

The Minnesota Zen Meditation Center

**By-Laws,
Governance Policies,
Ethical Conduct and Precepts, and
Complaint Resolution Procedure**

2017

TABLE OF CONTENTS

<u>INTRODUCTION</u>	3
<u>I. BY-LAWS</u>	4
<u>II. GOVERNANCE POLICY: CONDUCT OF BOARD OF DIRECTORS</u>	
Policy #1: General	9
Policy #2: Establish Policies.....	9
Policy #3: Adopt a Mission	9
Policy #4: Fundraising.....	9
Policy #5: Membership.....	9
Policy #6: Define Ends Policies.....	9
Policy #7: Establish Administrative Limitations Policies.....	9
Policy #8: President Decision Making	9
Policy #9: Board Member Conduct	10
Policy #10: Review Head Teacher, Admin. Director Performance.....	10
Policy #11: Self Review of Board Performance.....	10
<u>III. GOVERNANCE POLICY: BOARD-ADMINISTRATIVE DIRECTOR LINKAGE</u>	
Policy #1: Delegation of Authority to the Administrative Director	11
Policy #2: Use of Resources by Head Teacher, Admin. Director	11
Policy #3: Limits on Authority of Head Teacher, Admin. Director	11
Policy #4: Allocation of Authority	11
Policy #5: Administrative Directors Non-Compliance with Board Policies	11
Policy #6: Board Expectations of Head Teacher, Admin. Director	11
Policy #7: Monitoring.....	12
<u>IV. GOVERNANCE POLICY: ADMINISTRATIVE LIMITATIONS</u>	
Policy #1: General Limitations as to Staff, Communications and Finances	13
Policy #2: Staff Treatment	13
Policy #3: Conflict of Interest.....	13
Policy #4: Information to the Board from the Administrative Director	13
Policy #5: Budgeting	13
Policy #6: Asset Management	14
Policy #7: Asset Protection.....	14
<u>V. GOVERNANCE POLICY: ENDS</u>	
Policy #1: Global Ends	15
Policy #2: Moral Ownership	15
Policy #3: Cost.....	15
Policy #4: Vision	15
Policy #5: Stakeholders	15
Policy #6: Strategic Focus and Outcomes	15
Policy #6: Strategic Focus and Outcomes, Continued.....	15
<u>VI. STATEMENT OF ETHICAL CONDUCT AND PRECEPTS</u>	16
<u>VII. COMPLAINT RESOLUTION PROCEDURE</u>	19
<u>VIII. CONFLICT OF INTEREST POLICY</u>	20

Minnesota Zen Meditation Center Governance Policies

Introduction

The Board of Directors of the Minnesota Zen Meditation Center (MZMC) is the governing body of the organization as set forth in its Articles of Incorporation and Bylaws. To govern with excellence is the overarching goal of the Board of Directors. The documents needed to govern are:

1. **BY-LAWS**

2. **GOVERNANCE POLICIES.** There are four sets of Governance Policies:

- a. Conduct of the Board of Directors: How the board governs.
- b. Linkage between Board and Administrative Director: How the board relates to its Administrative Director
- c. Ends Statements: Established by Board and reviewed annually.
- d. Administrative Limitations of Administrative Director: Stated in the negative to allow broadest options within defined policies.

3. **STATEMENT OF ETHICAL CONDUCT AND PRECEPTS**

To the best of its ability, and recognizing the subjectivity inherent in all policies, it is the commitment of the Board of Directors to operate in compliance with its values as stated in the governing documents.

4. **COMPLAINT RESOLUTION PROCEDURE**

In the event a complaint is made against a member of the sangha, a lay teacher, priest, officer or Head Teacher, the Complaint Resolution Procedure provides a mechanism for resolving the issue.

