



DRAFT SUBUD EAST COAST BYLAWS

PREAMBLE

WHEREAS: Subud East Coast (the “Corporation” or “SEC”) is a separate non-profit corporation established for the promotion of Susila, Budhi, Dharma, herein known as Subud, and

WHEREAS: Subud is a worldwide movement whose founder, Muhammad Subuh Sumohadiwidjojo, has provided the members of Subud with guidance for both the spiritual and material aspects of their lives, and the establishment of the Corporation and these bylaws are in accordance with that guidance, and

WHEREAS: Subud East Coast is one of many regional organizations in the United States of America affiliated under the national organization Subud USA, and all of the Subud regional organizations seek to cooperate with one another to strengthen and grow the Subud movement in the United States of America, and

WHEREAS: We rely upon guidance from God in the Latihan Kejiwaan and use as guidance the aims of Subud and the principles of Susila, Budhi, Dharma to conduct our daily lives and to relate to every member of the Corporation and to our other brothers and sisters of the international association in accordance with these principles,

NOW THEREFORE, we the members of the Corporation adopt these bylaws to further the purposes of Subud East Coast as described in our Articles of Incorporation.

DEFINITIONS

1. “Latihan Kejiwaan” (“Latihan” for short) refers to the spiritual exercise of Subud, which is a worship of God.
2. Members meet for the Latihan in locations designated as “Centers.” Such members are “Center Members.”
3. A “Regional Member” refers to a Subud member who practices the Latihan but who does not identify him/herself as a member of a Center.
4. A “Helper” refers to a person who serves those who receive the Latihan. A “Center Helper” is a Helper who serves Center members. A “Regional Helper” is a Helper who serves Regional Members.
5. The “Center Committee” is a group of Center Members organized at each Center to handle the worldly and temporal affairs of the Center. Depending on the Center, the Center Committee may be referred to by other terms, e.g., the “Committee” or the “Executive Committee”.
6. The “Regional Committee” consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer of Subud East Coast.
7. The “Board of Directors” of Subud East Coast consists of the Regional Committee and up to 5 representatives from the Centers in the Subud East Coast region and which has been organized to manage the worldly and temporal affairs of the Corporation.
8. A “Group” is a provisional Center where the number of members does not qualify it to be a full-fledged Center.
9. “Testing” is the practice of the Latihan directed toward receiving guidance or insight on a particular issue. Helpers may use Testing to assist members or the Committee to promote insight and clarity in certain situations.
10. A “Congress” is a meeting of Subud Center Members and Regional Members. A “Regional Congress” is a meeting of the members belonging to a specific region. A “National Congress” is a meeting of Subud members in the United States of America.
11. The “*Subud East Coast Policies and Procedures Manual*” or “PPM” is a manual that documents the Corporation’s working practice. The PPM contains further details of the policies and procedures in these bylaws.
12. The terms “written notice” and “in writing” refer to communication via surface mail, email, fax or other written or printed method. The attendance of any person at a meeting shall constitute waiver of notice of such meeting by that person, unless the person, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting because of lack of notice or a defective notice.

ARTICLE I MEMBERSHIP

1. DEFINITION

Any person who is at least seventeen (17) years of age and has been admitted to the practice of the Latihan Kejiwaan, whose name and address are recorded in the Subud USA national membership database of active and semi-active members, and resides in the states listed in Article II, shall be a voting member of this Corporation. Members shall be recognized as Center members if they attend the Latihan Kejiwaan on a regular basis at a duly constituted Center (see Article III), or as Regional members if practicing the Latihan Kejiwaan apart from a Center.

Subud East Coast, in line with the position of Subud USA, affirms all members' rights to participate in, benefit from, and contribute to all activities, programs, and services of the Corporation with dignity and respect, free from discrimination on the basis of race, national origin, sex, religion, color, age, disability, sexual orientation, genetic information and parental status, and free from sexual harassment.

