

Society for Buddhist-Christian Studies

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. Members. The members shall include any persons or groups who pay the annual membership dues. Rates, categories, and variable scales of membership dues shall be managed by the Membership Committee of the Board of Directors and any changes thereto shall be approved by the Board of Directors, as provided in Article V, Section 1 of these Bylaws.

Section 2. Privileges of Membership. All members may attend any meeting of the membership including the annual meeting, and have privilege of voice thereat, and annually shall receive copies of the Journal *Buddhist-Christian Studies*, and any newsletters or announcements produced for the membership as a whole.

Section 3. Duration and Termination of Membership. A member may terminate membership at any time by giving notice of such action to the Secretary in writing. Memberships are annual, based on the calendar year, and are renewable.

ARTICLE II MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the membership for the election of directors and for the transaction of such other business within the powers of the corporation as may properly come before the meeting, without special notice of such business, except as limited by law or these Bylaws, shall be held each year at such time and place as the Board of Directors shall determine. If the annual meeting of the membership is not held as herein prescribed, the election of directors may be held at any meeting thereafter called pursuant to these Bylaws.

Section 2. Special Meetings. Special meetings of the membership, for any purpose or purposes, unless otherwise provided by statute, may be called by the President, or in his or her absence by the Vice-President, or by a majority of the Board of Directors, and shall be called at any time by the President or any Vice-President or the Secretary or the Treasurer upon receipt of a petition bearing the signatures of ten (10) members. The petition and signatures may be submitted in written, printed, or electronic form. The business transacted at a special meeting shall be confined to the purpose or purposes stated in the call.

Section 3. Notice of Meetings. Written, printed, or electronically communicated notice stating the time and place or electronic access point of the meetings and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by mail, or electronically to each member of record not less than five (5) nor more than thirty (30) days before the date of the meeting, by or at the direction of the President or the Secretary or the officer or persons calling the meeting.

Section 4. Quorum. Five (5) percent of the members of the corporation shall constitute a quorum for the transaction of any business at a meeting of the members.

Section 5. Voting. At any meeting of the membership, each member in attendance physically or electronically shall be entitled to one vote on each matter of business on which a vote is called during that meeting. Any member not in attendance may appoint, by an instrument submitted to the Secretary prior to the meeting in writing or via secure electronic communication, a proxy who will be empowered to cast that absent member's vote on each matter of business on which the membership votes during that meeting.

Section 6. Adjournment. Any meeting of the membership, whether annual or special, may be halted and rescheduled by a majority of those present. Notice of such adjourned meeting shall be sent to all members containing the time and place or electronic means and access point of holding the rescheduled meeting. At any such adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called and notified.

ARTICLE III BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The Board of Directors shall consist of eight (8) at-large members, the officers of the corporation, chairpersons of standing committees, and at least two international advisors.

At-large Directors shall be elected at the annual meeting of the membership by a plurality vote. Term of service shall be four (4) years, with two new at-large Directors elected each year as the staggered terms of these Directors expire. All persons so elected shall hold office until their successors are elected and qualify. At-large Directors must be furloughed at least one year between terms. International advisors shall be appointed by the board of directors for four year terms, which may be renewed without a furlough period. They will help the Society keep aware of areas of international coordination and cooperation and relevant developments in other parts of the world. International advisors shall not be counted in the calculation of the quorum for board meetings, but may vote if present physically or by remote connection.

Officers of the corporation and chairpersons of standing committees shall serve as Directors for terms that coincide with their terms as officers of the corporation and chairpersons of standing committees as stipulated under Articles IV and V of these Bylaws.

The Board of Directors, in its make-up, should reflect the diversity of the membership, balancing as much as possible Buddhist and Christian, men and women, and other inclusion factors.

Section 2. Powers of the Board of Directors. In addition to the powers and authorities granted by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 3. Vacancies. Except as provided in Section 3 of this Article III, all vacancies in the

Board of Directors, whether caused by resignation, death, or otherwise, may be filled by a majority of the remaining Directors attending a stated or special meeting called for that purpose. A Director thus elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualifies.

