



BYLAWS
OF THE SAN FRANCISCO SHAMBHALA CENTER
A MEMBER OF THE SHAMBHALA INTERNATIONAL MANDALA

Article I: Purpose of Bylaws

These bylaws are adopted to regulate the affairs of the San Francisco Shambhala Center (the “Shambhala Center”), a member of the Shambhala Mandala and a corporate division of Shambhala International (Vajradhatu) (“Shambhala International”), a Colorado nonprofit corporation. These bylaws are subordinate to the Charter of the San Francisco Shambhala Center (the “Charter”) issued by Shambhala International on _____.

Article II: Offices

The principal office of the Shambhala Center shall be located in the city of San Francisco, state of California, USA.

Article III: Board of Directors

1. **General Powers.** Subject to the Charter and the provisions of these Bylaws, the affairs of the Shambhala Center shall be governed by a Board of Directors (the “Board”).
2. **Qualifications and Commitment.** Board Members serve as the representatives of the Sakyong Mipham Rinpoche and the Shambhala Mandala within the Shambhala Center and are entrusted with the supervision of the affairs of the Shambhala Center. Board members will be selected principally from existing San Francisco Shambhala community members. In some cases, exceptions to this provision will be made and determined by the existing board on a case-by-case basis subject to the same selection criteria as outlined in Section 3. Putting aside thoughts of personal gain and sectarian prejudice, each board member undertakes to perform his or her duties for the benefit of others, to fulfill the vision of the Sakyong Mipham Rinpoche and the Shambhala Mandala, and to serve the community of Shambhala Center members as well as the larger San Francisco community within which the Shambhala Center is located.

3. **Appointment of Board Members.** The initial board members shall be recommended by San Francisco's current governance committees and subject to voting approval by San Francisco Shambhala community members. Thereafter, all Board Members shall be appointed by the Board of Directors from a combined list of San Francisco community member suggestions and Board Member nominations subject to the provisions of the Charter. Every effort should be made to select Board Members that will fairly represent the constituency of the Shambhala Center's membership and the Shambhala Center's current mission statement. Notice of open Board Member positions and an invitation for potential candidates will be distributed community-wide no less than 30 days before the Board meets to consider the nominations and appoint a new member.

Nomination process:

- a. Nomination: Someone in the community makes a nomination by writing a letter stating why he or she suggests the other member (obtaining a resume if need be) and indicating that the nominee is willing to serve.
- b. Deadline: The Board receives the written nominations by a certain date and reviews the letters (in private session probably) and possibly suggest more names if other or additional areas of skill are needed.
- c. Invitation to interview: The final candidate or few candidates could be interviewed by perhaps just the officers or a small nominating committee over coffee and a recommendation made to the full board. The term of appointment should be specified.
- d. Offered/Not-Offered: Anyone selected could possibly be notified with a paper invitation (generic) that included their name (handwritten) and a term. Those not selected should be informed in writing afterward and thanked wholeheartedly for their willingness to take on this role.

4. **Number and Tenure of Board Members.** The number of Board Members shall not be less than five (5) or more than fifteen (15), as determined by the Board. The center director(s) of the Shambhala Center shall serve as an ex-officio director during his or her term of office. Each other initial Board Member shall hold office for a term of 1, 2 or 3 years, at the end of which his or her service as a director shall conclude, unless he or she is reappointed by the Board. Board Members should revolve off the board for at least a year after serving more than 5 years. Former board members can be reappointed by the Board after such time.

5. **Regular Meetings.** The Board shall meet at least once during each calendar quarter of each year. All regular meetings shall be announced at least 30 days in advance to the members of the Shambhala Center and, in general, be open to attendance by the San Francisco Shambhala community. Board appointments and other sensitive discussions may be conducted in a closed meeting, at the discretion of the board.