I: By-Laws of the Minnesota Zen Meditation Center

Article I

Members

- 1.1 Class of Members.** Classes of membership shall be designated by the Board of Directors.
- 1.2 Qualifications of Members.** Qualifications of membership shall be designated by the Board of Directors.
- 1.3 Annual Meetings.** The Annual Meeting of the members of the corporation shall be held during the third month following the end of the corporation's fiscal year or at such other time and place as is designated by the Board of Directors. At the Annual Meeting those members shall transact such business as shall properly come before them.
- 1.4 Special meetings.** Special meetings of the members of the corporation shall be called by the Secretary at any time upon the request of the President, the Vice President, or a majority of the members of the Board of Directors or upon request by any five (5) members of the corporation.
- 1.5 Notice of meetings.** Written notice of the time and place of all meetings shall be sent to members fourteen (14) days prior to such meetings. Announcements of meetings in corporation mailings, including electronic mail (e-mail), that reach all members shall constitute written notice of meetings.
- 1.6 Dues.** Members may be assessed dues on an annual basis as determined by the Board of Directors of the corporation.

Article II

Directors

- 2.1 General Powers.** The property, affairs and business of the corporation shall be managed by the Board of Directors.
- 2.2 Number, Qualifications and Term of Office.** There shall be no fewer than five (5), nor more than nine (9), directors. Directors shall be elected by the members at the Annual Meeting. The term of office of a director shall be for three (3) years and until his or her successor is duly elected and qualified. If there is a vacancy among the directors of the corporation by reason of death, resignation or otherwise, such vacancy may be filled for the unexpired term by the Board of Directors.
- 2.3 Regular meetings.** Regular meetings of the Board of Directors may be held at such time and place within or without the State of Minnesota as may be fixed by resolution adopted by a majority of the whole Board of Directors.

- 2.4 Special meetings.** Special meetings of the Board of Directors may be called by the President or by any two (2) of the directors, and shall be held at such time and place as may be designated in the notice of such meeting.
- 2.5 Notice of meetings.** Notice of each regular meeting shall be given by the Secretary, or by a person designated by Board resolution, in writing to each director at least seven (7) days prior. Notice of special meetings shall be given to each director at least twenty-four (24) hours in advance. Announcements of meetings in corporation mailings, including electronic mail (e-mail), that reach all directors shall constitute written notice of meetings.
- 2.6 Quorum.** A majority of the directors shall constitute a quorum.
- 2.7 Voting.** Every director shall be entitled to one vote. There shall be no cumulative voting.
- 2.8 Administrative Committees.** The Board of Directors may appoint administrative committees of any size and membership as the Board may deem necessary. The administrative committees shall perform such duties as are delegated to them by the Board, but they shall not have governing authority. No committee shall have a number of board members sufficient to constitute a quorum of the board.
- 2.9 Vacancies.** Any vacancy occurring on the Board of Directors may be filled by the remaining members of said Board. Each person so appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Article III

Officers

- 3.1 Number.** The officers of the corporation shall consist of the President, one or more Vice Presidents, one or more Secretaries, the Treasurer and such other officers as may be elected by the Board of Directors. Any two offices, except those of President and Vice President, or those of President and Secretary, may be held by any one person.
- 3.2 Election, Term of Office.** At the first meeting of the Board after the Annual Meeting of members, the Board shall elect the President, the Vice President(s), the Secretary (-ies), the Treasurer and such other officers as may be deemed advisable. The officers shall hold office until the next meeting of the Board after the Annual Meeting of members or until their successors are elected.
- 3.3 Removal and vacancies.** Any officer may be removed from his or her office by a vote of a majority of the Board of Directors, with or without cause, and no officer shall be granted any contractual right to office. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.
- 3.4 Powers and duties.**
President. The President shall preside over meetings of the Board of Directors and members and shall have such powers and perform such duties as the Board of Directors may prescribe.

Vice-President. In the absence of ability to act of the President, the Vice President shall perform all duties and may exercise any of the powers of the President, subject to the control of the Board of Directors.

Secretary. The Secretary or Secretaries, or another person designated by Board resolution, shall give written notice of all meetings of the Board as may be required and shall keep minutes of such meetings. He or she may carry on the correspondence and keep the records of the corporation.

