

**Proposed amendments to the By-laws
of
The Lama Foundation**

**Revisions as of July 29th, 2004
Recommended as a 2 year provisional proposal**

Items in **bold** are revisions since the June 30th mailing.

Items in ***bold italics*** are new items the committee has worked on since the June 30th mailing.

It is the intention of the committee to have a draft of Article III available for input during Annual Meeting. It has taken us several months of meeting weekly to revise Article II. Article III is deserving of the same level of attention, and so the committee will be continuing its work with Article III after Annual Meeting. The proposal for this Annual Meeting will include Article II and such other changes as are necessary to eliminate contradictions to the proposed Article II.

ARTICLE I - Purpose and Function

The purpose of the Lama Foundation is to be a sustainable spiritual community and educational center dedicated to the awakening of consciousness, spiritual practice with respect for all traditions, service and stewardship of the land.

ARTICLE II - Members

Section 1. Powers.

The Foundation shall be managed by its **Caretaking and Participating Members** and the Lama Council with the advice and consent of the Board of Trustees. **The advice and counsel of the Continuing Members is an integral part of the vision and management of the Foundation.**

Section 2. Qualifications, Classes of Membership and Membership Procedure.

Each member shall agree to uphold and adhere to the statement of purpose set forth in Article 1 of these By-laws.

There are ***four*** classes of membership in the Foundation: (1) Participating Members, (2) Caretaking Members, (3) Continuing Members, and (4) ***Free Associates*** .

Participating Members are those who have lived in the community for one month or more, engaged in work and service on behalf of the Foundation, and who have been elected to membership by the **consensus** vote of all Participating and Caretaking Members present at any Regular meeting. Participating membership shall be conditional upon residency on the premises.

Caretaking Members are those persons who have lived in the community for six months or more, engaged in committed and long-term work and service on behalf of the Foundation, and who have been elected from the class of Participating Members to Caretaking membership by the **consensus** vote of all Caretaking Members present at any Regular, Seasonal, Annual or Special meeting. Caretaking membership is limited to the period of residency. Requirements for election to Caretaking membership shall be a commitment of residency at Lama for at least one year following said election and **training in the consensus process and mediation.**

Continuing Members are those who have lived in the community as a member for 12 months or more and who intend to continue engaging in work and service on behalf of the Foundation beyond their time in residency. **Work and service may include any or all of the following: a) direct service at or for the Foundation, b) prayer or inner dedication to the good of the Foundation, c) embodiment of the statement of purpose of the Foundation in one's life. Continuing membership is a non-resident classification.** Continuing Members are elected from present or past membership classes by the consensus vote of those Continuing and Caretaking Members present at any Annual or Special meeting. At each Annual meeting Continuing membership shall be renewed for each Continuing Member who indicates his or her wish to remain so, either at the Annual Meeting or by written or email request submitted during the ninety-day period prior to the Annual Meeting. Continuing Members who do not indicate their wish to continue shall be dropped from the roll of Continuing Members, but may be reinstated upon request by the **consensus** vote of the Continuing and Caretaking Members present at any Annual or Special meeting.

Free Associates are those who have been acknowledged as having contributed consistently to Lama over a period of four or more years in time, service, and/or resources or who have been recognized for his/her outstanding contribution. This classification recognizes long-term involvement and commitment to Lama and does not require a person to have been a Participating or Caretaking Member. Although Free Associates do not have an official vote at Annual Meeting, they are able to vote as members of committees and participate in discussions at Annual, Special, or Regular meetings. Free Associates are elected by the consensus vote of those Continuing and Caretaking Members present at any Annual meeting. Free Associate is a lifelong classification which does not require annual renewal.

Section 3. *Nomination, Election and Withdrawal.*

Nominations for Continuing Members and Free Associates may be made by any member of the Foundation with the consent of the nominee. The Secretary of the Foundation shall notify all members of the upcoming nomination period by March 1. Nominations must be received by the Secretary in writing or by email during the month of April and no later than April 30. Nominations will then be posted on the Lama Website, or sent to any member so requesting, at least 30 days prior to Annual meeting.

At Annual meeting (and/or Special meeting in the case of Continuing Members) all nominees are required to be present and nominations shall be seconded before discussion and/or vote can occur. Continuing Members and Free Associates are elected individually by the consensus vote of those Continuing and Caretaking Members present.