2. REMOVAL

A member may be removed from the membership roll in any of three ways:

- a. By submitting a letter of resignation to the Regional Secretary.
- b. By remaining absent from the Latihan Kejiwaan for an unreasonable period of time. The Center Helpers or Regional Helpers shall determine what constitutes an "unreasonable period." Such Helpers shall notify a member that his or her name has been removed from the active membership roll. The Helpers shall also notify the Regional Secretary of the member's removal.
- c. By acting in a way determined by the Helpers to be gravely contrary to the aims and purposes of the Corporation. The Helpers shall notify the member and the Regional Secretary of the member's removal. A member so removed may request, and shall be granted, a review of the determination by the Center or Regional Helpers.

3. REINSTATEMENT

A member may be reinstated with the consent and approval of the Center Helpers or Regional Helpers, who will inform the Subud USA national office for re-inclusion in the national membership database.

4. VOTING

Each voting member of SEC shall be entitled to one vote on matters submitted to the members at a duly called meeting of the membership or on matters submitted to the members via written notice. If other than in person, the method of voting shall be described in the PPM.

ARTICLE II REGION

Subud East Coast, Inc., hereafter referred to as "SEC", is one of several separate, autonomous regional associations that have been organized to form a national association of Subud known as Subud United States of America (hereafter "SUSA") and have aligned themselves with the goals and principles of SUSA. SEC is comprised of Centers in the following states only:

1. Maine
2. Vermont

3. New Hampshire
4. Massachusetts
5. Rhode Island
6. Connecticut
7. New York
8. New Jersey
9. Pennsylvania
10. Maryland
11. Delaware
12. District of Columbia
13. Virginia
14. West Virginia
15. North Carolina
16. South Carolina
17. Georgia, and
18. Florida.

ARTICLE III CENTERS

1. DEFINITION

SEC shall carry on its activities primarily through Centers and Center Committees, supervised by the Regional Committee. A Center can be established when the following criteria are satisfied:

- a. There are at least ten (10) members;
- b. There is at least one female and one male willing and able to serve as Center Helpers;
- c. There are two other (non-Helper) members willing and able to serve as Center Chair and Center Treasurer in the Committee;
- d. The members agree to maintain a facility at which the Latihan Kejiwaan can be held at regularly scheduled intervals; and
- e. The Center Committee prepares regular financial and membership reports for submission to the Regional Committee.

Such establishment shall be subject to confirmation by the Regional Committee and Regional Helpers. A Center shall be disbanded when the above conditions are no longer in evidence, subject to confirmation by the Regional Committee and Regional Helpers.

A Group is a provisional Center of with four to 10 members who have organized themselves for the Latihan and can:

- a. Manage its practical affairs in cooperation with the Regional Committee;
- b. Have at least one Helper;
- c. Conduct meetings, accept applicants, and conduct other activities according to the guiding principles of Subud.

2. NAMES OF CENTERS

Each Center shall be known as "Subud [City or County], a Subud East Coast Affiliate", e.g., "*Subud Atlanta, a Subud East Coast Affiliate*"

ARTICLE IV BOARD OF DIRECTORS

1. MEMBERS

The voting members of the Subud East Coast Regional Board of Directors (the “Board of Directors” or the “Board”) shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Corporation (collectively, the “Officers” of the Corporation) and five (5) East Coast members, called Directors-at-Large. No Board member shall be in an economic, domestic or familial relationship (e.g., spouse, domestic partner, parent-child) with an employee of or paid consultant working for SEC or any Center in the SEC region. Where a Board member has such a relationship established during his or her term, the Board member must resign immediately.

2. TERMS OF OFFICE

- a. An Officer of the Corporation is automatically a Director of the Board of Directors. Such a Director leaves the Board when he or she leaves the Officer position, but that person may be subsequently selected to continue to serve as a Director-at-Large.
- b. Directors-at-Large serve three-year staggered terms. In order to create staggered terms, the initial Directors-at-Large shall be chosen to serve 1, 2, or 3 year terms with one Director serving a one-year term, two serving two-year terms and two serving three-year terms. Directors may be selected (See 3. Selection of Directors) to serve additional 3-year terms.

