

Bylaws of the Mindfulness Community of Milwaukee, Inc.

Article I. Purposes.

Section 1. Purpose. The Mindfulness Community of Milwaukee, Inc., is a spiritual community dedicated to the creation of a mindful culture fostering loving kindness, compassion, joy, and equanimity. We study and practice teachings from Buddhism and other traditions in order to nurture individuals, families, society, and a healthy planet.

Section 2. Incorporation. The purposes of incorporation are set forth in the articles of incorporation.

Section 3. Construction. These bylaws specify various matters affecting the operation and governance of the corporation and shall be construed in a manner consistent with the articles of incorporation, ch. 181, Wis. Stats, successor laws, and the purposes set forth in this article.

Article II. Members.

Section 1. Members. a. The membership consists of all those individuals identified in the records of the corporation on April 1, 2012, and all those individuals elected to membership thereafter.

b. The membership shall not include individuals who have submitted a written notice of resignation with the secretary of the corporation or who are removed from membership for failure to participate in at least one meeting of corporation members in the course of a year. A written notice of absence submitted by a member to the secretary prior to any given meeting constitutes participation in the meeting for the purpose of continuing in membership.

c. A member who has resigned or been removed from membership may be readmitted in the same manner as new members are elected under section 2.

Section 2. New Members. New members are elected by a majority vote of members present at a meeting of the members.

Section 3. Governance. To the extent permitted by law, the membership of the corporation shall be vested with all powers of governance and management of the corporation. The members may, by resolution, delegate specific authority to officers, directors, employees, agents, committees and other parties.

Section 4. Responsibilities and Voting Rights of Members. a. Each member is entitled to one vote on any matter submitted to a vote of the members.

b. The members shall have all voting rights provided under ch. 181, Wis. Stats., or successor laws.

c. Members have no responsibilities and voting rights on any matter except as provided in the bylaws.

Section 5. Meetings and Notice. a. The members shall hold an annual meeting in the month of October to elect officers and to conduct all other business as may be necessary.

b. The members shall hold 3 regular meetings each year in the first, second and third calendar quarters.

c. Special meetings of the membership for any purpose shall be held whenever called by the president of the corporation, or by majority of the officers if the president is absent or is unable or refuses to act.

d. Notice of any meeting of the members shall be reasonable within the meaning of ch. 181, Wis. Stats., and shall include information about the time and place of the meeting, and shall, at a minimum, include a brief statement of the matters or types of matters to be presented to the membership for discussion, deliberation or decision. Written notice prominently posted in the primary corporate offices at least 15 days prior to any meeting of the members shall be sufficient. The secretary shall state in the minutes of any meeting whether notice was duly given.

e. All meetings shall be held on the date and at the time specified in the notice of the meeting, and, unless otherwise specified in the notice, all meetings shall take place at corporation offices.

f. In the event of failure, through oversight or otherwise, to hold an annual meeting or any regular meeting of members in a timely manner in any year, the meeting may be held at a later date with proper notice, and any election had or business transacted at such meeting shall be as valid as if it had been transacted at a timely annual or regular meeting during the calendar year.

g. The transaction of business at any meeting of the members, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of meeting, is signed by (a) each member not present at the meeting and (b) each member at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of minutes of the meeting.

Section 6. Meeting Procedures. a. The president, or in the absence of the president, a chair chosen by a majority of the members present, shall act as chair at any meeting of the members. The secretary, or in the absence of the secretary, a person appointed by

the chair of the meeting, shall act as secretary of the meeting. The first order of business shall be presentation, amendment as appropriate, and approval of minutes of prior meetings together with approval of any changes to the list of members if offered by the secretary or upon motion adopted by the members.

b. The chair is responsible for facilitating the conduct of business at each meeting. The chair may establish rules as appropriate to assure that members wishing to participate in deliberation may do so in a fair and orderly manner, respectful of the views, positions and concerns of other members. A majority of members present may, upon motion, override a ruling or rule of procedure made by the chair.