Treasurer. The Treasurer shall have charge of the finances of the corporation, subject to the power and authority of the Board. He or she shall keep, or cause to be kept, accurate records and accounts of the contributions to and receipts of the corporation, its investments, bank deposits, earnings of funds and all disbursements. He or she shall open and maintain bank accounts of the corporation in such banking institutions as the Board of Directors may direct and shall deposit funds of the corporation therein, subject to withdrawal only by checks signed by such persons as the Board shall specify. He or she shall render to the Board or President, whenever they request it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. The Board of Directors may authorize any officer or officers, agent or agents of the corporation to perform any or all of these duties and report to the Treasurer.

Article IV

Head Priest; Administrative Director

- 4.1 The Board of Directors shall appoint a Head Priest, who will serve as an at-will employee of the Board of Directors. He or she shall teach the theory and practice of Zen meditation and shall direct other teachers whom the Board might employ in the teaching of the theory and practice of Zen meditation.
- 4.2 **Duties.** The position of Administrative Directors is created. The Administrative Director, shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business of the corporation. The Board of Directors shall have the authority and discretion in determining whether to appoint the Head Priest to act as Administrative Director or whether to hire another person to fulfill these responsibilities. The Board shall determine the person or persons to fulfill the responsibilities of Head Priest and/or Administrative Director by resolution duly made, enacted and recorded in the minutes of the corporation.

Article V

Fiscal Year

- 5.1 The fiscal year of the corporation shall be such twelve-month period as may be set by resolution of a majority of the Board of Directors.

Article VI

Contracts, Checks, Gifts, Investments and Powers

- 6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or lease, or to execute and deliver any instrument in the name of, and on behalf of, the corporation, and such authority may be general or confined to specific instances.
- 6.2 Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined by resolution of the Board of Directors.
- 6.3 Gifts.** The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or device for the general purpose or for any special purposes of the corporation, including, without limitation of the foregoing, real and personal property that is given, conveyed, bequeathed, devised or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in its Articles of Incorporation.
- 6.4 Authority.** In no event shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction or other action.
- 6.5 Powers.** All the corporate powers including without limitation those granted by the Articles of Incorporation and by the Minnesota Non-Profit Corporation Act, except such as are otherwise provided for in these By-Laws, and in the laws of the State of Minnesota, shall be and are hereby vested in and exercised by the Board of Directors.

Article VII

Prohibition against Sharing in Corporate Earnings

- 7.1 Earnings.** No member, director, officer or employee or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors.
- 7.2 Dissolution.** Upon the dissolution or liquidation of the corporation, subject to prior compliance with the provisions of Section 317.57 of Minnesota Statutes Annotated, all of the property and assets of the corporation shall be distributed to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 and exempt from taxation under Section 501(a) of said code as may be elected by the corporation's Board of Directors and as are consistent with its Articles of Incorporation and these By-Laws.

Article VIII

Offices and Corporate Seal

- 8.1 Offices.** The principal office of the corporation shall be in the City of Minneapolis, County of Hennepin, State of Minnesota, and the corporation may have offices at such other places as the Board of Directors shall determine from time to time.
- 8.2 Corporate Seal.** The corporation shall have no corporate seal.

Article IX

Amendments

- 9.1** These By-Laws may be amended or altered by a vote of a majority of the Board of Directors at any meeting, provided that notice of such proposed amendment and the proposed language of the amendment shall have been given in writing to each Director fourteen (14) days in advance.

II: Governance Policy- Conduct of the Board of Directors

Policy 1: General

The Board will carry out its job with discipline, emphasizing legal, fiduciary and ethical responsibilities, strategic rather than short-term issues, policy rather than single events, and group rather than individual decisions.

Policy 2: Establish Policies

The Board will deliberate on and state its values through the establishment of Governing Policies. Board policies are the broadest organizational policies directing all other organizational policy development.

Policy 3: Adopt a Mission

The Board will adopt a mission for the organization and ensure that the focus of MZMC programs and activities further that mission.