3. SELECTION OF DIRECTORS-AT-LARGE

- a. Directors shall be selected at the Regional Congress by nomination from the floor, testing before the regional membership and majority vote of the membership. Potential Directors who have positively pre-tested, but are unable to attend the Congress, may be nominated and have their names tested by the Regional Helpers in front of the general membership.
- b. No more than two Directors-at-Large shall be members of the same Center or Group.
- c. Between Congresses, Directors may be chosen to complete an unfilled term or a term made vacant by resignation or removal of a Director-at-Large. The vacated term shall be filled by nomination by the remaining Board of Directors with confirmatory testing by the Regional Helpers. If a vacated term extends beyond the next Regional Congress, the chosen Director shall be presented to the membership for their approval by majority vote at that Congress.
- d. If a Director is removed at a specially called meeting for that purpose, the remaining term may be filled at that meeting as in Article IV Section 3.a above.

4. REMOVAL OF DIRECTORS-AT LARGE

- a. A Director-at-Large may resign by written notice to the Board of Directors. Directors-at-Large who participate in fewer than two-thirds (2/3) of the Board of Directors’ meetings will be requested to resign so that a replacement Director can be found.
- b. A Director-at-Large may be removed from office by a majority vote of the members present and accounted for at a properly called regular Regional Congress or special meeting (See Article IV Section 2).
- c. A Director-at-Large may be removed from office by a vote of three-quarters (¾) of the members of the Board of Directors.

5. QUORUM

- a. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.
- b. The Board of Directors may continue to transact business even though some of the Officer or Director-at-Large positions are not currently filled.

6. POWERS OF THE BOARD OF DIRECTORS

Subject to the limitations of law, the Articles of Incorporation and other sections of these bylaws of the Corporation, and the Articles of Incorporation and bylaws of SUSA, and in accordance with policies passed at SEC Regional and National Congresses, all corporate powers of the Corporation shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed by, the Board of Directors.

Without limiting their general powers, the Board of Directors shall have the following powers:

- a. To select and remove agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, these bylaws or policies passed by a Congress;
- b. To borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities. No property owned by the region shall be used as collateral to secure another property, or otherwise be placed at risk. The Board of Directors may allow a Center or a Group occupying a regionally owned property to incur indebtedness on that property for the purposes of improvement of that property;
- c. To establish advisory committees as warranted;
- d. To implement the resolutions, recommendations, and suggestions passed at Regional and National Congresses;
- e. To formulate and approve the Regional budget, organize and conduct fundraising as needed, and see that regular financial reports, minutes of meetings, and an annual report on the region are prepared and made available to the members.

7. MEETING OF THE DIRECTORS

The Board of Directors shall meet at least twice a year. At least one of the meetings shall be conducted in person. The remaining meetings may be held by electronic means.

Meetings of the Board may occur more frequently and can be called at the discretion of the Chairperson or a majority of the Board Members. Notice of meetings, the establishment of an agenda, and the distribution of all necessary documents shall be the responsibility of the Officers.

At the discretion of the Chairperson, or with the agreement of the Board, any additional members may be invited to sit with the Board for a meeting. Such members shall have the right to address the Board only when duly recognized by the Chairperson. Such members shall have no vote.

8. ACTION WITHOUT MEETING

Any action by the Board of Directors may be taken without a meeting if the Board of Directors unanimously consent to the action. Consent can be accepted and filed with the minutes of the proceedings of the Board of Directors in any of the following methods:

- a. Written commentary followed by a faxed, mailed or emailed vote with a quorum, or
- b. Email discussion and vote by email, accepting communication by email from recognized email addresses from each Board member as listed with the Secretary of the Board of Directors.

ARTICLE V

OFFICERS/REGIONAL COMMITTEE

1. DEFINITION

The Regional Committee shall consist of no less than a Chairperson and a Secretary/Treasurer. A complete Regional Committee consists of the Chairperson, Vice-Chairperson, Secretary and Treasurer, or the Officers of the Corporation.