In case of a temporary vacancy due to sickness or disability of any Director, the remaining Directors, whether constituting a majority or a minority of the whole Board, may appoint some person as a Substitute Director who shall be a Director during such absence or disability and until such Director returns to duty. The termination by the Board of Directors, as shown in the minutes, of the fact of such absence or disability and the duration thereof shall be conclusive as to all persons and the corporation.

Section 4. Meetings. The Board of Directors shall hold meetings at the call of the President or any two (2) Directors as often as the business of the corporation may require.

The secretary shall give notice to each Director of each meeting of the Board of Directors by mail, delivery, or electronic communication of the same, at least two (2) days before the meeting, unless otherwise prescribed by the Board. The failure by the Secretary to give such notice or by any Director to receive such notice shall not invalidate the proceedings of any meeting at which all members shall be present, or where such notice shall be duly waived by all absentees, either before or after the holdings of such meeting, provided a quorum of Directors is present.

Section 5. Conduct of Business Electronically. The Board of Directors shall at times conduct business of the corporation via electronic communication. At the call of the President or any two (2) Directors, members of the Board shall discuss and vote on matters that arise between formal Board meetings.

Section 6. Quorum. A majority of the number of Directors fixed by Section 1 of this Article III shall be necessary at all meetings to constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting, which may be reconvened at a subsequent date without further notice, provided a quorum be present at such deferred meeting. Directors may be present in person or by live audio or video communication. At all meetings of the Board of Directors, each Director shall be entitled to one vote and a majority of votes shall carry the issue, unless otherwise stipulated in these Bylaws.

Section 7. Committees. The Board of Directors shall appoint the members of the standing committees whose purposes, tasks, and leadership are stipulated in Article V of these Bylaws. Ad hoc committees invested with such powers as the Board of Directors may see fit and subject to such conditions as may be prescribed by the Board may be appointed by the Board of Directors from time to time. All committees shall keep regular minutes of the transactions of their meetings, shall cause them to be recorded in books kept for that purpose in the office of the corporation or in digital form stored on a secure electronic location accessible to members of the Board, and shall report the same to the Board of Directors at its next meeting.

Section 8. Executive Committee. An Executive Committee consisting of the President, Vice-President, Past-President, and Secretary shall have such powers of the Board of Directors in the management of the business and affairs of the corporation as set forth in these Bylaws and the

Articles of Incorporation, including the authorization to affix the seal of the corporation to all papers requiring same.

Section 9. Approval of Acts of the Board of Directors. At any annual or special meeting of the membership any or all of the acts and doings of the Board of Directors may be ratified and approved by the membership, and such ratification and approval shall be as valid and as binding upon the corporation and upon all the members as though it had been ratified and approved by every member of the corporation.

Section 10. Conflict of Interest. A Director who has a financial interest in or a board membership on an entity that has or may have a transaction with the corporation shall disclose that fact to the other directors who will determine if there is a real or perceived conflict of interest and whether the interested Director should participate in any vote on the transaction. .

ARTICLE IV OFFICERS

Section 1. Appointment and Removal of Officers. The officers of the corporation shall be a President, Vice-President, Past-President, Secretary, Treasurer, Journal Editor (or Co-Editors), Newsletter Editor, and Book Review Editor. Officers shall be appointed by the Board of Directors and ratified by the membership at the annual meeting, to terms described in the following sections of this Article IV. They shall hold office until their successors are appointed and qualify.

One person may hold two (2) offices at the same time, except that the same person shall not hold the offices of President and Secretary at the same time. No person may hold more than two (2) offices at the same time.

Any officer or agent elected or appointed by the Board of Directors may be removed for cause, after that person is afforded a hearing before the Board, and such person may, at his or her own expense, be represented by counsel of his or her own choice. After the hearing, the Board of Directors shall vote by written ballot as to whether the person shall be removed. If a majority of the Board of Directors does not vote to sustain the removal of such person, he or she shall continue in office.

