

BYLAWS OF TWIN CITIES VIPASSANA COLLECTIVE

ARTICLE I—NAME AND PURPOSE

SECTION 1—NAME

The name of the organization shall be Twin Cities Vipassana Collective. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

SECTION 2—PURPOSE

Twin Cities Vipassana Collective is organized exclusively for charitable and educational purposes.

The purpose of this organization is:

1. To provide opportunities to hear and practice vipassana (insight) meditation, metta (lovingkindness) meditation, and other teachings from the Theravada Buddhist tradition.
2. To sponsor meditation retreats suitable for both beginning and experienced practitioners.
3. To increase access to the teachings of meditation by providing financial assistance and other support to practitioners.
4. To contribute to the skillful transference of Buddhist teachings to North America by sponsoring retreats in the upper Midwest region led by senior meditation teachers in the Theravada Buddhist tradition.

ARTICLE II—MEMBERSHIP

SECTION 1—ELIGIBILITY FOR MEMBERSHIP

Application for voting membership shall be open to any person who has ever attended a TCVC retreat, who supports the general purposes of TCVC, and who has an active email address. Membership is granted to anyone meeting the above criteria who requests membership. Membership may be requested by

1. Signing up at the end of a retreat
2. Contacting the membership coordinator
3. Attending any meeting of TCVC

SECTION 2—ANNUAL DUES

There shall be no annual dues for membership.

SECTION 3—RIGHTS OF MEMBERS

1. Members may, at their request, receive meeting notes via email.
2. Each member shall be eligible to vote for board members and to vote on other matters discussed at the annual meeting or any other special meeting of the entire organization. Only members present at the annual meeting shall be eligible to vote.
3. Members have the opportunity to help shape TCVC policy and direction by giving feedback to the Board of Directors regarding any aspect of TCVC's activities.
4. Members are invited to attend regular meetings of the Board of Directors and to contribute to the discussion; however, they do not have voting rights at these meetings.

SECTION 4—RESIGNATION AND TERMINATION

1. Any member may resign by notifying the membership coordinator.
2. A member will be removed from the membership list if their email account is closed and they have not provided a new address, or if they have not made contact with the organization in two years. Any member removed from the membership list due to inactivity can be reinstated by reactivating their membership as if they were joining for the first time.
3. A member can have their membership terminated by a majority vote of the membership. A member who has had their membership terminated by a majority vote of the membership can also be reinstated by a majority vote of the membership.

SECTION 5—NON-VOTING MEMBERSHIP

The board shall have the authority to establish and define non-voting categories of membership, such as advisory members.

ARTICLE III—MEETINGS OF MEMBERS

SECTION 1—ANNUAL MEETINGS

The only regular meeting of the membership shall be the annual meeting. The annual meeting of the membership shall take place in April or May of each year, the specific date, time and location of which will be decided upon by the board and publicized by the Communications Coordinator.

At the annual meeting the members shall receive reports on the activities of TCVC and elect directors, who will set the direction of the organization and manage its activities for the coming year.

SECTION 2—SPECIAL MEETINGS

Special meetings may be called by the chair or a simple majority of the Board of Directors. A petition signed by 5% of voting members may also call a special meeting.

SECTION 3—NOTICE OF MEETINGS

A notice of each general membership meeting shall be sent to each member via email not less than two weeks prior to the meeting.

SECTION 4—QUORUM

The members present at any properly announced meeting of the general membership shall constitute a quorum.

SECTION 5—VOTING

All issues to be voted on shall be decided by a simple majority of those present at the meeting at which the vote takes place.

ARTICLE IV—BOARD OF DIRECTORS

SECTION 1—BOARD ROLE, SIZE, AND COMPENSATION

The board is responsible for overall policy and direction of TCVC. The work of TCVC is carried out by the board and volunteers. The board shall have up to 12, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

SECTION 2—TERMS

All board members shall serve two-year terms and are eligible for re-election for up to three consecutive terms, with the exception of the first year, in which one of the board members shall serve a one-year term. All subsequent board positions are two-year terms, with the purpose of having staggered terms.

SECTION 3—MEETINGS AND NOTICE

The board shall have regular meetings throughout the year to plan retreats and the annual meeting, and to conduct any other business of TCVC. An official board meeting requires that each board member receive notice via email at least two weeks in advance.

SECTION 4—BOARD ELECTIONS

Prior to the annual meeting in April/May, the board of directors shall nominate Directors to replace those whose terms will expire at the end of the fiscal year. This nomination shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. Nominations shall also be taken from the floor at the annual meeting.

The board will be elected by the membership at the annual meeting, with a training period in May and June. Board terms begin on July 1. Officers shall be chosen by the board.