2. OFFICERS

Any member of the Corporation who is not an active Helper, an officer of SUSA, or a Committee member of any Subud Center shall be eligible for election to the Regional Committee.

- a. **CHAIRPERSON** -- The Chairperson, also known as the President, in consultation with the Board of Directors shall have general supervision, direction and control of the business and affairs of the Corporation. The Chairperson shall serve as the chairperson of the Board of Directors. He or she shall preside at Regional Committee meetings, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. He or she may serve on the board of directors of SUSA.
- b. **VICE-CHAIRPERSON** -- In the absence or disability of the Chairperson, the Vice-Chairperson, known also as the Vice-President, shall perform all the duties of the Chairperson. He or she shall have such other powers and duties as the Board of Directors may prescribe.
- c. **SECRETARY** -- The Secretary shall keep a full and complete record of the proceedings of the Board of Directors of the corporation, and of the meetings of the officers of the corporation, and of the Congresses; shall make such notice as may be necessary or proper; shall distribute minutes of the various meetings as appropriate; shall supervise the keeping of records of the Corporation and shall discharge such other duties of the office as may be prescribed by the Board of Directors.
- d. **TREASURER** -- The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Regional Committee. Those funds shall be paid out only on checks of the Corporation signed by officers or agents designated by the Board of Directors. The Treasurer shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

3. SELECTION OF OFFICERS

Officers of the Regional Committee shall be selected at a Regional Congress for a term of two years. The selection procedure shall be as follows:

- a. Chairperson -- At a properly noticed and called Regional or Special Congress, the Chairperson shall be nominated from the floor, shall test before the members, and be elected by a majority vote of the members present at the Congress.
- b. Vice-Chairperson -- Following the election of a Chairperson at the Congress, the Vice-Chairperson shall be selected from nominations made from the floor, shall test before the members, and be elected by a majority vote of the members present.
- c. Secretary and Treasurer -- The newly elected Chairperson and Vice-Chairperson together shall appoint a Secretary and a Treasurer. Such appointment shall constitute an election.

4. REMOVAL OF OFFICERS

Any Officer of the Corporation may be removed from office by a majority vote of the members present and accounted for at a properly called session of Congress.

An Officer of the Corporation, other than the Chairperson, may be removed from office by a vote of three-fourths of the Board of Directors.

Any member can demand a special meeting to recall any Officer by a petition signed by ten (10) percent of the members of the Corporation, if a Congress is not in session.

When a Regional Congress is in session, a member may offer a motion from the floor for the removal of any Officer.

5. VACANCIES

If the Chairperson's position is vacant, the Vice-Chairperson shall become the Chairperson until the next National Congress. A vacancy in the office of Vice-Chairperson shall be filled by a member who has been received testing by the Regional Helpers and who has received the vote of two-thirds of the Board of Directors. At the next National Congress, a Chairperson and/or Vice-Chairperson as appropriate will be selected for the remaining portion of the original term of office by the procedure described in Article 5, section 3.

A vacancy in the office of Secretary or Treasurer may be filled by appointment by the Chairperson and with a majority approval of the Board of Directors.

ARTICLE VI MEETINGS OF MEMBERS OF THE CORPORATION

1. Annual Meeting

The exact time and place of the annual meeting (the "Annual Meeting") or any other special meeting shall be determined by the Board of Directors. Any meeting shall be held within the region of SEC. The purpose of the Annual Meeting shall be specified by the Board of Directors. In addition, any member of SEC may at the Annual Meeting propose that any matter pertaining to regional business be included on the agenda.

2. Special Meetings

A special meeting of the members may be called at any time by a majority of the Regional Committee or by one-third of the Board of Directors.

A special meeting may also be initiated by a petition signed by a minimum of ten (10) percent of the Corporation members. Such a petition for a special meeting must state the purpose of the meeting. Once such a petition is received, the Regional Committee must convene the special meeting within 60 days.

