

BYLAWS OF
GREATS LAKES BUDDHIST VIHARA

ARTICLE 1
OFFICES

SECTION 1: PRINCIPAL

The principal office of the Great Lakes Buddhist Vihara is located in Oakland County, State of Michigan.

SECTION 2: CHANGE OF ADDRESS

The designation of the county or state of the Great Lakes Buddhist Vihara's principal office may be changed by amendment of these Bylaws. The Board of trustees may changed the principal office from one location to another within the named county by nothing the changed address and effective date below, and such changes of address shall not be deemed nor require, an amendment of these Bylaws:

_____ Dated: _____, 19____
_____ Dated: _____, 19____
_____ Dated: _____, 19____

SECTION 3: OTHER OFFICES

Great Lakes Buddhist Vihara may also have offices at such other places, within or without its state of incorporation where it is qualified to do business, as its business and activities may require, and as the board of trustees may, from time to time designate.

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1: IRC SECTION 501(C) (3) PURPOSES

Great Lakes Buddhist Vihara is organized exclusively for one or more of the purposes as specified in section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

SECTION 2: SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of Great Lakes Buddhist Vihara shall be:

1. To promote the study and practices of the teachings of Lord Buddha according to the Theravada Tradition of Sri Lanka
2. To support and maintain inter religious communication and cultural exchange
3. To establish and maintain a Buddhist library
4. To issue and distribute literature directly related to the above objectives
5. To acquire and hold land for the purpose of setting up a place of worship, residence for Buddhist monks and an institution for the study of the Theravada Buddhism
6. To engage in other formal and informal activities related to Buddhist education and practices
7. To affiliate with other organizations whose objectives are similar to the above

ARTICLE 3 **TRUSTEES**

SECTION 1: NUMBER

Great Lakes Buddhist Vihara shall have no less than eight Trustees and no more than eleven Trustees and collectively they shall be known as the board of Trustees. Such number may be increased or decreased by the amendments of these Bylaws, provided that no decrease shall effect the shortening of the term of any incumbent trustee.

SECTION 2: QULIFICATIONS

Trustees shall be of the age of majority of this state. other qualifications Trustees of Great Lakes Buddhist Vihara shall be as follow:

1. At least one and not more three Board options shall be filled with ordained Theravada Buddhist monks
2. All trustees must be practicing Buddhists

SECTION 3: POWERS

Subject to the provisions of the law of the State of Michigan and any limitations in the Article of Incorporation and these Bylaws relating to the activities and affairs of Great Lakes Buddhist Vihara shall be conducted and all corporate powers shall be exercised by or under the direction of the boar the trustees.

SECTION 4: NOMINATIONS

Candidates will be nominated by the president and subject to the approval of the board of trustees.

SECTION 5: DUTIES

It shall be the duty of trustees to:

1. Perform any and all duties imposed on them collectively or individually bylaw, by the article of Incorporation, or by these Bylaws
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribes the duties and fix the compensation, if any, all officers, agent and employees of Great Lakes Buddhist Vihara
3. Meet at such times and places are required by these Bylaws
4. Register their addresses with the secretary of Great Lakes Buddhist Vihara, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices there of

SECTION 6: TERM OF OFFICE

Four member of the initial board of Trustees will be selected to leave office at the end of the first year, by a random selection process. Thereafter each trustee will hold office for a period of two years and until his or her successor elected and qualified. The trustees who not ordained Buddhist monks will not serve two consecutive terms without at least one year period between terms.

SECTION 7: COMPENSATION

Trustees shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. All such payments will be subjected to the approval of the Board of Trustees.

SECTION 8: PLACE OF MEETINGS

Meeting shall be held at the principal office of Great Lakes Buddhist Vihara unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Trustees.

SECTION 9: REGULAR MEETINGS

Regular meetings of Trustees shall be held on second Saturday of each month at 7.30 P.M.

Trustees shall be elected every year by the board of Trustees at the regular meeting of trustees Second Saturday of January.