SECTION 5—ELECTION PROCEDURES

The board shall be responsible for nominating a slate of prospective board members. In addition, any member can nominate a candidate to the slate of nominees by communicating with any board member. Nominations will also be taken from the floor at the annual meeting.

New directors shall be elected by a majority of members present at the annual meeting. Directors so elected shall serve a term beginning on the first day of July.

SECTION 6—DECISION-MAKING AND QUORUM

Ordinarily, decisions are made through consensus by the board members present at the meeting. When that is not possible, the board will make decisions by voting, with a simple majority of those present deciding the vote. The decision to move from a consensus model to a voting model uses a “fist-to-five” method, with each board member showing either no fingers indicating no support, or up to all five fingers, which indicates total support. If there is at least one person who shows two or less fingers, the board shall discuss the issue further. If all members show at least three fingers, then the chair can call for a simple majority vote.

For decisions regarding bylaws and policy, a quorum is necessary. A quorum shall consist of sixty percent of the board members.

SECTION 7—OFFICERS AND DUTIES

There shall be three officers of the board, consisting of a chair, secretary and treasurer. Their duties are as follows:

The chair shall...

- Convene regularly scheduled meetings of the board or membership or arrange for another member of the board to do so.
- Call special meetings of the membership or board as necessary.
- Act on behalf of the organization or delegate the power to do so any other board member or committee.
- Hold the power to sign contracts or legal agreements for the organization or to delegate that power to any other board member.

The secretary shall...

- Keep records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, and distributing copies of minutes and the agenda to each board member.
- Be responsible for confirming the date, time and location of regular meetings, and communicating to the membership.
- Maintain the membership list.
- Maintain organizational records and documentation, including documentation needed to maintain non-profit status, as well as historical records.

The treasurer shall

- Provide a written report for the annual meeting and other reports at the request of the board.
- Chair the finance committee and insure that the functions of the finance committee are carried out.
- Make financial information available to board members and the public.
- Write checks, make bank deposits and reconcile the checking account.
- Be responsible for reconciling the fees due to the retreat center, and ensure that this bill and all other outstanding bills are paid at the end of each retreat.

SECTION 8—VACANCIES

When a vacancy on the board exists mid-term, board members will discuss prospective candidates for the open position, select prospective candidate(s), and authorize the volunteer coordinator or another board member to invite the candidate(s) to fill the open position. These vacancies will be filled only to the end of the departing board member's term.

SECTION 9—RESIGNATION AND TERMINATION

Resignation from the board must be in writing and received by the secretary. A board member may be removed for any reason by a three-fourths vote of the remaining directors.

SECTION 10—SPECIAL MEETINGS

Special meetings of the board shall be called upon the request of the chair or one-third of the board. Notices of special meetings shall be communicated by the secretary or another board member to each board member at least two weeks in advance. If deemed necessary by the Executive Committee, a special board meeting may be called with less advance notice. In order to do so, all board members must be notified in person or by a phone call and every attempt made to schedule the meeting such that any board member who wishes to attend is reasonably accommodated.

ARTICLE V—COMMITTEES

SECTION 1—COMMITTEE FORMATION

The board creates and oversees committees, such as the retreat committee, communications committee, finance committee, and volunteer and nominations committee. A committee may be comprised of one or more persons.

SECTION 2—EXECUTIVE COMMITTEE

The three officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

SECTION 3—FINANCE COMMITTEE

The treasurer is the chair of the Finance Committee, which includes at least one other board member who is also a signatory on the checking account. The Finance Committee is responsible for

- Organizational bookkeeping, tracking income and expenses, and making financial projections.
- Developing and reviewing fiscal procedures.
- Fundraising plan.
- Determining retreat budgets, negotiating retreat fees with retreat center, and setting retreat registration fees.
- Overseeing the award of retreat subsidies according to TCVC policy.
- Accountability to the community at large to ensure that financial resources are used for the intended purposes.
- Annual tax filing and any other financial reporting required to maintain non-profit status.
- Acknowledges tax-deductible donations as required by law.

All expenditures must be used for the purposes of the organization. The board or the Executive Committee must approve any major change in financial goals or policy.

Our financial goal is to remain solvent while providing retreats to the community at the lowest possible cost. We aim to break even on retreat income and expenses. To ensure ongoing operations, we maintain designated reserve funds for purposes such as retreat cash flow, general operating expenses, retreat scholarships and emergency back up.

The fiscal year shall be the calendar year.

Annual reports are required to be submitted to the board showing income and expenditures. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VI—STAFF

SECTION 1—STAFF

Board members and committees carry out the day-to-day responsibilities for the organization, guided by the organization's goals and policies. The board may hire and supervise paid staff as needed.

ARTICLE VII—AMENDMENTS

SECTION 1—AMENDMENTS

These bylaws may be amended when necessary by a quorum of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on September 13, 2006.

Secretary

Date