3. Notice of Meetings

Each member of the Corporation shall receive a written or electronic notice of any meeting of the members stating the purpose, place, time, and day. Annual meetings shall be called at least thirty days (30) in advance. Special meetings shall be called at least fifteen days (15) in advance. The notice of any meeting shall also be mailed to each Center in the Region. If the address of any member is not reasonably ascertainable, no notice shall be required.

4. Quorum

At all meetings, a quorum for the election of any Officer or voting upon any question shall consist of at least 5% of the members of Corporation and representing at least one-half of the total number of Centers in SEC.

5. Voting

When a quorum is present at any meeting, a majority of the votes properly cast upon a question shall decide the question, except where a larger vote is required by law, by the Articles of Incorporation of SEC, or by these bylaws.

ARTICLE VII HELPERS

The purpose of this section in the bylaws is to define the relationship that should exist between the Helpers and the Regional Committee or Board of this Corporation. This bylaw does not presume to define the duties and the responsibilities of the Helpers to the individual members of the Corporation.

DEFINITION -- The term "Helper" means a person appointed to assist in the spiritual work of Subud. In accordance with the advice given to us by our founder, helpers are classified into four groups. These are:

- Center Helpers
- Regional Helpers
- National Helpers
- International Helpers.

The duties of the Center Helpers and Regional Helpers are understood to be as follows:

1. CENTER HELPERS -- The Center Helpers shall submit the names and addresses of all new members to their Center, the Regional and National Committees, and be responsible for verification of the membership status of all members at the center. The Center Helpers and Center Committee shall establish a regular practice of the Latihan Kejiwaan together.
2. REGIONAL HELPERS -- The Regional Helpers shall advise and remind the Regional Committee and Board of Directors of the aims and purposes of Susila, Budhi, Dharma, in the performance of their worldly assignments. The Regional Helpers provide guidance on questions submitted by

the Regional Committee or the Board of Directors and assist in the selection of Committee Officers through testing. The Regional Helpers shall be responsible for verification of the membership status of all Regional Members. The Regional Helpers, Regional Committee and the Board of Directors shall establish a regular practice of the Latihan Kejiwaan together. The Board of Directors shall include in the Regional budget monies to cover the reasonable expenses for Regional Helpers to serve Centers in their region.

The Regional Helpers shall communicate with and have an awareness of the Center Helpers in order to assist them with their spiritual duties. Regional Helpers shall also be responsible for outreach to Regional Members in order to assist them with spiritual growth.

ARTICLE VIII CENTER COMMITTEES

This article is intended to serve as overarching guidelines for the Centers.

1. CENTER COMMITTEES

Each Center shall be served by a Center Committee, consisting of at least a Chairperson and a Treasurer. A Vice-Chairperson, a Secretary and members may be added. When there is no officer in the position of Vice-Chair or Secretary, the duties of those offices shall become the duties of the Chairperson. No Committee member shall also be an active Helper. No Committee member shall be in an economic, domestic or familial relationship (e.g., spouse, domestic partner, parent-child) with an employee of or paid consultant working for the Center. Where a Committee member has such a relationship established during his or her term, the Committee member must resign immediately.

- a. CHAIR. The Chairperson shall be the Chief Executive Officer of the Center and shall, subject to the supervision of the Regional Committee or the SEC Board of Directors, have general supervision, direction and control of the Center's activities. The Center Chairperson shall oversee the preparation of an annual Center Report to the Region, and shall have such other powers and duties as the Regional Committee, the Board of Directors, or the Regional Congress may prescribe.
- b. VICE CHAIR. In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson. The Vice-Chairperson shall have such other powers and duties as the Chairperson, the Regional Committee or the Board of Directors may prescribe.
- c. SECRETARY. The Secretary shall maintain records of the membership and inform the Regional Secretary and Subud USA National Office at regular intervals of all changes, and shall record the minutes of the meetings of the members and of the Center Committee. The Secretary shall maintain the records of all business conducted by the Committee and have such other powers and duties as the Chairperson of the Center, the Regional Committee or the Board of Directors may prescribe.
- d. TREASURER. The Treasurer shall have custody of the funds of the Center and shall maintain records of the receipts and disbursements of the Center, make annual financial reports to the Regional Treasurer of all monies received or paid out, prepare a budget and financial report for the Center annually, and have such other powers and duties as the Chairperson, the Regional Committee or the Board of Directors may prescribe.