(a) Board meeting agendas will adhere to basic parliamentary procedure including recording of votes and a structure as follows (or similar):

- Minutes of last meeting
- Old business
- New business

6. **Annual Meeting.** The first regular meeting of each fiscal year shall be held within thirty (30) days before or after Shambhala Day and is designated as the “Annual Meeting.” At the Annual Meeting, in addition to any other business, the Board shall:

(a) review the financial results of the preceding year;

(b) approve the Shambhala Center’s operating budget, capital project budgets, and fund development plan for the new year;

(c) appoint new Board Members, including reappointment of Board Members whose terms are expiring;

(d) review the performance, employment agreements, and compensation of the center director(s) and other Shambhala Center officers; and

(e) appoint new officers of the Board and Shambhala Center as including reappointment of officers whose terms are expiring

If necessary to complete its business, the Board may continue the annual meeting to a subsequent date, but not more than thirty (30) days later. The Board shall submit a copy of the minutes of the annual meeting, certified by the chairperson and secretary, to Shambhala International within sixty (60) days after the close of the meeting. A copy of the minutes will be distributed to the community and filed at the Shambhala Center for members to read.

7. **Attendance and Quorum.** Board Members are expected to attend all meetings of the Board. A director may be excused from attending a meeting only for good cause. Members will notify the Chairperson in advance of the meeting if they are not able to attend. Unless otherwise provided in

these bylaws, a majority of the Board Members shall constitute a quorum of the Board. In the absence of a quorum, the Board Members in attendance may meet and confer; however, they may not take any final action.

8. **Manner of Acting.** Subject to the Charter, the affirmative approval of an action by two-thirds of the Board Members present at a meeting at which there is a quorum shall be the act or approval of action of the Board. The following actions can be executed by the board with general consensus approval of the Board Members:
 - (a) amending the Charter;
 - (b) amending these Bylaws;
 - (c) appointing or removing a director, an officer of the Board, or the center director(s); and,
 - (d) selling substantially all of the assets of, or liquidating or dissolving the Shambhala Center. In the event that the Board takes action to liquidate or dissolve the Shambhala Center, a 60-day advance notice to the community will be given with a thorough explanation for its rationale.
9. **Compensation.** No Board Member shall be compensated for services as a member. By resolution of the Board, a member may be compensated for services performed for the Shambhala Center in a capacity other than as a Board Member. By resolution of the Board, Board Members may be paid their reasonable expenses of attendance at meetings of or on behalf of the Board. Nothing in this paragraph shall preclude Board Members from being paid for other services they provide to the Shambhala Center.
10. **Electronic Meetings.** The Board may meet by means of conference telephone or similar communication technology by which all persons participating at the meeting can communicate with each other at the same time.
11. **Officers of the Board.** Subject to the Charter, the Board shall appoint the officers of the Board from among the actively serving Board Members or from members of the community that are deemed to have valuable contributions to make as a Board member. The officers of the Board shall include at least a Chairperson, a Secretary, and a Treasurer. The Board may appoint other officers as it considers necessary. One person may hold any two (2) offices, except that no person may simultaneously hold the offices of Chairperson and Treasurer, Chairperson and Secretary, or Treasurer and Secretary. The board may elect a Vice Chairperson. The Vice Chairperson acts as the

Chairperson in the latter's absence. All officers of the Board shall be appointed by and will hold their offices for the terms set by the Board.

12. Powers and Duties of Officers of the Board.

- (A) The Chairperson shall be responsible for the orderly functioning of the board including, without limitation:
- (a) acting as a liaison with the Board Members of Shambhala International;
 - (b) maintaining effective working relations between the Board and officers of the Shambhala Center;
 - (c) convening regular meetings and such other meetings of the Board as he or she determines to be necessary;
 - (d) setting agendas and conducting Board meetings;
 - (e) assuring that the Board meets its responsibilities under the Charter and by law;
 - (f) maintaining Board standards of decorum; and directing the annual performance review of the center director(s).
 - (g) designate a member of the board to assist the chair in the orderly functioning of Board meetings, including facilitating, setting meeting agendas, and notifying Board members of upcoming meetings.
- (B) The Vice Chairperson assists the chair on the above or other specified duties; may be assigned special areas of responsibility such as membership, media, facilities, or personnel; and may serve as the Chairperson-elect for the following term.
- (C) The Secretary shall be responsible for maintaining a system of record-keeping for all official documents, records, and correspondence of the Board; maintaining and communicating the minutes, resolutions, and other records of Board activity; assuring that the Board meets its reporting obligations to Shambhala International and to federal, state, and local authorities; and assisting the chairman in managing the business of the Board.
- (D) The Treasurer, either solely or in conjunction with the comptroller, shall be responsible to:
- (a) assure that thorough and accurate financial records and systems are maintained;
 - (b) submit timely financial reports and projections to the Board and to Shambhala International;

- (c) obtain approval from the Board and, as necessary, from Shambhala International, for creating banking and investment relations, for capital expenditures, and for borrowing transactions;
- (d) participate actively in the formulation, presentation, and approval of the Shambhala Center's budget;
- (e) review significant fund development plans; and,
- (f) assure compliance with applicable federal, state, and local tax and other financial requirements.

