

**BYLAWS  
OF  
TRIANGLE INSIGHT MEDITATION COMMUNITY**

**ARTICLE I – DIRECTORS, OFFICERS, AND MEETINGS**

**Section 1. General Powers and Duties of Directors**

The property, affairs, and business of the Corporation, the Triangle Insight Meditation Community, hereinafter referred to as TIMC, shall be managed by the Board of Directors in accordance with the terms and provisions of the articles of incorporation and bylaws and in alignment with TIMC’s vision, mission, and values. The Board shall have general supervision, direction, and control of the business and affairs of the Corporation. Directors shall in all cases act as members of the Board and not as individuals.

**Section 2. Number, Qualifications, and Election of Directors**

Directors on the initial Board of Directors shall be elected by majority vote of the legacy Board of Directors at the next Annual Meeting following adoption of these Bylaws. The legacy Board shall solicit input from the sangha on prospective nominations for Directors not less than 14 days in advance of the Annual Meeting via email and/or the TIMC website. Upon expiration of any Director’s term, a new director shall be elected to replace them by majority vote of the Board of Directors, after soliciting input from the sangha not less than 14 days in advance of the election. There shall be not less than three nor more than nine members of the Board of Directors as prescribed by the Articles of Incorporation. The Board shall be composed of both Guiding Teachers and TIMC Participants. There shall be a minimum of two Guiding Teachers and at least one TIMC Participant on the Board at all times. Each Director must be well-versed in the practice of Insight Meditation. No Director shall receive any compensation for their duties in service to the Board.

**Section 3. Director Terms**

Members of the Board of Directors shall serve for a three-year term, renewable for a second three-year term. After two consecutive terms a Director is eligible for re-election after not serving for one year. Directors shall serve until the end of their term or until resignation, removal, incapacity, or death.

**Section 4. Director Resignation**

A Director may resign at any time, provided that they submit a written resignation to the Chair or to the Treasurer or Secretary if the resigning officer is the Chair. The resignation shall be effective upon receipt.

## **Section 5. Director Removal**

A Director may also be removed with or without cause by a majority vote. If a Director fails to attend three (3) consecutive Board meetings without an explanation that is acceptable to the rest of the Board, the Board may vote to remove that person by a majority vote.

## **Section 6. Director Vacancy**

Vacancies arising in the membership of the Board of Directors shall be filled by majority vote of the remaining duly-elected Directors serving at the time of the vacancy. The Board shall announce the vacancy and solicit input from the sangha on prospective nominations for the Director position not less than 14 days in advance of the date for the election of the new Director. The appointed person shall serve for the remainder of the unexpired term.

## **Section 7. Officer Designations**

All officers must be members of the Board. The Corporation shall have the following officers: Chair, Treasurer, and Secretary.

## **Section 8. Officer Duties**

### **Section 8.1 Chair: General Powers**

The Chair shall be subject to the control of the Board. The Chair shall:

- a) Sign all drafts, checks, notes, and all undertakings made in the name of the Corporation or delegate this to the Treasurer or Secretary.
- b) Sign all records and documents requiring the Chair's signature.
- c) Complete other tasks as the Board designates so long as they are consistent with these bylaws.

### **Section 8.2 Secretary: General Powers**

The Secretary shall be subject to the control of the Board. The Secretary shall maintain custody and copies of all documents and records for the Corporation and ensure their safekeeping for current and future officers as the Board directs. In addition, the Secretary shall:

- a) Provide notice of Board meetings as required by these bylaws.
- b) Record minutes of Board meetings.
- c) Sign all drafts, checks, and notes made in the name of the Corporation without needing other signature when delegated by the Chair.
- d) Complete other tasks as the Board designates so long as they are consistent with these bylaws.

### **Section 8.3 Treasurer: General Powers**

The Treasurer shall be subject to the control of the Board. The Treasurer shall account for the Corporation funds. In addition, the Treasurer shall:

- a) Receive all monies, maintain the Corporation's financial records, and give a full report of all income and expenditures at each Board meeting.
- b) Deposit, receive, or withdraw funds in such banks or other reliable depositories, as directed by the Chair or the Board.
- c) Sign all drafts, checks, and notes made in the name of the Corporation without needing other signature when delegated by the Chair.
- d) Complete other tasks as the Board designates so long as they are consistent with these bylaws.

### **Section 9. Officer Elections**

Officers shall be elected by majority vote of the Board at the Annual Meeting (see Article I, Section 15).

### **Section 10. Officer Terms**

The Chair and Secretary shall each serve a term of one year, renewable for a second one-year term. The Treasurer shall serve a term of two years, renewable for a second two-year term. After two consecutive terms an officer is eligible for re-election after not serving for at least one year.

### **Section 11. Officer Resignation**

An officer may resign at any time, provided that they submit a written resignation to the Chair or to the Treasurer or Secretary if the resigning officer is the Chair. The resignation is effective upon receipt.