2. ELECTION OF OFFICERS

The Center Chairperson shall be selected at a properly called Center meeting. Nominations shall be made from the floor, followed by testing before the members. Election shall be by a majority vote of the Center members present.

If desirable or necessary, following the election of the Center Chairperson, the Vice-Chairperson shall be selected according to the same procedures outlined above.

The newly elected Chairperson and Vice-Chairperson (if elected) shall appoint a Treasurer and, if feasible, a Secretary.

3. TERM OF OFFICE

Each Center is free to determine the terms of office for the officers of the Center and members of the Center Committee, including any term limits if so desired. The SEC recommends that members of the Center Committee serve for a term of no less than one year and for at least two years.

4. REMOVAL

Any officer of the Center or any member of the Center Committee may be removed by the procedures outlined in each Center's bylaws. Where no such bylaws exists, such an officer or member may be removed by a majority vote of the Center membership present at a duly called meeting.

5. RESIGNATION

Any member of the Center Committee may voluntarily resign in writing at any time. The letter of resignation shall be copied to the Regional Committee, and kept with the records of the Center.

6. VACANCY

If the Chairperson's position is vacant, the Vice-Chairperson (if elected) shall become the Chairperson for the duration of the term of office. In the absence of a Vice-Chairperson, the Center shall convene a duly called meeting within 60 days of the vacancy for the purpose of electing a new Chairperson for the duration of the original term. Vacancies in the positions of Secretary or Treasurer may be filled by appointments of the Chairperson.

7. CENTER MEETINGS

Each Center shall have a regularly scheduled meeting for its membership at least once every twelve months. Minutes of each Center membership meeting shall be sent to the Regional Committee.

8. QUORUM

Unless otherwise specified by the Center's bylaws, a quorum for any Center meeting shall be 15% of the active membership of the Center, but no fewer than 5 members.

9. LIMITATIONS OF POWERS

Centers may not adopt rules, regulations, and bylaws that are inconsistent with law, the bylaws and Articles of Incorporation of SUSA and SEC, or resolutions and directives of the Board of Directors of the Corporation or of SUSA.

ARTICLE IX ANNUAL REPORTS/FINANCES

1. Centers

The Center Committees and Center Helpers shall prepare and forward an annual report to their Regional Committees and Regional Helpers. The statement shall contain a description of the Center activities, a membership census to determine active membership, and a financial report. In years in which a National Congress is held, this report shall be sent no later than 60 days prior to the National Congress.

2. Regions

The Regional Committees and Regional Helpers shall prepare and forward an annual report to SUSA's Board of Directors and the National Helpers. The statement shall contain a summary of Center activities of that region, Regional activities, a membership census of regional members to determine active membership, and a financial report. In years in which a National Congress is held, this report shall be sent no later than 35 days prior to the National Congress.

ARTICLE X AMENDMENTS OF BYLAWS

1. AMENDMENT

These bylaws may be amended or repealed and new bylaws adopted in either of the following ways:

- a. By a two-thirds vote of the members present and voting at a duly called Regional or Special Congress at which a quorum is present; or
- b. By the written consent of a majority of the active members of the Corporation;

With any amendment or replacement under this article, every effort should be made to maintain consistency with the aim and intent of the bylaws of SUSA.

2. NOTICE

These bylaws cannot be amended or replaced without written notice being submitted to the membership at least 30 days prior to any meeting or voting at which bylaw amendments are to be considered.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the assets of the Corporation shall be distributed to one or more corporations or other organizations organized and operated exclusively for religious, charitable, or educational purposes, and no part of such assets shall be distributed to any individuals.