

BYLAWS OF SICA-USA, Inc.

ARTICLE I

PURPOSE

SICA-USA, a Nonprofit Corporation, is organized exclusively for educational, scientific and charitable purposes in order to serve the public benefit through cultural and educational initiatives and activities. SICA-USA supports cultural and educational projects and activities without discrimination by age, gender, race, nationality, ethnicity, language, religion, political affiliation, sexual orientation, disability or cultural belief. It is separately incorporated in the State of Washington and is affiliated with Subud International Cultural Association (SICA) as the cultural wing of Subud in the USA.

DEFINITIONS

- (a) The terms “Trustee” and “Board Member” mean the same as the term “Director”.
- (b) The terms “Chairman” and “Chairperson” mean the same as the term “President”.

Article II

Voting Members

(a) The voting membership of the Corporation shall be as follows: Officers and Members of the SICA-USA Board of Directors. Voting members must be members in good standing as determined by policy of the SICA-USA Board of Directors and must be approved by a majority vote of the Board of Directors. The rights and privileges of all voting members shall be equal. Each has one vote.

Nonvoting Members

- (a) The Corporation, may also use the word, “members,” to describe persons or organizations having such status and privileges as may be prescribed herein or as determined by the Board of Directors. Such “members” shall have no voting or other legal or equitable right or obligation in the Corporation. The following may be considered “members” under this definition:

Active Subud members.

Individuals or organizations wishing to subscribe to or benefit from one or more services SICA-USA may offer.

Individuals or organizations who choose to sponsor or support the activities of SICA-USA.

Any additional classes of members that the Board of Directors may establish to encourage and facilitate broad-based participation and engagement among diverse individuals and organizations in the activities, programs and services of the Corporation.

ARTICLE III DIRECTORS

1. Number and Voting:

- (a) There shall be at least three voting Directors, including the Chairperson of SICA-USA.
- (b) The SICA-USA Chairperson shall cast the tie-breaking vote if necessary.

2. Selection:

- (a) Two or three Directors to the Board shall be selected at the annual meeting of Subud USA, according to Subud procedures, to replace those whose terms expire, and additional Board members shall be selected if it is necessary to fill any vacancies on the Board.
- (b) A new Chairperson of the Board of Directors shall be selected at the annual meeting of Subud USA, according to Subud procedures, if the incumbent Chairperson's term expires that year. Potential candidates for Chairperson shall first stand for election to the Board. Candidates for Chairperson shall be elected from the new and continuing Board members.
- (c) The Chairperson of Subud USA or his/her designate shall be a non-voting member of this Board of Directors.
- (d) Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum.

4. Powers of the Board of Directors:

Subject to the limitations of law, the Articles of Incorporation and other provisions of these Bylaws, all corporate powers of the corporation and the business affairs of the corporation shall be exercised by or under the authority and control of the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To select and remove agents and employees of the corporation and to prescribe such duties for them as are consistent with law, the Articles of Incorporation and these Bylaws.
- (b) To raise money, solicit and accumulate funds for the purpose of the corporation and to do all acts required for such activities.
- (c) To make grants and contributions and otherwise render financial assistance for the purposes expressed in the Articles of Incorporation. Such power shall be within the exclusive control of the Board of Directors.

(d) In furtherance of the corporation purpose, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Service of the U.S.

(e) The Board of Directors shall review all requests for funds from other organizations and projects and shall require that such requests specify the use to which the funds will be put. If the Board of Directors approves the request it shall authorize payment of such funds to the approved grantee. The Board may thereafter solicit funds for the grant to a specifically approved project or purpose of the other organization. However, the Board of Directors shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

(f) The Board of Directors shall require that the grantees furnish a periodic accounting that the funds were expended for the purposes that were approved by the Board of Directors.

(g) The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds were requested.

5. Term of Office:

(a) The term of office for Directors shall be three years. The maximum shall be three consecutive terms or nine years.

(b) Three Directors shall be elected each year, thereby providing a continuing overlap of experience for the new Board members. They shall serve until the election and qualification of their successors.

(c) The term of office of the Chairperson shall be three years. The Chairperson's term cannot continue beyond his/her term of Board membership.

(d) The term of office of the ex-officio Director, Chairperson of Subud USA or designate shall be the term for which she/he holds respective office.

6. Place of Meeting: Regular meetings of the Board of Directors shall be held at any place, within or outside the United States, or virtually via electronic conference, which has been designated from time to time by resolution of the Board of Directors or by written consent by all the members of the Board.

7. Meetings:

(a) Regular meetings of the Board of Directors shall be held by the Board at such times and places as they shall resolve and may be by telephone conference or other such media.

(b) Special meetings may be called by the Chairperson or any three of the Directors at any time.

(c) Each Director shall receive written notice mailed or emailed to her or him at the address as it is on the records of the corporation at least seven days before the holding of the meeting.