SECTION 10: SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called by the President, the Vice-President, the Secretary, by any two trustees, or if different, by the person specifically authorized under the laws of this state to call special meeting of the Board. Such meeting shall be held at the principal office of Great Lakes Buddhist Vihara or, if different, at the place designated by the person or persons calling the special meetings

SECTION 11: NOTICE OF MEETINGS

Unless otherwise provided by the Article of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board the Trustees:

- (a) Regular Meetings. No notice need be given any regular meeting of the Board of Trustees.
- (b) Special Meeting. At least one week prior notice shall be given by the meeting of the Board. Such notice may or written, may be given personally, by first class mail, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any trustee of Great Lakes Buddhist Vihara under provisions of the Articles of Incorporation, these Bylaws, or the law this state, a waver of notice in writing signed by the trustee, whether or after the time of the meeting, shall be equivalent to the given of such notice.

SECTION 12: QUORUM FOR MEETINGS

A quorum shall consist of seven members of the Board of Trustees. One of which must be either the President or the Vice-President. Except as otherwise provided under the Articles of incorporation, these Bylaws, or previsions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 13: MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the trustees present at meeting duly held at which a quorum is present is the act of the board the Trustees, unless the article of Incorporation , these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. The Board should always try to reach agreement by consensus. If consensus cannot be reached, votes shall be taken by a secret ballot.

SECTION 14: CODUCT OF MEETINGS

Meetings of the Board of Trustees shall be presided over by the President of Great Lakes Buddhist Vihara or, in his or her absence, by the Vice-President of Great Lakes Buddhist Vihara or, in the absence of each of these persons, by a Chairperson chosen by a majority of the trustees present at the meeting. The secretary of Great Lakes Buddhist Vihara Shall act as Secretary of all meetings of the Boards, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Trustees, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 15: VACANCIES

Vacancies on the Board of the Trustees shall exist (1) on the death, resignation or removal of any trustee, and (2) whenever the number of authorized trustees in increased.

Any trustee may resign effective upon giving written notice to the President, the Secretary, or the Board of Trustees, unless the notice specifies a later time for the effectiveness of such resignation. No trustee may resign if Great Lakes Buddhist Vihara would then be left Office of the Attorney General or other appropriate agency of this state.

Trustees may be removed from office, with or without cause, based on majority decision of the Board of Trustees as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Information, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Trustees. If the number of trustees then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the trustees then in office or by a sole remaining trustee. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Trustees or until his or her death, resignation or removal from office.

SECTION 16: NON-LIABILITY OF DIRECTORS

The trustees shall not be personally liable for the debts, liabilities, or other obligations of Great Lakes Buddhist Vihara to the fullest extent permissible under laws of this state.

SECTION 17: INDEMNIFICATION BY CORPRATION OF DIRECTORS AND OFFICERS

The trustees and officers of Great Lakes Buddhist Vihara shall be indemnified by Great Lakes Buddhist Vihara to the fullest extent permissible under the laws of this state.

SECTION 18: INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise under provisions of law, the Board of Trustees may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Great Lakes Buddhist Vihara (including a trustee, officer, employee or other agent of Great Lakes Buddhist Vihara) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not Great Lakes Buddhist Vihara would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4 **OFFICERS**

SECTION 1: DESIGNATION OF OFFICERS

The officers of Great Lakes Buddhist Vihara shall be President, a Vice-President, a Secretary and a treasurer. Great Lakes Buddhist Vihara may also have one or more Vice-Presidents, Assistance Secretaries, Assistant treasurers, and other such officers with such titles as may determined from time to time by the Board of Trustees. No officers shall hold more than one office.

SECTION 2: QUALIFICATIONS

Any person serving as a Trustee may serve as officer of Great Lakes Buddhist Vihara except that the president must be ordained Buddhist monk who is serving as Trustee and the Vice-President must be a lay person who is also serving as a Trustee.

ELECTION AND TERM OF OFFICE SECTION 3:

Officers shall be elected by the Board of the Trustees, at any time , and each officer shall hold office until he or she resigns is or removed or is otherwise disqualified to serve , or until his or her successor shall be elected and qualified , whichever occurs first.