c. Fifteen percent (15%) of the number of members fixed by these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act or decision of the members unless the act of a greater proportion is required by law, the articles of incorporation or these bylaws.

d. Members shall vote openly on any matter submitted to a vote, except a majority of the members present at a meeting may vote to submit one or more specified issues to a secret ballot. The members may, by resolution, provide for proxy voting under ch. 181, Wis. Stats., for specified or general purposes.

e. Any action which may be taken at a meeting of the members may be taken without a meeting if all members consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the members.

f. Any meeting of the membership, whether regular or special, and whether or not a quorum is present, may be adjourned to a later date and place by the vote of a majority of the members present. At any reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the adjourned meeting.

Article III. Officers.

Section 1. Officers. The corporation shall have a president, a secretary, a treasurer and such other officers or assistant officers as the membership may from time to time elect. Any two or more offices may be held by the same person, except that the offices of president and secretary may not be held by the same person.

Section 2. Election. The officers of the corporation shall be chosen annually by the members at the annual meeting, and each officer shall hold office until the officer's successor is duly elected and qualified, or until the officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the secretary. A resignation shall take effect at the time specified in the written notice or, if no time is specified, then upon receipt of the resignation notice by the secretary and,

unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by action of the members, whenever, in their judgment, the best interests of the corporation will be served by removal, without prejudice to the contract rights, if any, of the officer who is removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of the office upon election by the members.

Section 6. President. The president shall:

a. Be the chief executive officer of the corporation and shall have duties, responsibilities and powers as may be necessary to carry out the directions and policies of the members or as are prescribed in these bylaws or otherwise delegated by the members.

b. May sign and execute, in the name of the corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or documentation specifically authorized, except when the signing and execution thereof shall have been expressly delegated by the members or by these bylaws to some other officer or agent of the corporation; provided, that neither the president nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders of payment of money notes, acceptances, or other evidence of indebtedness without the specific authority of the members pursuant to article IV below in these bylaws dealing with these matters.

c. Shall, whenever it may in the president's opinion be necessary, prescribe the duties of other officers and employees of the corporation, in a matter not inconsistent with the provisions of these bylaws.

Section 7. Secretary. The secretary shall:

a. Certify and keep at the principal office of the corporation the original or a copy of its articles of incorporation and bylaws, as amended or otherwise altered to date.

b. Keep at the principal office of the corporation or such other place as the members may direct, a book of minutes of all the meetings of the members of the corporation, and the minutes, if any, of the meetings of committees, with the time and place of holding, a statement whether a meeting of the members is annual, regular or special and, if special, how authorized, and shall describe the manner in which notice was given for each meeting, and the names of those present at the meeting.

c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

d. Be custodian of the records and of the seal of corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

e. See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

f. Exhibit for inspection upon request, the relevant books and records of the corporation to any member for any proper purpose at any reasonable time.

g. In general, perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the members.

Section 8. Treasurer. The treasurer shall perform, or shall direct another to perform, the following functions:

a. Maintain charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all these funds in the name of the corporation in banks, trust companies or other depositories as selected by the members.

b. Keep and maintain adequate and correct amounts of the corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

c. Exhibit for inspection upon request the relevant books and records of the corporation to any member for any proper purpose at any reasonable time.

d. Render interim statements of the condition of the finances of the corporation to the members upon request, and render a full financial report at the annual meeting of the members.

e. Receive, and give receipt of, moneys due and payable to the corporation from any source whatsoever.

f. In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the members or the president.

Section 9. Compensation. There is no compensation for officers in this corporation.

Article IV. Finance.