The mission statement of MZMC is:

“Our mission is to help people experience a deep and quiet joy--a joy that arises whenever we are fully engaged in the work or play of this moment.” (formulated in 2010)

Policy 4: Fundraising

The Board has responsibility for overseeing fundraising activities of MZMC. The Board and the Administrative Director shall coordinate fundraising efforts and activities.

Policy 5: Membership

The Board has primary responsibility for membership on an annual basis.

Policy 6: Define Ends Policies

The Board will define End Statements and through those End Statements will define what is to be accomplished in and through MZMC.

Policy 7: Establish Administrative Limitations Policies

The Board will establish through Administrative Limitations policies the boundaries of prudence and ethics to be observed by staff in the carrying out the MZMC mission.

Policy 8: President Decision-making

It is the role of the Board President to ensure the board operates in compliance with its stated values (policies). The President of the Board is charged to make decisions on issues of governance process within board policies.

Policy 9: Board Member Conduct

Conduct of board members will be consistent with their fiduciary responsibilities, within ethical precepts, with the exercise of group rather than individual authority, and with the discipline adopted by the Board.

Policy 10: Review Head Priest and Administrative Director Performance

The Board will review the performance of the Head Priest and Administrative Director annually in light of the accomplishment of the Ends statements and the parameters of the Administrative Limitations policies, and will set the compensation the Head Priest and Administrative Director at that time.

Policy 11: Self-Review of Board Performance

The Board will monitor and regularly discuss its own progress and performance in regard to governance, its role and responsibilities to the organization and to its ownership, and its relationship to staff.

III: Governance Policy- **Board/ Head Priest and Administrative Director Linkage**

Policy 1: Delegation of Authority to Head Priest and Administrative Director

The Board delegates to the Head Priest and Administrative Director authority to implement the policies in order to achieve the ends defined by the Board. The Head Priest and Administrative Director are held accountable for successful achievement of the ends. The authority of the Head Priest and Administrative Director are considered total except where explicit administrative limitations policies intervene. The Head Priest and Administrative Director may use his or her discretion in determining how to carry out the ends defined by the Board.

Policy 2: Use of Resources by Head Teacher, Admin. Director

The Head Priest and Administrative Director are empowered to:

- a) Assign and use resources;
- b) Employ, promote, discipline and deploy staff;
- c) Translate Board policies into action;
- d) Speak and act on behalf of the organization as agent of the Board.

Policy 3: Limits on Authority of Head Teacher, Admin. Director

The Head Priest and Administrative Director derive his/her authority from the Board. The Head Priest and Administrative Director, acting within this authority from the Board, may not perform, allow, or cause to be performed any act which is unlawful, constitutes a conflict of interest, is unacceptable under commonly accepted business, professional and spiritual ethics, is less prudent than the "common person" test, is in violation of applicable statutes and regulations, or is in violation of explicit administrative limitations policies of the Board.

Policy 4: Allocation of Authority

The authority of the Head Priest and Administrative Director begins where the explicitly stated policy of the board ends. Neither the Board, nor any member of the Board, shall instruct the Head Priest and Administrative Director or staff within any area that has been delegated to the purview of the Head Priest and Administrative Director. This does not prevent Board inspection of areas within that purview, nor Board requests of information and opinion from staff.

Policy 5: Head Teacher, Admin. Director Non-Compliance with Board Policies

Should a situation arise where the Head Priest and Administrative Director considers it unwise to comply with an explicit policy of the Board, s/he shall inform the President of the Board before taking or refusing to take action. Informing does not exempt the Head Priest and Administrative Director from subsequent Board judgment of the action, but only guarantees that no such violation may be intentionally kept from the Board.

Policy 6: Board Expectations of Head Teacher, Admin. Director

The Board expects the Head Priest and Administrative Director to:

- a) Provide adequate information to the Board that it requires to perform its functions;
- b) Assure organization compliance with Board policies so that ends policies of Board are achieved and administrative limitations policies are not violated;
- c) Assure acceptable performance of the agency, including financial and programmatic results.

Policy 7: Monitoring

Monitoring will be done in accordance with the review of the End Statements for each year.

