

BYLAWS
of
Iowa City Zen Center, Inc.
As Adopted January 10, 2018

ARTICLE I
Offices.

Section 1. The principal office of the Corporation in the State of Iowa shall be located in the County of Johnson. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act to be maintained in the State of Iowa, may be, but need not be identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2
Board of Directors

Section 1. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the corporation managed under the direction of the Board of Directors.

Section 2. Number, Tenure and Qualification. The number of Directors of the Corporation shall not exceed seven (7). Each director shall hold office until the second annual meeting of directors after his or her election and until his or her successor shall have been elected and shall have qualified, or until his death or until he or she shall resign or shall have been removed in the manner hereinafter provided. A director may resign at any time by filing a written resignation with the Secretary of the Corporation. Directors need not be residents of the State of Iowa.

Section 3. Regular meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of regular meetings without other notice than such resolution, except as provided herein or in these articles.

Section 4. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meetings of the Board of Directors called by them.

Section 5. Notice of any special meeting shall be given at least forty-eight hours previously thereto by e-mail sent to the e-mail address provided by each Director. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or by Bylaws or any provision of law, a waiver thereof in writing, signed at any time whether before or after the time of the meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of

notice of such meeting, except where a Director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors serving at that time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors through less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose.

Section 9. No director or officer shall receive compensation or salary.

Section 10. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such an action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who in favor of such an action.

Section 11. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or the Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent is obtained by e-mail from a majority of all Directors then in office.

ARTICLE III. Officers

Section 1. Number. The officers of the Corporation shall be President, Vice-President, Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Officers will carry out their duties under the direction of and in consultation with the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors shall be elected at the annual meeting. If the election of officers shall not be

held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract" rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be prescribed by the Board of Directors from time to time.

Section 5. President. The President shall preside at Board meetings. In general, he or she shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President and shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Secretary. The Secretary shall:

- (a) keep the minutes of the Board of Directors' meetings in a book provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law;
- (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 8. The Treasurer. He or she shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors. All funds received by the Corporation shall be promptly paid to the Treasurer who shall hold all funds of the Corporation in one or more bank accounts. Any payment or other disbursement of funds shall be authorized in advance by the Board and made by the Treasurer only after such authorization. The Treasurer shall keep records of the receipt, possession and disbursement of all funds of the Corporation, which records shall be available on request to any Board member.

ARTICLE IV Membership

Section 1. Designation and Qualifications. Classes of membership and qualifications for membership may be designated by the Board of Directors.

Section 2. Members may be assessed dues on a periodic basis as determined by the Board of Directors.

ARTICLE V
Contracts, Loans, Checks, and Deposits.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority by be general or confined to specific instances. No contract, lease or instrument will be entered into without the prior authorization of the Board of Directors.

Section 2. Loans. No loans shall be contacted on behalf of the Corporation and no evidences of indebtedness shall be issued in this name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and shall end on the day of December in each year.

ARTICLE VII
Amendments.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Directors of the Corporation attending a regular or special meeting but only upon e-mail notice being provided to the membership of the Board of Directors at least seven (7) days in advance of the meeting at which said vote, at least two-thirds majority of those present shall approve such alteration/amendment or repeal.

ARTICLE VIII
Seal

This corporation shall have no corporate seal.