

SICA-USA BYLAWS

ARTICLE I: PURPOSE

SICA-USA, a non-profit corporation, has been organized for educational, cultural, scientific, and charitable purposes in order to serve the public benefit. SICA-USA supports cultural and educational projects and activities without discrimination by age, gender, race, nationality, ethnicity, language, religion, religious affiliation, sexual orientation, disability, nor cultural practices. It is incorporated in the State of Washington and is affiliated with Subud International Cultural Association (SICA) as the cultural wing of Subud in the United States.

Definitions: *Trustee* and *Board Member* mean the same as *Director*.
Chairman and *Chairperson* mean the same as *President*.

ARTICLE II: MEMBERS

1. VOTING MEMBERS are officers and members of the SICA-USA Board of Directors. Voting members are members in good standing as determined by the SICA-USA Board of Directors and approved by a majority vote of the Board of Directors. The rights and privileges of all voting members are equal; each has one vote. A majority of the voting members of the Board shall constitute a quorum.
2. NON-VOTING MEMBERS shall have no voting or other legal right or obligation in the corporation, including the following:
 - a. Active Subud members
 - b. Individuals or organizations wishing to subscribe or benefit from services SICA-USA may offer.
 - c. Individuals or organizations who choose to sponsor or support the activities of SICA-USA,
 - d. Additional classes of members that the Board of Directors may establish to encourage engagement among diverse individuals in the activities, programs, and services of the corporation.

ARTICLE III: DIRECTORS

1. Number and Voting: There shall be at least three voting Directors, including the Chairperson.
2. Selection: Board members shall be selected whenever it is necessary to fill vacancies on the Board. Candidates for Chairperson shall be elected from the new and continuing Board members.
3. Powers of the Board: All corporate activities and the business affairs of the corporation shall be exercised and under the authority of the Board of Directors, with the following powers:
 - a) To select and remove agents and sub-contractors of the corporation and to prescribe duties for them consistent with the laws of the United States, Articles of Incorporation and these By-Laws.
 - b) To raise money, solicit, and accumulate funds for the purposes of the corporation.
 - c) To make grants and otherwise render financial assistance for the purposes expressed in the Articles of Incorporation; said grantee organization or individual operating for cultural, charitable, scientific, or educational purposes within the scope of 501c3 of the United States Internal Revenue Service.
 - d) The Board shall review all requests for grant funds, requiring that such requests specify the use to which the funds will be put. If the Board approves the request, it shall authorize payment; however, the Board shall have the right to withdraw approval of the grant for just cause, and use the funds for other cultural, charitable, scientific, or educational purposes.
 - e) The Board shall require that the grantee organization or individual file a Final Report no later than two months following the completion of the project; said report to include an accounting of the total expenses of the project, an accounting of how the grant funds were utilized, along with a narrative of the process towards fulfilling the project, and the results of its completion.

4. Term of Office: The term of office for Directors shall be three years, with a maximum of three consecutive terms or nine years.
5. Meetings:
 - a. Regular meetings of the Board shall be held once a month at any place within the United States, or virtually via electronic conference or other such media.
 - b. Special meetings may be called by any of the Directors at any time.
 - c. Each Director shall receive written notice mailed or emailed to them at least five days before the holding of the meeting.
6. Action Without a Meeting:
 - a. Any action of the Board may be taken without a meeting if a majority of the Directors consent in writing, email, telephone or other media to said action before such action is taken.
 - b. Within 60 days of such action without a meeting, a written record of the action will be submitted to the Chairperson by the proposer of said action.
7. Removal of a Director:
 - a. Without Cause: a Director may be removed without cause by a two-thirds majority vote of the remaining Directors at any regular or specifically called meeting; 20-days advance notice is required.
 - b. Removal for Cause is the removal of a Board Member by other members due to said Director's demonstrative incompetence, willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of their office. The vote for removal shall be a plurality decision by the remaining members of the board.
8. Compensation:
 - a. Directors or Officers shall receive no compensation for their services as board members.
 - b. The Board may authorize reimbursement of expenses incurred in their performance of duties.
9. Conflict of Interest:
 - a. Any officer, director, or member of the SICA-USA Board with a conflict of interest shall not vote on any matter related to that conflict and shall recuse themselves from participating in any decision-making process related to that conflict.
 - b. The non-recused board members may solicit information from any recused member if they feel it will potentially provide useful information pertinent to the topic under discussion.
 - c. This policy shall be signed by all board members when they join the board and is hereby ratified by the current Board of Directors.

ARTICLE IV: OFFICERS

1. Officers of SICA-USA shall be Chairperson, Vice-Chair, Secretary, and Treasurer. There may be additional officers as determined by the Board of Directors.
2. Term of Office: each officer shall serve until the appointment of their successor, normally three years.
3. Duties of the Officers:
 - a. Chairperson shall preside at all meetings of the Board, coordinate the work of the officers, and perform all other duties as prescribed by the Board of Directors.
 - b. The Vice-Chair shall serve as second-in-command, presiding at meetings the Chair is unable to attend, performing all other duties as prescribed by the Board.
 - c. Secretary shall record the minutes of all meetings in a permanent format.
 - d. Treasurer shall have custody of all SICA-USA funds, keep an accurate account of receipts and expenditures, make disbursements in accordance and agreement from the Board, present a monthly financial statement, and make a full year-end report at the Annual Meeting in January.

- e. All financial records are subject to inspection and verification by any of the Board of Directors. All funds received shall be deposited in a bank approved by the Board. Funds may be drawn only on the signature of the Treasurer or Chairperson. Approval of the Board is required on payments over \$500.
4. Vacancies: a vacancy on the Board of Directors or officers shall be filled for the unexpired term by a majority vote of the remaining Directors.

ARTICLE V: AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors at a regular or specifically called meeting.

ARTICLE VI: DONATIONS

The Board of Directors as part of their official function shall:

1. Accept on behalf of SICA-USA any gift, bequest, or property under the designation of *donations* for the general and specific purposes of the corporation as approved by the Board.
2. Hold such funds or property in the name of SICA-USA.
3. Collect and receive the income from such funds or property.
4. Devote the principle or income from such donations to charitable, cultural, scientific, or educational purposes as the Board may determine.
5. Apply the principle or income from a donation to the particular purpose prescribed by the donor, after approval by the Board.

ARTICLE VII: ANNUAL REPORT

The Chairperson shall cause the preparation of 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 of SICA-USA throughout the previous year.

ARTICLE VIII: INDEMNIFICATION

SICA-USA will provide specific insurance for indemnification of all of its Directors and Officers against liability incurred in the performance of their duties, except when the Director or Officer is adjudged liable for negligence or misconduct in the performance of their duties.

ARTICLE IX: DISSOLUTION

In the event of dissolution or liquidation of the corporation, all liabilities and obligations shall be paid, satisfied, and discharged, and all of the remaining assets of this corporation shall be distributed to one or more charitable organizations that qualify under Section 501c3 of the Internal Revenue Code, and as selected by the SICA-USA Board of Directors, with Subud organizations being given first preference.

ARTICLE X: GOVERNING OVERSIGHT

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