The Board may establish a Finance Committee, chaired by a Board member, to assist in or serve the functions of the Treasurer or Chief Financial Officer.

In fulfilling their responsibilities, the officers of the Board may exercise all necessary, appropriate, and legal powers that pertain to their offices, except as modified by resolution of the Board.

13. Additional Board Member Responsibilities.

- (a) Financial commitment. All members of the board are expected to make monthly and/or annual financial contributions to the Shambhala Center to the extent to which they are able, in the spirit of leading by example.
- (b) The Shambhala Center's effectiveness as a volunteer-driven organization depends on the interest, inspiration, and involvement of its members. The Board of Directors will make every effort to make decisions that uphold the principles of Shambhala Vision in a way that supports and enables the active participation of existing and future Shambhala Community Members.

14. General Board of Director Responsibilities

- (a) The Board oversees the overall mission, vision, and financial strategy of the Shambhala Center.
- (b) The Board approves an annual budget which is submitted by the finance committee and the center's director(s).
- (c) The Board hires, reviews, and terminates director(s).

Article IV: Officers of the Shambhala Center

1. **General Powers.** Subject to the Charter, the provisions of these Bylaws, and the resolutions of the Board, the affairs of the Shambhala Center shall be managed by one or two Directors and other officers of the Shambhala Center (the “Officers”).
2. **Qualifications.** Officers, like Board Members, serve as the representatives of the Sakyong Mipham Rinpoche and the Shambhala Mandala within the Shambhala Center. Each Officer shall be a full member of the Shambhala Center. Putting aside thoughts of personal gain and sectarian prejudice, each Officer undertakes to perform his or her duties for the benefit of others, to fulfill the vision of the Sakyong Mipham Rinpoche and the Shambhala Mandala, and to serve the community of Shambhala Center members as well as the larger community within which the Shambhala Center is located.
3. **Appointment and Terms of Office.** The Officers shall include at least a Center Director and a Chief Financial Officer or Comptroller. Subject to the Charter, the Board shall appoint and set the term of office of the center director(s). All other Officers and Shambhala Center staff members shall be selected by the center director(s), subject to approval by the Board. No Officer shall be appointed to a term exceeding three (3) years, unless he or she is reappointed by the center director(s). and approved by the Board of Directors. There shall be no limit on the number of terms an Officer of the Shambhala Center may serve.
4. **Powers and Duties of the Center Director or Co-Directors.** The Director(s) serve as the chief administrative officers of the Shambhala Center. The Director(s) are also officers of Shambhala International and may be referred to as a “Vice Presidents of Shambhala International” when signing documents in furtherance of the affairs of the Shambhala Center; provided, however, that the Director(s) may not act on behalf of Shambhala International without a written resolution authorizing such act(s) signed by a director of Shambhala International.

The Director(s) shall generally be responsible for managing the administration of the Shambhala Center, including, without limitation, developing, articulating, and managing a plan for the operation of the Shambhala Center; managing the approved operating budget of the Shambhala Center and any capital improvement or acquisition budgets; managing the real and personal property of the Shambhala Center; assuring compliance with applicable policies of Shambhala International and the requirements of local, state, and federal law; and acting as representatives of the Shambhala Center within Shambhala International and in the larger community. Subject to the

Charter and Section 5 hereinafter, all officers and staff of the Shambhala Center shall serve under the direction of the Director(s). In fulfilling these duties, the Director(s) may exercise all necessary, appropriate, and legal powers that pertain to the office, subject to the Charter, these Bylaws, and the resolutions of the Board.

