

**By-laws  
of  
The Lama Foundation**

As Amended 1998, incorporating and revising amendments of previous years.

**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 members with the advice and counsel of the Board of Trustees.

**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 Bylaws.

There are three classes of membership in the Foundation: (1) participating members, (2) caretakers, and (3) continuing members.

Participating members are those who have been in residence for one month or more, engaged in work and service on behalf of the Foundation, and who have been elected to membership by the unanimous vote of all resident voting members present at any regular meeting. Participating membership shall be conditional upon residency on the premises.

Caretakers are those persons who have been in residence for six months or more, engaged in work and service on behalf of the Foundation, and who have been elected from the class of participating members to caretaker membership by the unanimous vote of all caretakers and continuing members present at an annual, seasonal, or special meeting of members. Caretaker membership is limited to the period of residency. A requirement for election to caretaker membership shall be a commitment of residency at Lama for at least one year following said election.

Continuing members are those who have been in residence for 12 months or more, engaged in work and service on behalf of the Foundation, and who have been elected from the classes of present or past participating or caretaker members by the unanimous vote of those continuing members present at any annual or special meeting of members. 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 request submitted during the ninety-day period prior to the annual meeting. Continuing members who do not so indicate their wish to continue shall be dropped from the roll of continuing members, but may be reinstated upon request by the unanimous vote of the continuing members present at any annual or special meeting.

**Section 3. Withdrawal.** Any continuing member may withdraw from the Foundation by sending a letter to the Board of Trustees stating the intent to withdraw from the Foundation, and 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 resident members for the purpose of (1) considering application for and/or renewal of residency, (2) considering applications for and/or renewal of participating membership, and (3) transacting all regular business of the Foundation, i.e. all matters except those determined by the coordinator to be long-term policy, major financial commitments, or other matters reserved for annual, seasonal, or special meetings.

In addition, there shall be two seasonal meetings of all resident 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, and (4) the evaluation of resident members. Decisions at the two seasonal meetings shall be considered long-term policy decisions.

**Section 5. 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, beginning with the year 1968, at such time and date as the coordinator shall designate, for the purpose of (1) electing trustees for the ensuing year, (2) considering new members of the Foundation, (3) considering the manner in which the purpose and function of the Foundation is being implemented by the members and (4) transacting such other business as may be brought before the meeting.

**Section 6. Special Meetings.** Special meetings of members may be called at any time by a majority of the continuing members, the board of trustees or by the coordinator. Special meetings shall be held on the premises of the Foundation at any time and date specified in the notice thereof.

**Section 7. Notice of Meetings.** The secretary of the Foundation shall cause written notice of each annual and special meeting of the members (1) to be posted on the premises of the Foundation in a conspicuous place at least 30 days prior to the date of an annual meeting and at least 10 days prior to the date of a special meeting, (2) to be mailed to members not present on the premises of the Foundation at the time of such posting.

**Section 8. Quorum.** At any meeting of members a majority of each class of voting resident members, as currently shown on the records of the Foundation, shall constitute a quorum for the transaction of all business that may come before the meeting. If a quorum shall not be present at any meeting of members, the presiding officer may adjourn the meeting from time to time without notice other than by announcement at the meeting. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 9. 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 shall act as secretary of all meetings of the members.

**Section 10. Voting Rights.** Each member shall be entitled to one vote on all matters. Issues relating to the daily operational procedures, conducted at the regular weekly meetings of the Foundation, shall be decided by the unanimous vote of the members of each class present at any meeting of members. Issues relating to long-term policy and major financial commitments, except election of continuing members, amendment of bylaws and electing trustees, shall be decided by the 80% majority vote of the continuing members present at any meeting, with the majority vote of the caretakers present at any meeting counting as one vote. The election of continuing members, amendment of the bylaws and the election of trustees shall be by the unanimous vote of the continuing members only.

In instances where a majority vote shall suffice, consensus of spirit is to be sought.

**Section 11. Residency.** Residency of more than seven consecutive years must either include one year of sabbatical or have the approval of the majority of all resident and non-resident continuing members.

Residency of any continuing member can be reinstated with the unanimous approval of resident continuing members. This does not apply to sabbaticals.

### **ARTICLE III Board of Trustees**

**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 a unanimous 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 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 and 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; he or she may sign all receipts and vouchers for payments made to the Foundation; he or she 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 and of the board of trustees in books provided for that purpose. He or she 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, upon application at the office of the Foundation during business hours; and he or she 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 resident of the Foundation shall contribute room and board payments according to policy determined at a seasonal, special or annual meeting, unless a waiver is granted by the consent of the resident 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, special, or annual 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 bylaws, 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 bylaws and any amendments thereto may be altered amended or appealed or new bylaws may be adopted by the board of trustees at any annual, regular or special meeting by the unanimous vote of the trustees present at such meeting or by the members at any annual or special meeting by the unanimous vote of the continuing members and the majority of the caretaker members present at such meeting.

## **ARTICLE VIII Lama Master Plan**

The Lama Master Plan is intended to be a flexible detailed policy arm of the bylaws 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 revegetation 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