Any Continuing member may withdraw from the Foundation by written notification to the Board of Trustees stating the intent to withdraw from the Foundation. Such withdrawal shall become effective upon receipt of such letter by the Board of Trustees.

Section 4. *Regular and Seasonal Meetings.*

There shall be Regular weekly meetings of all **Caretaking and Participating** Members for the purpose of (1) considering application for and/or renewal of staff positions, (2) considering applications for and/or renewal of Participating and Caretaking membership, (3) electing Caretaking Member representatives for the Lama Council, (4) transacting regular business of the Foundation, **and (5) all other** matters except those determined by the Officers to be long-term policy **and reserved** for the Lama Council or Annual, Seasonal, or Special meetings.

In addition, there shall be two Seasonal meetings of all **Caretaking and Participating** Members every year, one near the time of the spring equinox, one near the time of the fall equinox, for the purpose of determining (1) membership and housing, (2) community practices and schedules, (3) work priorities and assignments for the coming six months, (4) the evaluation of **Caretaking and Participating** Members and (5) the election of Caretaking Member representatives for the Lama Council.

Section 5. Lama Council Meetings.

The Lama Council shall consist of representatives of Caretaking Members, Continuing Members and Trustees. The Lama Council will be responsible for making all long-term decisions including, but not limited to, (1) siting buildings and other major land improvements, (2) major financial commitments and expenditures (\$5000 or above), (3) mediation of any issues which cannot be resolved by the **Caretaking and Participating** Members. Lama Council meetings can be called quarterly, **or as needed**, by the Coordinator or **any Lama Council representative**.

Each category of membership shall elect its own representatives, to serve for one year. Trustee and Continuing Member representatives are elected at Annual Meeting. Caretaking Member representatives may be elected at any Regular or Seasonal Meeting.

The number of **voting** representatives shall be: Board of Trustees – 2; Continuing Members – 2; Caretaking Members – 3. Each group also elects alternate representatives. **Officers, who are not council representatives, should attend whenever possible. Meetings are open to all Members and Trustees.**

Section 6. Annual Meeting.

The Annual meeting of members shall be held on the premises of the Foundation in the month of June, July or August, ideally at the time of the summer solstice, at such time and date as the Coordinator shall designate. The purpose of Annual meeting shall be (1) electing Trustees for the ensuing year, (2) renewal of Continuing membership and election of new Continuing Members and/or Free Associates, (3) election of Trustee and Continuing Member Lama Council representatives, (4) presenting Annual reports to integrate and update all levels of membership, and (5) considering the manner in which the purpose and function of the Foundation is being implemented.

Section 7. Special Meetings.

Special meetings of members may be called at any time by the **Coordinator, a majority** of the Board of Trustees, a majority of the Continuing Members, or **by a majority of the Caretaking Members. Such meetings may include all classes of membership or the class of membership by whom it is called.** Special meetings shall be held on the premises of the Foundation, unless another location will increase member attendance, at any time and date specified in the notice thereof.

Section 8. Minutes of Meetings.

Minutes shall be recorded at all the above meetings and Foundation committee meetings. All minutes shall be filed by the Secretary of the Foundation in such a manner that for any proper purpose, at any reasonable time, they shall be available to all Members and Trustees of the Foundation.

Section 9. Notice of Meetings.

The Secretary of the Foundation shall cause written notice of each Lama Council, Annual and Special meeting of the members to be (1) posted on the premises of the Foundation in a conspicuous place at least 30 days prior to the date of a Lama Council or Annual meeting and at least 10 days prior to the date of a Special meeting, and (2) mailed or emailed to members not present on the premises of the Foundation at the time of such posting.

Section 10. Quorum.

Quorum requirements by classification shall be:

Participating Members – a majority of all Participating Members

Caretaking Members – a majority of all Caretaking Members
Continuing Members – the body of Continuing Members who attend a duly scheduled meeting
Trustees – a majority of the Trustees

Quorum requirements for specific meetings shall be:

Regular meetings – Participating and Caretaking Members
Seasonal meetings – Participating and Caretaking Members
Annual meetings – Caretaking and Continuing Members
Special meetings – All classifications invited to a duly scheduled meeting
Lama Council meetings – All seven representatives or their alternatives

Section 11. Organization.