SECTION 4: REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board of Trustees or to the President or Secretary of Great Lakes Buddhist Vihara. Any specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5: VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of the Trustees. In the event of the vacancy in the office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6: DUTIES OF PRESIDENT

The President shall be the chief executive officer of Great Lakes Buddhist Vihara and shall, subject to the control of the Board of Trustees, supervise and control the affairs of Great Lakes Buddhist Vihara and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Article of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. Except as otherwise expressly provided by law, by the Article of Incorporation, or by these Bylaws, he or she shall, in the name of Great Lakes Buddhist Vihara, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Trustees. President shall also have the power to veto decisions taken by the Board of trustees except when the decision is to remove a Trustees or an officer.

SECTION 7: DUTIES OF VICE PRESIDENT

In the absence of the president, or in the event of his or her inability or refusal to act, the Vice President shall perform the all duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions on, the President. The Vice president shall have other powers and perform such other duties as may be prescribed by law, by the Article of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees.

SECTION 8: DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the Principal office of Great Lakes Buddhist Vihara the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of Great Lakes Buddhist Vihara or at such other place as the Board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of committees of trustees and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are dully given, in accordance with the provisions of these Bylaws or required bylaws.
4. Be custodian of the records and of the seal of Great Lakes Buddhist Vihara and affix the seal, as authorized by law of the provisions of these Bylaws, duly executed documents of Great Lakes Buddhist Vihara.

5. Keep at the principal office of Great Lakes Buddhist Vihara a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any trustees of Great Lakes Buddhist Vihara, to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the trustees of Great Lakes Buddhist Vihara.
7. in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Article of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

SECTION 9: DUTIES TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of Great Lakes Buddhist Vihara, and deposit all such funds in the name of Great Lakes Buddhist Vihara, in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.
2. Receive, and give receipt for, monies due and payable to Great Lakes Buddhist Vihara from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of Great Lakes Buddhist Vihara as may be directed by the Board of Trustees, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of Great Lakes Buddhist Vihara's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any trustee of Great Lakes Buddhist Vihara, or to his or her agent or attorney, on request therefore.
6. Render to the President and trustees, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of Great Lakes Buddhist Vihara.
7. Prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any requires reports.
8. In general, perform all duties incident to the office of Treasure and such other duties as may be required by law, by the Article of Incorporation if Great Lakes Buddhist Vihara, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

SECTION 10: COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Trustees. In al cases, any salaries received by officers of Great Lakes Buddhist Vihara shall be reasonable and given in return for services actually rendered to or for Great Lakes Buddhist Vihara.

ARTICLE 5
COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE

The Board of Trustees may, by a majority vote of its members, designate an Executive Committee consisting of three Board members and may delegate to such committee the powers and authority of the management of the business and affairs of Great Lakes Buddhist Vihara, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2: OTHER COMMITTEES

Great Lakes Buddhist Vihara shall have such other committees as may from time to time be designated by resolution of the Board of Trustees. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 3: MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, notice, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Boars of Trustees and its members, substitute the committee and its members for the Board of Trustees and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Trustees or by the committee. The Board of Trustees may also adopt rules and regulations pertaining to conduct of meeting of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of Great Lakes Buddhist Vihara to enter into any contract or execute and deliver any instrument in the name of and on behalf of Great Lakes Buddhist Vihara, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Great Lakes Buddhist Vihara by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2: CHECKS AND NOTES

All checks, drafts, promissory notes, orders for the payment of the money, and other evidence of indebtedness of Great Lakes Buddhist Vihara less than or equal to \$400.00 shall be signed by one member of the executive committee and such other evidence of indebtedness greater than \$400.00 shall be signed by two members of the executive Committee. All such instruments of an amount greater than \$1000.00 shall require prior approval of the Board of Trustees.

SECTION 3: DEPOSITS

All funds of Great Lakes Buddhist Vihara shall be deposited from time to time the credit of Great Lakes Buddhist Vihara in such banks, trust companies, or other depositories as the Board of Trustees may select.

SECTION 4: GIFTS

The board of Trustees may accept on behalf of Great Lakes Buddhist Vihara any contribution, gift, bequest, or devise for the nonprofit purposes of Great Lakes Buddhist Vihara.