Section 2. The President. The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall have general supervision of the affairs and business of the corporation, make reports to the Board of Directors and members, and perform all such other duties as are incident to the President's office and are properly required by the Board of Directors. The President shall serve a term of two (2) years.

Section 3. The Vice-President. The Vice-President shall perform all the duties and exercise all the powers and rights of the President provided by these Bylaws or otherwise during the absence or disability of the President, or whenever the office is vacant, and shall perform all other duties assigned from time to time by the Board of Directors and the President. The Vice-President shall serve as program chair for the annual meeting. The Vice-President shall serve for a term of two (2) years , after which time he or she shall become President.

Section 4. The Past-President. The immediate Past-President shall serve as a member of the Executive Committee for a term of two (2) years following his or her term as President.

Section 5. The Secretary. The Secretary shall issue notices for all meetings of the membership and the Board of Directors, keep minutes of all meetings, have charge of the corporate books, and make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Secretary shall keep records of the members of the corporation and/or act as liaison with agencies charged with such functions on behalf of the corporation, showing their places of residence, and the time when they became members of the corporation. The Secretary shall serve a term of four (4) years. The Secretary may serve unlimited, consecutive terms.

Section 6. The Treasurer. The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required by the Board an account of all transactions as Treasurer and of the financial condition of the corporation.

The Treasurer shall be responsible for matters relating to the incorporation of the Society in the state of California and its nonprofit status with the Internal Revenue Service.

The Treasurer shall perform all duties incident to the office or that are properly required of the Treasurer by the Board of Directors, including from time to time or as directed by the Board of Directors, membership promotions to maintain and develop the Society's membership rolls, and / or working with agencies charged by the corporation with such functions. The Treasurer shall be appointed to a four (4) year term. The Treasurer may serve unlimited, consecutive terms.

Section 7. The Journal Editor or Co-Editors. The Journal Editor(s) shall oversee the publication of a journal devoted to the interests of the corporation: academic, interpersonal, and interreligious dialogue and exchanges between Buddhists and Christians. The Journal Editor(s)' terms shall be four (4) years. The Journal Editor(s) may serve unlimited, consecutive terms.

Section 8. The Book Review Editor. The Book Review Editor shall manage the book reviews section of the Society's journal by identifying books to be reviewed, obtaining reviews from qualified reviewers, editing and assembling the reviews, and sending them to the journal editor(s). The Book Review Editor's term shall be four (4) years. The Book Review Editor may serve unlimited, consecutive terms.

Section 9. The Newsletter Editor. The Newsletter Editor shall oversee the publication of a periodic newsletter for members of the corporation. The Newsletter Editor's term shall be four (4) years. The Newsletter Editor may serve unlimited, consecutive terms.

Section 10. Vacancy, Absence, or Disability. Vacancies in any office arising from any cause may be filled by the Board of Directors at any special meeting. In the case of absence or disability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer it may select, except that the offices of the President and Secretary shall not be held by the same person.

Section 11. Appointment of Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

ARTICLE V COMMITTEES

Section 1. Membership Committee. The Membership Committee shall plan and conduct membership campaigns, be responsible for orientation of new members, devise ways and means of increasing attendance at meetings and activities, and maintain a roster of members eligible to vote or hold office. The Membership Committee shall monitor the annual dues of membership in the Society. When the Membership Committee determines that changes in the rates, categories, and/or variable scales of membership dues are needed, the Membership Committee shall submit the proposed changes to the Executive Committee. The Executive Committee shall consider the proposed changes and bring those changes to the Board of Directors for discussion and approval.

The Membership Committee will be co-chaired by the Treasurer and the Chair of the Social Media and Website Committee, and will include at least one other SBCS member with 4 year terms. The President shall be an ex officio member of the Membership Committee.

Section 2. Program Committee. The Program Committee shall set up an annual program of social and professional activities and shall tend to all details of such activities. The Vice-President shall be chair of the Program Committee. The President and the Journal Editor or Co-Editors shall also serve on the Program Committee. The Vice-President may also name others to serve on an ad hoc basis.