The Coordinator, or a person designated by the Coordinator, shall call meetings of members to order and shall act as chairperson at such meetings. The Secretary of the Foundation, **or his/her designee**, shall act as secretary of all meetings of the members.

Section 12. Voting Rights.

Consensus of spirit is to be sought in all meetings and decision-making. **Caretaking Members are required to seek training in the consensus process and mediation training.**

- (1) Regular meetings. **Caretaking and Participating members shall seek consensus in all matters. For issues relating to daily operational procedures, consensus is sought but if this is not possible, an 80% majority shall suffice.**
- (2) Seasonal meetings. Issues relating to the seasonal operating procedures, the election of Caretaking and Participating members, and the election of Caretaking Member representatives to the Lama Council shall be decided by the consensus vote of the Caretaking Members **and the 80% majority of the Participating Members.**
- (3) Annual meetings.
 - a) Election of Trustees, renewal or election of new Continuing Members, **and the election of Free Associates** shall be by the **consensus** vote of the Continuing and Caretaking Members present.
 - b) Election of Lama Council representatives for Trustees and Continuing Members shall be by the consensus vote **within each class of membership.** Members with dual memberships may only vote for or represent one classification in regard to Lama Council.
 - c) Trustees who are also Continuing Members may vote as Continuing Members at Special meetings **only.**
- (4) Special meetings other than Lama Council meetings.

Issues brought before the meeting shall be decided by the 80% majority of Continuing and Caretaking Members and Trustees.
- (5) Lama Council meetings.

Decisions will be made by the consensus vote of all 7 representatives or their alternates. **In emergency situations only, one representative may vote in absentia.**

Section 13 Residency

Long-term residency at the Lama Foundation is encouraged. All levels of residency shall be subject to review at Seasonal meetings. Periodic sabbaticals by long-term residents are encouraged and may be required by the Lama Council or the Board of Trustees at the request of the Caretaking members.

Continuing members who wish to reinstate their residency should reintegrate by returning as a summer steward. When a positive working relationship with the Caretaking and Participating members is established, the Continuing member may be elected as a Caretaking member. Issues relating to the reintegration of Continuing members, and long-term residency, which can not be resolved by the Caretaking and Participating members, should be brought before the Lama Council.

ARTICLE III - Board of Trustees (see worksheet for proposed amendment)

Section 1. Number, Selection, Terms of Office and Power. The Foundation shall have a board of trustees which shall consist of not less than three and not more than thirteen members, as determined by the continuing members at the most recent annual or special meeting at which trustees are elected. Each trustee shall hold office until the next annual meeting of members of the Foundation. The board of trustees shall advise and counsel the members of the Foundation, elect the officers of the Foundation, prescribe the duties of the officers, and make revisions in the bylaws of the Foundation when such are deemed necessary. By a decision of either the coordinator or of a simple majority of the continuing and caretaker members present at a special meeting, issues relating to the management of the Foundation or the residency of its members, which cannot be resolved by the membership, can be brought before the board of trustees for arbitration.

Section 2. Place of Meeting. Etc. The board of trustees may hold their meetings, have an office, and keep the books, documents and papers of the Foundation in such place or places as the board from time to time shall determine.

Section 3. Annual, Regular and Special Meetings. A meeting of the board of trustees shall be held as soon as possible after the adjournment of each annual meeting of the Foundation, for the election of officers and the transaction of other business. Regular and special meetings of the board of trustees may be held by conference telephone and recorded by mechanical device. Any trustee connected to such conference telephone shall be deemed present at the meeting.

Section 4. Notice of Meeting. The secretary shall give notice of the time and place of each regular and special meeting by mailing a written notice of the same to each trustee at his or her residence or usual place of business at least five days before the meeting or by telegraph at least two days before the meeting. No notice need be given of an annual meeting of the board of trustees. No notice of any such meeting of the board of trustees need be given to any trustee who shall attend such meeting in person and no notice need be given of any adjourned meeting of the board of trustees.