ARTICLE 7 **CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1: MAINTENANCE OF CORPORATE RECORDS

Great Lakes Buddhist Vihara shall keep at its principal office:

- (a) minute of all meetings of trustees. Committees of the board and, if Great Lakes Buddhist Vihara has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof
- (b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements gains and losses
- (c) A record of its members, if any indicating their names and addresses
- (d) A copy of Great Lakes Buddhist Vihara's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the public, if any of Great Lakes Buddhist Vihara at all reasonable times during office hours

SECTION 2: CORPORATE SEAL

The Board of Trustees may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of Great Lakes Buddhist Vihara. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

SECTION 3: DIRECTORS' INSPECTION RIGHTS

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of Great Lakes Buddhist Vihara and shall have such other rights to inspect the books, records properties of Great Lakes Buddhist Vihara as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4: RIGHT TO COPY AND MAKE EXTRACTS

Any inspections under the provisions of this Article may be made in person or by agent or attorney and the right to copy and make extracts.

SECTION 5: PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of Great Lakes Buddhist Vihara, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRS 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1: LIMITATIONS ON ACTIVITIES

No substantial part of the activities of Great Lakes Buddhist Vihara shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the internal Revenue Code], and Great Lakes Buddhist Vihara shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, Great Lakes Buddhist Vihara shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2: PROHIBITION AGAINST PRIVATE INURUMENT

No part of the net earnings of Great Lakes Buddhist Vihara shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that Great Lakes Buddhist Vihara shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Great Lakes Buddhist Vihara.

SECTION 3: DISTRIBUTION OF ASSETS

Upon the dissolution of Great Lakes Buddhist Vihara, its assets remaining after payment, or provision for payment, of all debts and liabilities of Great Lakes Buddhist Vihara shall be distributed for one or more non-profit Theravada Buddhist organizations in The United States within the meaning of Section 501(c)(3) of the Internal Revenue Cod or shall be distributed to the federal government, or to state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the law of this state.

ARTICLE 9 **SETTLEMENT OF DISPUTES**

All members shall attempt to resolve any all disputes in a peaceful democratic and responsible manner in keeping with traditions of Buddhist heritage and culture.

All dispute arising out of concerns of the conduct of a member of the order of the Buddhist monks shall be referred to a Committee of Ordained Theravada Buddhist monks. Such a Committee shall consist of one or more senior members of the Ordained Theravada Buddhist monks residing in North America. Such committee must be appointed by the hierarchy of the Buddhist monks with the consent of the Board of Trustees. The decision of such committee shall be final and binding all parties.

Any dispute between the lay trustees or the general membership shall be referred to an Arbitrator. Such an Arbitrator shall be selected from a panel who will be willing to act without remuneration.

ARTICLE 10 **FISCAL YEAR**

The fiscal year of Great Lakes Buddhist Vihara shall begin on the first day of the January and end on the last day of December in each year.

ARTICLE 11 **AMENDMENT OF BYLAWS**

Subject to the power of the members, if any, of Great Lakes Buddhist Vihara to adopt, amend or repeal the Bylaws of Great Lakes Buddhist Vihara and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Trustees.

ARTICLE 12
CONSTRUCTIONS AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of Great Lakes Buddhist Vihara, The provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation, shall be to the Articles of Organizations, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of Great Lakes Buddhist Vihara field with an office of this state and used to establish the legal existence of Great Lakes Buddhist Vihara.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ANNEX 1

1. Amendment to the Bylaws of the Great Lakes Buddhist Vihara.

Article 3: Trustees

Section 12: Quorum for Meetings.

In the official meeting of the GLBV Board of Trustees on July 11, 2002 the Board unanimously agreed that the quorum for Board of Trustee committee meeting shall be lowered from seven to five members presents, thus ratifying an official amendment to the Bylaws.

The Bylaw shall hereby be amended as follows:

ARTICLE 3: TRUSTEES

SECTION 12: QUORUM FOR MEETINGS

A quorum shall consist of five members of the board of Trustees, one of which must be either the President or Vice-President. Except as otherwise provided under the Articles of Incorporation, the Bylaws, or provisions of law no business shall be considered by the Board at any meeting at which the required quorum is not present and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.