Section 3. Nomination Committee. The Nomination Committee shall seek, contact, and recruit potential members to serve on the Board of Directors. The Nomination Committee shall submit to the Executive Committee, before the annual meeting, a slate of names of persons to fill all current and upcoming vacancies on the Board of Directors. The Executive Committee shall bring those names to the Board of Directors' annual meeting for discussion. The Board of Directors shall bring to the membership a slate of names of persons it recommends to fill all current and upcoming vacancies on the Board of Directors, based on but not limited to the Nomination Committee's recommendations. Additional nominations may be made from the floor of the members' annual meeting.

The Nomination Committee shall also seek, contact, and recruit potential members to serve on the standing committees delineated in this Article V and any ad hoc committees the

Board of Directors establishes from time to time. The Nomination Committee shall submit to the Executive Committee, before the annual meeting, a slate of names to fill all current and upcoming vacancies on the Committees. The Executive Committee shall bring those names to the Board of Directors' annual meeting for discussion. The Board of Directors shall appoint members to all committees.

The Nomination Committee shall consist of the President (chair), the Vice-President, the Past-President, and the Secretary. The Nomination Committee member's term of office shall correspond to their terms of office as President, Vice-President, Past-President, and Secretary.

Section 4. Streng Book Award Committee. The Streng Book Award Committee will nominate an outstanding volume in the area of Buddhist-Christian studies for an annual award. Three persons shall serve on this committee for staggered three (3) year terms. Members may serve more than one consecutive term.

Section 5. Social Media and Website Committee. The Social Media and Website Committee will coordinate and oversee the content and updating of the Society's website, Facebook page, on-line blog and any other media formats that serve the purposes of the society. This committee shall be made up of a chairperson and at least two other members, serving 4 year terms. They may serve consecutive terms.

Section 6. Additional Committees. There may be such additional committees as the Board of Directors shall determine from time to time.

ARTICLE VI FISCAL YEAR AND DEPOSITS

Section 1. Fiscal Year. The fiscal year of the corporation shall be the calendar year, unless otherwise determined by resolution of the Board of Directors.

Section 2. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII EXECUTION OF INSTRUMENTS

Section 1. Proper Persons. Except as otherwise provided in these Bylaws or by law, all written instruments of the corporation, including checks, drafts, notes, bonds, acceptances, deeds, leases, and contracts shall be signed by such person or persons as may be designated by resolution by the Board of Directors, and in the absence of any such resolution, then such instrument shall be signed by the President or Vice-President and by the Secretary or Treasurer.

**ARTICLE VIII
BOOKS AND RECORDS**

Section 1. Books, Accounts, and Records. The books, accounts, and records of the corporation, except as may be otherwise required by the laws of the state of California, may be kept at such place or places as the Board of Directors shall determine. The Board of Directors shall determine whether and to what extent the accounts and books of the corporation, or any of them, other than the membership book, shall be open to the inspection of the membership or their authorized representatives, and no member shall have any right to inspect any account or books or document of the corporation, except as conferred by law or by resolution of the membership or directors.

**ARTICLE IX
AMENDMENTS**

Section 1. Amendments, Repeal, or Adoption. These Bylaws may be amended or repealed and new Bylaws may be adopted, by the vote of a majority of the membership at a meeting duly called and held, the notice of which shall have stated that the purpose of the meeting is to consider the amendment or repeal of the Bylaws or the adoption of new Bylaws.

CERTIFICATE

The undersigned petitioners of the SOCIETY FOR BUDDHIST-CHRISTIAN STUDIES hereby certify that the foregoing Bylaws of said corporation were unanimously adopted at a Special Meeting held at Honolulu, Hawaii.

DAVID W. CHAPPELL
Department of Religion
University of Hawaii

Amended: November 19, 1994
Annual Meeting of SBCS
Chicago, Illinois

Amended: November 17, 2012
Annual Meeting of SBCS
Chicago, Illinois

Amended: November 18, 2016
Annual Meeting of SBCS
San Antonio, Texas