Section 5. Quorum and Voting. At all meetings of the board of trustees a majority of the total number of trustees shall constitute a quorum for the transaction of business. Each trustee present shall be entitled to one vote and the 2/3 majority vote of the trustees present at any meeting at which there is a quorum shall be the act of the board of trustees, except with respect to the election of officers provided in Section 1 of Article IV, and except with respect to the amendment of these bylaws as provided for in Article VII. If at any meeting there be less than a quorum present, the trustees present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present

Section 6. Compensation of Trustees. No trustee shall be entitled to receive from the Foundation any compensation for service as a trustee.

Section 7. Organization. A person designated by the trustees present at a meeting of the board shall act as chairperson at all meetings of the board of trustees. The secretary of the Foundation

shall act as secretary at all meetings of the board of trustees, but in the absence of the secretary, the chairperson may appoint any person to act as secretary of the meeting.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of the board of trustees may be taken without a meeting if, prior to such action, a written consent thereto is signed by all the trustees of the Foundation and such written consent is filed with the minutes of proceedings of the board of trustees.

ARTICLE IV - Officers

Section 1. Officers.

The Officers of the Foundation shall be a coordinator, a Treasurer and a Secretary. All such Officers shall be elected by the **consensus** vote of the Trustees present at the Annual meeting of the Board, and, except in the event of death or resignation, such Officers shall hold office until the next succeeding Annual meeting of the Board of Trustees or until their successors are chosen and qualified. Any of the above-named offices, except those of Coordinator and Secretary, may be held by the same person, but no such officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law to be executed, acknowledged, verified or countersigned by two officers. In addition to the powers and duties of the Officers of the Foundation set forth in this Article IV, they shall have such authority and perform such duties as from time to time may be determined by the Board of Trustees.

Section 2. Powers and Duties of the Coordinator.

The Coordinator shall be the chief executive officer of the Foundation and, subject to the control of the Board of Trustees, shall have charge of all its business and affairs, unless overruled by the **Caretaking Members** at a meeting of the members of the Foundation. The Coordinator or a designee shall preside at a meeting of the members of the Foundation and shall from time to time secure information concerning the business and affairs of the Foundation and shall promptly lay the same before the members, **the Lama Council, and/or** the Board of Trustees. The Coordinator may sign and execute any written contract or other instrument on behalf of the Foundation authorized by the Board of Trustees.

Section 3. Powers and Duties of the Treasurer.

The Treasurer shall have custody of all the funds and securities of the Foundation which may come into his or her hands. The Treasurer may endorse on behalf of the Foundation for collection checks, notes and other obligations and shall deposit the same to the credit of the Foundation in such bank or banks or depository or depositories as the Board of Trustees may designate; s/he may sign all receipts and vouchers for payments made to the Foundation; s/he shall enter or cause to be entered regularly in the books of the Foundation kept for that purpose, full and accurate account of all money received and paid on account of the Foundation and whenever required by the Board of Trustees shall render statements of such accounts. The Treasurer shall, at all reasonable times, exhibit the books and accounts to any Trustee of the Foundation upon reasonable request by such Trustee at the Foundation's office during business hours; and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Trustees.

Section 4. Powers and Duties of the Secretary.

The Secretary shall keep the minutes of all meetings of the members in books provided for that purpose **and oversee proper storage of said books.** S/he shall attend to the giving or serving of all notices of the Foundation; may sign with the Coordinator all written contracts or other instruments of the

Foundation authorized by the Board of Trustees; shall have charge of such books and papers as the Board of Trustees shall direct, all of which shall at all reasonable times be open to the examination of any Trustee or **Foundation member** upon **request** at the office of the Foundation during business hours; and s/he shall perform all acts incident to the position of Secretary, subject to the control of the Board of Trustees.

Section 5. Additional Officers.

The Board of Trustees from time to time may appoint such other officers, including one or more assistant treasurers and assistant secretaries, as the Board may deem expedient and such officers shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Trustees. The Board of Trustees may from time to time by resolution delegate to any assistant treasurer appointed by the Board any of the powers and duties herein assigned to the Treasurer, and may similarly delegate to any assistant secretary any of the powers and duties herein assigned to the Secretary. In the absence or inability of the Secretary to act, any assistant secretary may perform all the duties and exercise all the powers of the Secretary, subject to the control of the Board of Trustees.

Section 6. Compensation to Officers.