IV: Governance Policy- Administrative Limitations

Policy 1: General Limitations as to Staff, Trainee, Members, Communications and Finances

The Head Priest and Administrative Director shall not cause or allow any practice, activity, decision or organization circumstance which is unlawful, constitutes a conflict of interest, is unacceptable under commonly-accepted business, professional and spiritual ethics, is less prudent than the “common person” test, is in violation of applicable statutes and regulations, or is in violation of explicit administrative limitations policies of the Board.

Policy 2: Staff, Trainee and Member Treatment

Dealings with staff, trainees or MZMC members shall not be inhumane, unfair or undignified.

The Head Priest and Administrative Director may not:

- a) Discriminate among employees for other than clearly job-related individual performance or qualifications;
- b) Subject staff, volunteers or members to unsafe or unhealthy conditions;
- c) Withhold from staff or members access to the Complaint Resolution Procedure, able to be used without bias;

Policy 3: Information to the Board from the Head Priest and Administrative Director

With respect to programmatic and financial operations, the Executive Director and Head Priest may not jeopardize the programmatic or financial operations of the organization. Accordingly, s/he shall not provide reports to the board which:

- 3.1 Contains too little detail to enable reasonably accurate projections or assess risk to the organization.
- 3.2 Are not made in a timely manner.

Policy 4: Budgeting

Budgeting for any fiscal period or the remaining part of any fiscal period shall not deviate materially from Board ends statements, cause fiscal jeopardy, nor fail to show a generally-accepted level of foresight. Accordingly, the Administrative Director may not:

- a) Operate without both an annual and a capital budget which have been brought to the Board for approval;
- b) Operate with budgets that contain too little detail to enable reasonably accurate projection of revenue, expenses and cash flow, separation of capital and operational items, and disclosure of planning assumptions;
- c) Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period without Board approval;
- d) Maintain current cash assets at less than 100% of current liabilities;
- e) Deviate materially from Board-stated priorities in the Ends statements in allocating resources among competing budgetary needs.

Policy 5: Asset Management

Actual financial conditions at any time shall not incur fiscal jeopardy or compromise Board Ends priorities. Accordingly, the Administrative Director may not:

- a) Use any donor-restricted funds without Board authorization;
- b) Allow cash to drop below the amount needed to settle payroll and debts in a timely manner;
- c) Make capital purchases or execute contracts or leases exceeding \$1200 without Board approval.
- d) Make a purchase or execute a contract or lease over \$1,200 without seeking a minimum of three bids.

Policy 6: Asset Protection

Assets may not be unprotected, inadequately maintained or unnecessarily risked. Accordingly, the Administrative Director may not:

- a) Fail to insure against theft or property losses to at least 80% of replacement value and against liability losses to Board members, staff or the organization itself to beyond the minimally acceptable prudent level;
- b) Subject plant and equipment to improper wear and tear or insufficient maintenance;
- c) Unnecessarily expose the organization, its Board or staff, to claims of liability;
- d) Receive, process or disburse funds under controls insufficient to meet a Board appointed auditor's standards;
- e) Invest operating capital in insecure instruments, including uninsured bank accounts and bonds with a rating of less than AA;
- f) Buy or sell any real estate without Board approval.

V: Governance Policy, Four-Year End Statements, 2014-2018

Please see or request Annual Goals for 2017.

VI: Statement of Ethical Conduct and Precepts

I. PREAMBLE

Minnesota Zen Meditation Center (MZMC) is established to provide the teaching and practice of Zen Buddhism. These guidelines are meant to establish reasonable expectations and limitations for conduct of members, teachers, and trainees at MZMC.

Traditionally, the Buddhist sangha has had a set of rules or precepts to govern ethical behavior and interaction. In the past, the emphasis was on monastic living, and the vinaya rules reflected that emphasis. Both those going through lay ordination ceremonies and Soto Zen priests take all sixteen precepts as a vow of intention upon entering the Buddha Way. These Precepts can and do set out a basic set of ethical standards to measure.