8. Action Without Meeting:

Any action of the Board of Directors may be taken without a meeting if a majority of the Directors, individually or collectively, consent in writing, e-mail, telephone or other media to said action before or after such an action is taken. Within 60 days of such a Board-approved action without a meeting, a written record of the action including a list of those approving will be submitted to the chairperson by the proposer.

9. Removal of Director:

A Director (or Officer of the Corporation) may be removed without cause by a two-thirds majority vote of the Directors, with use of Subud process, at any regular or specially called meeting of the Directors (20 day advance notice required).

10. Overrule:

A vote by the two-thirds majority of the Board members is sufficient to overrule any of the Officers or Directors.

11. Compensation:

Directors or Officers as such shall not receive any compensation for their services as Directors or officers. The Board may authorize reimbursement of expenses incurred in their performance of their duties.

ARTICLE IV OFFICERS

1. Officers:

The Officers of the corporation shall be President, Vice-President, Treasurer, and Secretary. There may be such additional officers, as the Board of Directors shall determine.

2. Appointments and Selection:

- (a) The Chairperson of the Board of Directors shall also function as the President of the corporation.
- (b) The Vice-Chair shall be appointed by the President.
- (c) The Treasurer and Secretary shall be appointed by the President.
- (d) With the approval of the Board of Directors, one person may serve as Secretary and Treasurer.

3. Term:

Each Officer shall serve until the appointment and qualification of her/his successor, normally three years.

4. Duties and Powers of the Officers:

- (a) The Chairperson shall attend and preside at all meetings of the corporation and of the Board of Directors and shall perform such other duties as may be prescribed in these Bylaws or assigned to her/him by the corporation or by the Board of Directors. She/he shall coordinate the work of the officers, committees of the corporation and Directors in order that the purposes may be promoted.

- (b) The Secretary shall record the minutes of all meetings of the corporation and of the Board of Directors in a permanent form and shall sign the minutes.
- (c) The Treasurer shall have custody of all the funds of the corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors, or a special committee.

The Treasurer shall present a financial statement monthly and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the necessary books of account and records. The Treasurer's account shall be examined annually by an auditor or an auditing committee of not less than two persons who, when satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two months before the annual meeting. All financial records are at all times subject to inspection and verification by any and all of the Board of Directors. All funds received shall be deposited by the Treasurer in a bank approved by the Board of Directors. Funds may be drawn only on the signature of the Treasurer or Chairperson. Approval of the Board is required on checks over \$500.

**ARTICLE V
VACANCIES**

Directors or President:

A vacancy occurring on the Board of Directors, Officers or the office of the President shall be filled for the unexpired term by a majority vote of the remaining Directors.

**ARTICLE VI
AMENDMENTS**

These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors at a regular or specially called meeting of the Directors. There must be a 30-day written notice to all Directors prior to voting on the amendment(s).

**ARTICLE VII
DONATIONS**

The Board of Directors or a designated committee of Directors may:

- (a) Accept on behalf of the corporation any gift, bequest, or devise of any type of property ("donations") for the general and special charitable purposes of the corporation, on such terms as the Board or committee shall approve;
- (b) Hold such funds or property in the name of the corporation or of such nominee(s) as the Board or committee shall appoint;
- (c) Collect and receive the income of such funds or property;

(d) Devote the principle or income from such donations to such benevolent and charitable purposes (within the scope of the activities of the corporation) as the Board or committee may determine;

Apply the principle or income from a donation to such particular purpose considering—but not being bound by—the wishes of the donor, after approval of the Board.

ARTICLE VIII GRANTS

The Board of Directors shall review all requests for funds from other organizations or individual projects. Such requests must specify the uses to which the funds will be put. If the Board approves the request, it shall authorize the payment of the funds to the grantee. The grantee shall furnish a periodic accounting to show that the funds were expended for the approved purposes.

ARTICLE IX ANNUAL REPORT

The Chairperson shall cause to be prepared an annual report for presentation at the annual meeting of Subud USA. This report shall contain a summary of the activities of the SICA-USA Board, the projects supported, and the financial condition including a statement by the auditing committee.

ARTICLE X INDEMNIFICATION

SICA-USA, Inc. will provide for indemnification of any of its Directors or Officers against liability incurred in performance of their duties, except when such Director or Officer is adjudged liable for negligence or misconduct in the performance of duty.

ARTICLE XI DISSOLUTION

In the event of dissolution or liquidation of the corporation, and prior to the completion thereof, all liabilities and obligations, shall be paid, satisfied and discharged, and all the remaining assets of this corporation shall be distributed to one or more charitable organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) as selected by the Board of Directors. Subud organizations are to be preferred.

ARTICLE XII GOVERNING LAW

These Bylaws shall be governed by and construed in accordance with the laws of the United States of America and the State of Washington, the state in which SICA-USA is incorporated.