(a) **Annual review:** The Center Director(s) and other leaders who are responsible for large projects will be reviewed annually by the Board. The Director of Northern California Shambhala or person(s) appointed by the Board will lead the initial review process. Directors will set 3-5 achievable goals for him/herself for a six month and 12 month period. These goals will be presented to the Board for approval and then the Board (or a Board committee representing the Board) will perform a review at six months and one year.

(b) **Stipends:** Any stipend amounts for Center Director(s) will be reviewed for appropriateness during the six month and annual review process. Stipend amounts will be set based on the responsibilities and goals for which the Center Director(s) is responsible. Stipends are only increased based on performance. Stipends can be decreased or cease altogether if goals are not being achieved.

5. **Powers and Duties of the Chief Financial Officer or Comptroller.** The Center director(s) shall appoint an Officer with principal responsibility to manage the financial affairs of the Shambhala Center. Depending on the level of responsibility, this officer may be designated as the Chief Financial Officer or, if the position is primarily ministerial, Comptroller. The Chief Financial Officer or Comptroller shall work in conjunction with the Treasurer and/or the Board's Finance Committee to perform duties and exercise the powers described in Article III, Section 12(D), above.
6. **International Administration Officers.** Officers of the Shambhala Center may include positions that are also part of a Shambhala International administration, such as the Vajradhatu ecclesiastical mandala, Shambhala Training International or the Dorje Kasung. Persons holding such offices may be subject to direction by the international administration. Such officers, the center director(s), and the international administration will work cooperatively to maintain clear communication and execution of the officers' responsibilities in the best interests of the Shambhala Mandala.
7. **Compensation.** Officers may be compensated for their services. The Board shall set any compensation, including salaries and benefits, of the Center director(s). The compensation of all other officers and staff members shall be set by the Center director(s) within the terms of the annual

budget approved by the Board. Officers may be paid their reasonable expenses incurred in performing their services for the Shambhala Center.

Article V: Indemnification of Board Members and Officers

Service on behalf of the Shambhala Center as a director or officer is an act of personal devotion and commitment to the purposes of Shambhala International and the Shambhala Center. Board Members and Officers shall be protected to the fullest extent permitted by law from exposure to personal liability and expense resulting from their positions and the actions taken by them in those positions. The Shambhala Center shall indemnify and defend Board Members and officers from claims, liability, damages, and expense to the fullest extent permitted by law.

Article VI: Upaya Council

1. **Responsibilities:** The Upaya Council is responsible for the operations of the center, including communication, education, programming, practice, and environment. It does not make large financial decisions, although center directors are signers on the checking account and work with the comptroller on paying bills.
 - (a) Each Upaya council member is responsible for their area of operations in the Center (i.e., education, practice); for working with their own team or committee and reporting back to the Upaya council at council meetings.
 - (b) Center Co-Directors chair the Upaya Council and oversee Upaya council areas of responsibility by supervising committee leaders.

Article VII: Dispute Resolution

1. Working in agreement with the Section 7 of the Shambhala International Charter and Bylaws, the Health and Well Being Committee serves to help resolve problematic situations that cannot be resolved by the Co-Directors, Board of Directors or Upaya Council.
 - (a) The Rusung or Desung serves on this committee, along with an elder from the community and other appropriate Sangha members.
 - (b) The composition of the committee will be at least in part, people outside of the Board of Directors or Upaya Council.
 - (c) The committee shall be constituted so that people have a place to turn to if they feel they cannot work out issues with the center leadership (i.e., the Director(s)).

Article VII: Designated Contributions

The Board may accept any contribution, grant, donation, bequest or device consistent with the Shambhala Center's tax-exempt, charitable purposes ("Contributions"). Donor-designated Contributions may be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Board reserves all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof. Further, the Board shall retain sufficient control over all donated funds to assure that such funds will be used solely to carry out the Shambhala Center's tax-exempt purposes.

Article VIII: Miscellaneous

1. **Fiscal Year.** The Shambhala Center shall have the same fiscal year as Shambhala International.
2. **Notification.** The Board will provide an annual summary report of the Shambhala Center's current and retiring Board Members and Officers to Shambhala International 30 days following the first meeting of the fiscal year.

Ratification

We hereby certify that the foregoing Bylaws are the Bylaws of the San Francisco City Shambhala Center, duly adopted by resolution of the Board of Directors on _____.

Secretary

Date

Center Director

Date

Center Director

Date