II. PRECEPTUAL BASIS OF CONDUCT AS APPLIED TO:

- A. Members: Those who have joined the sangha by pledge or written recognition, either associate or supporting.
- B. Officers: Either elected, appointed, or volunteer positions, including committees.
- C. Initiated Members: Members who have taken the precepts through lay ordination.
- D. Those in Training to become Teacher: Recognized lay teachers, have taken the Precepts (lay ordination) and subsequently undertaken a further commitment to this temple.
- E. Priests and/or Priest Trainees: Ordained members of this sangha, authorized by the Abbott of the Temple.
- F. Head Teacher: Priests, Head Priest, Abbott or other spiritual authority figure when in a role of authority such as leading a retreat, giving dokusan, or instructing act as teachers.

We ask that all members be aware of the Precepts; that initiated members and officers endeavor to keep them as a guide; and that those in training to become teacher, priest trainees and priests commit themselves to bringing them to the fore in their daily activity.

THE THREE REFUGES

Take refuge in the Buddha (Absolute Enlightenment Principle)

Take refuge in the Dharma (Enlightenment Knowledge and Teachings)

Take refuge in the Sangha, Monks, Priests and others on the Path to Enlightenment

THE THREE PURE PRECEPTS

Cease from evil (self-centered action)

Do only good (selfless action)

Do good for others (deep awareness of others in actions)

THE TEN GREAT PRECEPTS

Do Not Kill

In undertaking this precept we acknowledge the interconnection of all beings and our respect for all life. We agree to refine our understanding of not killing and non-harming in all our actions. We will seek to understand the implications of this precept in such difficult areas as abortion, euthanasia, and the killing of pests. While some of us recommend vegetarianism and others do not, we all commit ourselves to fulfilling this precept in the spirit of reverence.

Do Not Steal

We agree to not take that which does not belong to us and to respect the property of others. We agree to bring consciousness to the use of all the earth's resources in a respectful and ecological way. We agree to be honest in our dealing with money and not to misappropriate money committed to dharma projects. We agree to offer teachings without favoritism in regard to students' financial circumstances.

Do Not Misuse Sexuality

We agree to avoid creating harm through sexuality and to avoid sexual exploitation or adultery. Teachers with vows of celibacy will live according to their vows. Married teachers will honor their vows and refrain from adultery. All teachers agree not to use their teaching role to exploit their authority and position in order to assume a sexual relationship with a student.

Do Not Say That Which Is Not True

We agree to speak that which is true and useful and to refrain from gossip in our community. We agree to cultivate conscious and clear communication and to cultivate the quality of loving-kindness and honesty as the basis of our speech.

Do Not Cloud the Mind or Abuse Intoxicants

It is clear that substance abuse is the cause of tremendous suffering. We agree that there should be no use of intoxicants during retreats or while on retreat premises. We agree not to abuse or misuse intoxicants at any time.

Do Not Speak Against Others

Do Not Be Proud of Yourself and Devalue Others

Do Not Be Mean-Spirited in Giving Dharma or Wealth

Do Not Be Angry (Indulge Anger)

Do Not Defame the Three Treasures of Buddha, Dharma and Sangha

III. CANONS OF CONDUCT

These canons are applicable to anyone vested with authority to teach or serve, especially in one-on-one relationships. Unlike precepts, which are guides to our behavior and are a source of ethical consideration, canons are imperative. Please address concerns with canons with the Complaints Resolution Procedure (IV).

CANON 1

Priests, Teachers, and Lay Disciples shall uphold the integrity of the Minnesota Zen Meditation Center, and the sangha at large.

CANON 2

Everyone subject to these canons shall endeavor to treat others, either members or not, with utmost respect for their privacy, personal views, and lifestyle choices, and not seek to convince them otherwise save with consent and as consistent with the stated purposes of the sangha as set forth in the Articles of Incorporation or the Bylaws of the Minnesota Zen Meditation Center.

CANON 3

Priests, officers and teachers shall perform the duties of their office impartially and diligently.

