITHDRAWS BOTH THAT INDIVIDUAL'S TEACHING CERTIFICATION AND THE DHARMA MASTER/JI DO POEP SA

NIM TITLE. IF YOU LEAVE THE KWAN UM SCHOOL OF ZEN, YOU AGREE THAT YOU WILL NO LONGER HAVE TEACHING

AUTHORIZATION AND YOU WILL NOT USE THE DHARMA MASTER/JI DO POEP SA NIM TITLE

X. INKA AND TRANSMISSION PROCEDURE: THE SCHOOL ZEN MASTER, THE REGIONAL ZEN MASTERS,

AND ALL REGIONAL TEACHERS' COUNCILS AGREE TO ABIDE BY THE WORLDWIDE KWAN UM SCHOOL OF ZEN

PROCEDURES FOR GIVING INKA AND TRANSMISSION, AS OUTLINED IN APPENDIX B OF THIS DOCUMENT.

XI. COMPACT: THIS COMPACT IS OFFERED TO EACH ZEN MASTER AND DHARMA MASTER/JI DO POEP SA NIM

FOR ENDORSEMENT. WE RECOGNIZE THAT A UNITED GROUP, ALIGNED WITH THE DIRECTION SET BY ZEN MASTER

SEUNG SAHN, IS ESSENTIAL TO THE SURVIVAL AND GROWTH OF THE WORLDWIDE KWAN UM SCHOOL OF ZEN. THE

KWAN UM SCHOOL OF ZEN WILL BE GOVERNED ONLY BY THOSE TEACHERS WHO ARE ALIGNED WITH THE DIRECTION

SET FORTH IN THIS COMPACT AND THUS CHOOSE TO SIGN IT. ONLY THOSE ZEN MASTERS AND DHARMA MASTERS/JI

DO POEP SA NIMS WHO ARE SIGNATORY TO THIS COMPACT WILL BECOME MEMBERS OF A REGIONAL TEACHERS'

COUNCIL.

CANDIDATES FOR INKA MUST SIGN THIS COMPACT PRIOR TO RECEIVING INKA AND BECOMING A DHARMA MASTER/JI DO POEP SA NIM.

SIGNATURE PRINTED NAME

DATE:

ON THE DAY OF 2020, THE FOREGOING BYLAWS WERE READ, APPROVED, AND DULY ADOPTED BY THE BOARD OF TRUSTEES OF THE KWAN UM SCHOOL OF ZEN AND THE PRESIDENT OF THE BOARD AND THE SECRETARY OF THE CORPORATION WERE EMPOWERED TO AUTHENTICATE SUCH BYLAWS BY THEIR SIGNATURES BELOW.

ARTICLE III

The Amendment was adopted in the following manner:

(check one box only)

☐ The amendment was adopted at a meeting of members held on , at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

☐ The amendment was adopted by a consent in writing on , signed by all members entitled to vote with respect thereto.

☒ The amendment was adopted at a meeting of the Board of Directors held on 6/6/2020 , and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

ARTICLE IV

Date when amendment is to become effective 6/20/2020
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Signed this 19 Day of June, 2020 at 5:52:35 PM. This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.

KWAN UM SCHOOL of ZEN, INC.
Corporate Name

By PAUL MAJCHRZYK

☒ President or ☐ Vice President (check one)

AND

By TERRY CRONIN

☒ Secretary or ☐ Assistant Secretary (check one)

Form No. 201
Revised 09/07

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