The amount, if any, which each Officer of the Foundation shall be entitled to receive as compensation for services shall be fixed from time to time by resolution of the Board of Trustees.

ARTICLE V - Checks, Drafts, Notes, Money, Etc.

Section 1. Obligations.

All checks, drafts, bills of exchange, acceptance, notes or other obligations or orders for the payment of money shall be signed and countersigned by such Officers of the Foundation or such other persons as the Board of Trustees shall from time to time by resolution designate.

Section 2. Room and Board.

Each person staying on the premises of the Foundation shall contribute room and board payments according to policy determined at a Seasonal, Annual, or Special meeting, unless a waiver is granted by the consent of the **Caretaking and Participating Members** as provided in Article II, Section 10.

Section 3. Cottage Industries.

Each cottage industry must serve the purpose and goals of the Foundation. The formation, management, products and operations of each cottage industry must be consistent with the purpose and goals of the Foundation.

Decisions regarding the formation, management, products and operations of each cottage industry must be made in accordance with procedures and policies determined at a Seasonal, Annual, or Special meeting. Each cottage industry must (a) be capitalized and owned by the Foundation, (b) have more than one participant, and (c) include as one of its aims the earning of money for the Foundation.

Arrangements whereby a resident derives personal income from a cottage industry or other income-producing activity of the Foundation or in a manner that involves the use of a facility of the Foundation must be approved at any legally constituted meeting.

Money earned by each cottage industry must be distributed with the following priorities: (a) creditors must be satisfied; and (b) capitalization provided by the Lama Foundation must be paid back if required, payment to be prorated subject to approval of the Foundation membership as described in paragraph 2.

ARTICLE VI - Miscellaneous Provisions

Section 1. Fiscal Year.

The fiscal year of the Foundation shall begin on January 1 and end on the following December 31.

Section 2. Annual Report.

The Coordinator shall annually prepare or cause to be prepared a full and true statement of affairs of the Foundation which shall be submitted at the Annual meeting of the members and filed within twenty days thereafter with the official records of the Foundation, where it shall during the usual business hours of each secular day be open for inspection by any member of the Foundation.

Section 3. Waivers of Notices.

Whenever any notice whatever is required to be given by law, the Articles of Incorporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII - Amendments

These By-laws and any amendments thereto may be altered amended or appealed or new By-laws may be adopted by the Board of Trustees at any Annual, Regular or Special meeting by the **consensus** vote of the Trustees present at such meeting. **Trustees shall receive, respect, respond to and integrate, when appropriate, all input and recommendation from any Caretaking or Continuing Member in regard to By-Laws amendments.**

ARTICLE VIII - Lama Master Plan

The Lama Master Plan is intended to be a flexible detailed policy arm of the By-laws which provides long-term land use direction for the Foundation. Professional consultation shall be considered in order to meet these policies.

Section 1. Location and Type of Structures.

Replacement and remodeling of existing structures and new construction shall be aesthetic, serviceable, efficient and healthy year-round (when possible and appropriate).

Section 2. Life Support Systems.

Recognizing the need for living in right relationship with ecological responsibilities, the Foundation shall commit to utilizing natural and renewable resources for food and heating needs and other life support systems.

Section 3. Water and Wastewater.

The Lama Foundation has the intention to operate in a way which efficiently uses water resources and to dispose of wastewater so as to avoid pollution of the ground water.

Section 4. Operations and Maintenance.

Social structure and operations of the Foundation shall be integrated with financial and physical considerations consistent with this Plan.

Section 5. Soils.

Land use decisions of the Foundation shall encourage re-vegetation and erosion control.

Section 6. U.S. Forest, Vegetation and Wildlife.

Land use decisions and activities of the Foundation shall seek to preserve and create wildlife habitat while minimizing fire hazards.

Section 7. Local and Regional Relationships.

The Foundation shall seek to broaden its relationship with the local and regional communities, observing the limitations set forth under Section 501(c)(3) of the Internal Revenue Code or successor thereof.

Section 8. Bodily Remains and Burial Agreements.

The Foundation shall consider requests for interment on Foundation property in accordance with religious traditions, while considering both ecological and community impact.

Hereby Witnessed 8/19/98: Roberta A. Sharples

Coordinator, Lama Foundation

Dylan Trachtman

Secretary, Lama Foundation