CANON 4

Right of privacy encourages fearless confession and therefore personal growth. Priests and teachers should not reveal the confidences of their students, disciples, or members, shared within this special relationship, except where these disclosures are authorized by the parties or are required by law. Confidences are those personal details of life and relationship that are revealed in “one-to-one” conference in a closed room, e.g., “dokusan” or a specifically protected space such as a ‘sangha meeting’ or a personal growth retreat. Disclosures that are discussed by the party in other, non-privileged circumstances are no longer privileged in the legal sense, but the communication should still be treated with discretion.

CANON 5

No student or member shall be required to give money or services to any individual. No student or member shall be required to give money in excess of their regular membership pledge. No student or member shall be required to give time or labor that the party deems to be detrimental to his or her needs. This does not prohibit the exchange of money or services for value received, i.e., professional services provided by one member to another, payment for retreats, etc.

CANON 6

It is a violation of these canons for a student and teacher, priest or practice leader who has a one-on-one relationship to have a sexual relationship with a student/sangha member. A sexual relationship is never appropriate between teachers and their students.

During retreats or formal teaching, any intimation of student-teacher romantic or sexual relationship or liaison is inappropriate and in violation of these ethical guidelines.

If a genuine and committed relationship interest develops between a teacher and student, the student must clearly be under the guidance of another teacher. A minimum period of six months or longer from the last formal teaching between the two parties must be taken as interim prior to contact or initiation of relationship.

VII: Complaint Resolution Procedure

A sangha member is encouraged to discuss any possible violations of the above canons or ethical conduct and precepts promptly and directly. Complaints should be made in writing. Any MZMC body or individual charged under the policy below with receiving a complaint should respond in writing to the person filing the complaint within thirty days.

1. About Sangha Member:

- a. If the complaint is about a members of the sangha who is not in a teaching capacity or other position of authority, the individual may try to resolve it with the fellow sangha member first.
- b. If the complaint cannot be resolved at this level, the sangha member is encouraged to request involvement by an initiated member, priest trainee or priest within the sangha.
- c. If the complaint appears unresolvable to both, the issue should be brought to the Guiding Teacher/ Abbott's attention, who will attempt to deal appropriately and humanely with the issue or concern. The Head Teacher will make a decision after either reviewing pertinent data and/or meeting with the parties involved resolving the conflict.

2. About temple officer, priest trainees, priests:

- a. If the complaint is about a temple officer, priest trainees, or priests, direct communication should be tried first—alone with the individual and / or with a third person present.
- b. When there is an issue between a temple officer, priest trainee or priest that appears unresolvable to both, the issue should be brought to the Guiding Teacher/ Abbott's attention, who will attempt to deal appropriately and humanely with the issue or concern. The Guiding Teacher will make a decision after either reviewing pertinent data and/or meeting with the parties involved resolving the conflict.

3. About Guiding Teacher and Administrative Director:

- a. If the complaint is about the Guiding Teacher or Administrative Director and direct communication has not resulted in a resolution of the issue, the matter will be brought to the President of the Board of Directors or designee of the President. The Board President will make a decision after either reviewing pertinent data and/or meeting with the parties involved resolving the conflict.

4. About Board Member, Board committee, or Board:

- a. If the complaint is about a Board member, board committee or the Board, the complaint should be brought to to The Board President. If the complaint is about the Board President it should be brought to the Vice President. The Board will make a decision after either reviewing pertinent data and/or meeting with the parties involved resolving the conflict. The Board or the complainant may request the support of a neutral party.

5. Annual Disclosure:

The Head Teacher, Board President and Administrative Director will report to the board at least annually on the nature, number, and outcome of complaints received.

6. Disclosure to the Community:

In circumstances where serious harm has been done by a community member or where the potential for serious harm is evident from the previous actions of a community member it may be beneficial for the board to inform the entire community. Any disclosure of misconduct to the entire community will be made by the Board President following a vote of the entire Board of Directors

VIII: Conflict of Interest Policy

There shall be no conflict of interest in accordance with Minnesota statutes and MZMC bylaws in awarding purchases or other contracts. In April each year the MZMC Board Members, Head Teacher and Executive Director will sign a standard conflict of interest policy.