### **Section 12. Officer Removal**

An officer may be removed with or without cause by a majority vote of the remaining Directors. If an officer fails to attend three (3) consecutive Board meetings without an explanation that is acceptable to the Board, the Board may vote to remove the officer by a majority vote.

### **Section 13. Officer Vacancy**

In the event that a vacancy occurs in an officer position, the Board may appoint a replacement officer by majority vote of duly-elected Directors. The replacement officer will serve the remainder of the unexpired term.

#### **Section 14. Quorum**

A quorum shall consist of at least two thirds of the Directors at such time as a meeting shall be called for the transaction of business. If less than a quorum is in attendance, the meeting may be adjourned without notice other than by announcement at the meeting.

#### **Section 15. Annual Meetings**

Annual meetings of the Board of Directors shall be held at the principal office of the Corporation in Durham County, North Carolina, or at such other place as may be designated in the notice thereof. The time and date for the annual meeting shall be 7:30 pm on the third Wednesday in January of each year or at such other time and date as may be designated with notice thereof. The annual meeting shall be open to the entire sangha and notice given not less than fourteen (14) days prior to the meeting via email and/or the TIMC website.

#### **Section 16. Regular Meetings**

In addition to the annual meeting, regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine. Regular meetings shall be open to the entire sangha and notice given not less than fourteen (14) days prior to the meeting via email and/or posted to the website. The Board of Directors, at their discretion, may decide that a closed meeting is necessary when matters deemed sensitive and/or confidential need to be addressed.

#### **Section 17. Special Meetings**

Public notice of special meetings will be provided on the TIMC website, and will indicate whether the special meeting is open or closed. Special meetings may be held whenever at least one third (1/3) or three (3) of the Directors, whichever is greater, determine that a meeting is necessary. Oral or written notice of special meetings shall be given to all directors at least forty-eight (48) hours in advance if practical, and if not practical, then notice shall be given as far in advance as reasonably possible. At a special meeting no business shall be transacted and no corporate action shall be taken other than that mentioned in the notice of such meeting except by consent by all Directors.

#### **Section 18. Action by Consent**

Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent setting forth the action is signed by all Directors. Such written consent shall be filed with the minutes of the Board's proceedings.

### **ARTICLE II - INDEMNITY OF OFFICERS AND DIRECTORS**

#### **Section 1. Indemnity**

Each person now or hereafter serving as Director of the Corporation shall be indemnified by the Corporation against all costs and expenses including attorney's fees, imposed upon or

reasonably incurred by them, in connection with or resulting from any action, suit, proceeding, or claim to which they are or may be made a party by reason of their being or having been a Director of the Corporation, except as to matters in which it shall have been finally adjudged that the individual is liable for negligence or misconduct in the performance of their duties as such Director.

### **ARTICLE III - MISCELLANEOUS PROVISIONS**

#### **Section 1. Seal**

The seal of the Corporation shall consist of the Triangle Insight Meditation Community and shall be kept by the Directors.

#### **Section 2. Examination of Books**

The Board of Directors shall have the power to determine by whom, to what extent, and under what conditions and limitations the accounts, records, and books of the Corporation shall be open to inspection. The Minute Books of the Corporation and all financial statements shall at all times during business hours be open for inspection by members of the Board of Directors. Following each open meeting of the Board of Directors, the minutes of the proceedings will be made public and available to the sangha via email and on the TIMC website. The Board shall make a financial report available to the sangha at the annual meeting and on the website.

#### **Section 3. Amendment of Bylaws**

These bylaws may be amended or repealed at any meeting of the Board of Directors by at least two thirds affirmative vote of all Directors. Notice of proposed amendment or proposed repeal shall be given in the same manner as notices for regular meetings.

#### **Section 4. Advisory Board**

The Board of Directors shall have the power to appoint an Advisory Board. The number of members of the Advisory Board and the persons to sit on such Board shall be selected by vote of the Board of Directors, and the members of the Advisory Board shall serve at the pleasure of the Board of Directors.

#### **Section 5. Prohibited Transactions**

The Directors, Incorporators, and any other persons acting in an official capacity on behalf of the Corporation are hereby expressly forbidden to engage in any "prohibited transactions" as defined in Section 501(c)(3) of the Internal Revenue Code and as further specified in the Articles of Incorporation, Attachment 4.

#### **Section 6. Duties and Responsibilities of Guiding Teachers**

Guiding Teachers of TIMC function as guardians of the Buddhadharma and the vision, mission, and values of TIMC. They recognize that Guiding Teachers and other Dharma leaders arise

from the larger community of practice. The Guiding Teachers will engage in a shared discernment process among themselves and in dialogue with the board of directors and the TIMC community to identify additional teachers and the development of a Teachers Council. The Guiding Teachers will share the responsibility of selecting, leading, and orienting other leaders for the weekly meetings of the community, during which there will be a period of both meditation practice and teaching on Buddhist principles.

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These bylaws were approved at a meeting of the Board of Directors of the Triangle Insight Meditation Community on 10-24-2020. They were most recently revised by the Board of Directors on 03-20-2021.