Section 1. Execution of Instruments. Except as otherwise provided in these bylaws, the members may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or expressly provided in these bylaws, 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 or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The membership may from time to time authorize the opening and keeping of general or special bank accounts with such banks, trust companies or other depositories as may be selected by any officer or officers, agent or agents, of the corporation to whom this power may be delegated by the members. The members may make rules and regulations with respect to bank accounts, not inconsistent with provisions of the bylaws, as the members may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders of payment of money, notes, acceptances, or other evidence of indebtedness issued in the name of the corporation, shall be signed by an officer or officers, agent or agents of the corporation, and in the manner, as determined from time to time by resolution of the members. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made without counter-signature, by the president or treasurer, or by any other officer or agent of the corporation to whom the members, by resolution, delegate such power, or by hand-stamped impression in the name of the corporation.

Section 4. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the members. Authority granted under this section may be general or confined to specific instances. No loans may be made to any officer or director of the corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of two or more officers.

Section 5. Brokerage Account. The members may authorize the opening and keeping of a brokerage account with a broker selected by any authorized officer or officers of the corporation for the express purpose of facilitating acceptance, management and disposition of gifts of marketable securities to the corporation. The members may make rules regulations or policies with respect to a brokerage account not inconsistent with the provisions of these bylaws.

Section 6. Securities. The members may authorize the acceptance of gifts of marketable securities consistent with the purposes of the corporation. The members may adopt rules, regulations or policies with respect to acceptance, management and disposition of marketable securities not inconsistent with the provisions of these bylaws.

Section 7. Reserves. The members may authorize the formation of cash reserves for operating and overhead expenses and for capital and strategic initiatives. The members may make rules, regulations, or policies with respect to cash reserves not inconsistent with the provisions of these bylaws.

Section 8. Solicitation and Receipt of Gifts. The corporation may seek and accept gifts, contributions, donations and bequests for its purposes. While the corporation

encourages unrestricted gifts whose principal or income may be used for the corporation's general purposes, the corporation may accept gifts for a restricted or designated purpose if the restriction is determined by the officers to be acceptable and conforms to these bylaws and any other guidelines established by the members.

Article V. Miscellaneous.

Section 1. Fiscal Year. The fiscal year of the corporation shall end on September 30th.

Section 2. Corporate Seal. The seal of the corporation, if one is adopted, shall contain the name of the corporation and the word "Wisconsin."

Article VI. Indemnification.

Section 1. Mandatory Indemnification. The corporation shall, to the fullest extent permitted or required by Wisconsin statutes, indemnify each officer against any and all liabilities, and shall advance any and all reasonable expenses that are incurred by an officer arising out of or in connection with any proceeding to which such officer is a party because he or she is an officer of the corporation. The corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of expenses to which such person may be entitled under an written agreement, vote of members, the statute or otherwise. The corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this section. The term "Wisconsin statute," as used in this article, shall mean sections 181.041 through sections 181.053 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this article and not otherwise defined herein shall have the meaning set forth in section 181.041.

Section 2. Private Foundation Limitations. Notwithstanding the forgoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under section 181.77 of the Wisconsin statutes or any similar successor provision hereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the corporation) who provides services to or in behalf of the corporation without compensation ("volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, to the fullest extent provided by Section 181.297 of the Wisconsin Nonstock Corporation Law or any similar successor provision. For purposes of this section, it shall be conclusively presumed that any volunteer licensed, certified, permitted or registered under state law and who is performing services to or on behalf of

the corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the corporation in writing.

Article VII. Amendment

The bylaws may only be amended by vote of a majority of the members attending a duly noticed meeting of the members.

Article VIII. Dissolution.

The corporation will automatically dissolve at such time as there are no longer more than 2 members. In such event, or if dissolved by vote of two-thirds of the members at a special meeting held for the purpose of dissolution, the assets remaining after payment of any debts or other obligations shall be transferred to the Unified Buddhist Church, Inc. , C/O Blue Cliff Monastery, 3 Mindfulness Road, Pine Bush, NY 12566, or its successor.

Bylaws approved at the April 2012 quarterly meeting

**Prepared:
Richard Withers
March 26, 2012
richard.withers@att.net**

Note: typographical editing following introduction of draft at meeting of members on January 8, 2012.