



**RESTATED AND AMENDED  
BYLAWS OF THE SUBUD INTERNATIONAL CULTURAL ASSOCIATION (SICA)**

**ARTICLE I  
NAME AND PURPOSE**

- Section 1. **Name**  
The name of this Corporation shall be the SUBUD INTERNATIONAL CULTURAL ASSOCIATION, hereinafter referred to as “SICA” or “The Corporation.”
- Section 2. **Purpose**  
SICA is a nonprofit cultural and educational affiliate of the World Subud Association (WSA), and is organized exclusively for charitable, scientific and educational purposes in order to serve the public benefit through cultural and educational initiatives and activities. SICA is incorporated under the laws of the United States of America and the Commonwealth of Virginia.
- Section 2.1. SICA works at the intersection of creativity and spirituality to advance and celebrate activities that grow out of the development of one’s inner nature, or human soul, in order to contribute to a truly human and compassionate culture across all fields of human endeavor. SICA hopes to thereby contribute to a culture awakened from within and filled continuously with a living, creating life-force—or, as the founder of Subud has said, “a culture which truly originates in the human nature and represents humankind’s worship of Almighty God.” Central to the development of such a culture is the ability of each human being to develop and express his/her own innate gifts or talents.
- Section 2.2. SICA therefore affirms the cultural components of the development process; embraces and affirms the diversity of cultural identities; and works to promote international cultural co-operation among peoples, cultures and religions as a prerequisite for the world becoming prosperous and stable.
- Section 2.3. SICA accomplishes its mission through programs and services that advance, connect, and celebrate all parts of our own unique cultural ecosystem.

**ARTICLE II  
OFFICE AND RECORD KEEPING**

- Section 1. **Office**  
The Corporation shall have and continuously maintain a registered location and a registered agent in the Commonwealth of Virginia. The Corporation may also establish any other offices deemed necessary by the Board of Directors.

Section 2. **Financial Records**

The Corporation shall keep correct and complete financial records of accounts and shall also keep minutes of the Board of Directors' meetings. Any member, or its agent or attorney may inspect all records of the Corporation, for any proper purpose at any reasonable time.

Section 3. **Fiscal Year**

The fiscal year of the Corporation shall be January 1 to December 31. Changes in the fiscal year may be made by a vote of two-thirds of the Board of Directors.

### **ARTICLE III MEMBERSHIP**

Section 1. **Voting and Nonvoting Members**

There shall be two categories of members, voting and nonvoting members.

Section 1.1 **Voting Members**

The voting membership of the Corporation shall be as follows:

- Officers and Members of the SICA Board of Directors.
- Zonal SICA Representatives: One for each of the world zones of the WSA, selected from within the Subud membership of each zone.

Voting members must be members in good standing as determined by policy of the SICA Board of Directors and must be approved by a majority vote of the Board of Directors. The rights and privileges of all voting members (or their proxy) shall be equal. Each has one vote.

Section 1.2 **Nonvoting Members**

The Corporation, by resolution of the Board of Directors, 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 may offer.
- Individuals or organizations who choose to sponsor or support the activities of SICA.
- 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.

Section 4. **Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

A member can have their membership terminated by a vote of two-thirds (2/3) of the Board of Directors after an impartial investigation has been made. Removal shall be without prejudice to the Corporation's right to receive any money owed.

**ARTICLE IV  
MEETINGS OF MEMBERS**

Section 1. **Annual General Meeting (AGM)**

Each year in which there is not a Subud World Congress, the AGM of the voting members of SICA shall preferably take place at the time and place of World Subud Council meetings or other designated annual meeting designated by the Board of Directors. A designated AGM may be in person, via email, phone, skype, video or web conference.

Section 2. **Special Meetings of the Corporation**

Special meetings of the Corporation may be called by or at the request of the President or a majority of the Board of Directors.

Section 3. **SICA Summit**

A special SICA Summit for all members will be convened at every Subud World Congress. This is a time to showcase SICA work and projects to the public and greater Subud membership, share best practices, attend workshops and trainings, set goals for the coming term (the period between one Subud World Congress and the next World Congress) and elect the Officers of the Corporation.

Section 4. **Quorum**

At all meetings of the Corporation, 40% of the voting members present or represented by proxy shall constitute a quorum for the transaction of business. If less than 40% of the members are present or represented by proxy at said meeting, a majority of the members present may adjourn the meeting to another time without further notice other than by announcement at the meeting.

Section 5. **Proxy**

Members in good standing may vote at a meeting of the Corporation by written proxy. Written notice shall be communication via surface mail, email, fax or other printed method. The Secretary of the Corporation will collect and count all proxies.

Section 6. **Manner of Acting**  
Except as otherwise provided by statute, by the Certificate of Incorporation, or by these Bylaws, any corporate action required or permitted to be taken by the members shall be authorized by a majority of the votes cast at a meeting of members in good standing at which a quorum is achieved.

Section 7. **Rights and Liabilities of Members**  
The members, and including the Board of Directors, shall not be liable for the debts or obligations of this Corporation. No member shall receive any compensation for services rendered to the Corporation, but a member may be reimbursed for expenses, reasonably incurred as prescribed by the policy and procedures of the Corporation.

Section 8. **Decisions at Meetings**  
All resolutions and decisions will be determined by a simple majority of members present, unless stated otherwise in these by-laws. In cases of dispute all meetings shall make rulings according to *Robert's Rules of Order*.

## ARTICLE V BOARD OF DIRECTORS

Section 1. **General Powers**  
The Board of Directors is responsible for the overall policy and direction of the Corporation in between Summits, and shall manage and/or delegate to staff and committees the ongoing operations of the Corporation.

Section 2. **Number and Compensation**  
The number of directors of the Corporation shall include its Officers: President, Vice-President(s), Secretary, and Treasurer; and a minimum of two additional Directors selected from the membership at large. There may be co-Vice Presidents of the Board if desired. In addition to the Board, the President/Chair of the WSA or his/her designee shall serve as an ex-officio director. The Board receives no compensation other than expenses reasonably incurred as prescribed by the policy and procedures of the Corporation.

Section 3. **Qualifications**  
All Directors must be active Subud members who are self-supporting and at least twenty-one (21) years of age. It is recommended that directors have any combination of the following qualifications:

- Arts Management and/or Community Development Experience.
- Experience or knowledge of nonprofit organizational service.
- Professional experience serving or working in a field of cultural endeavor such as Arts & Humanities (including Literary, Music & Performing Arts); Science & Technology; Education & Training; Culture & Development; Media and Communications; Architecture &

Design; Intercultural, Cross Cultural, and/or Interfaith Initiatives; Peace and Human Rights; Agriculture and Sustainable Development, etc., etc.)

- Fund raising and development experience.
- Financial management and record keeping.
- College degree.
- Experience of countries and cultures other than one's own.
- Five years or more in Subud for Officers of the Corporation.

**Section 4. Terms**

All directors shall serve four-year terms. Directors may be re-elected to successive terms, provided that after serving two full consecutive terms, he or she has been off the Board for one year.

- *Staggered Terms.* The Board shall make every effort to stagger terms of directors to maintain continuity.
- *Officer Election and Terms.* The Officers are elected at the SICA Summit that happens at the time of the Subud World Congress, and their terms expire accordingly.

**Section 5. Meetings and Notice**

The Board of Directors shall meet monthly, either in person, or by email, phone, video or web conference at such time and place as the Board of Directors shall specify. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without further notice than such resolution.

**Section 6. Special Meeting of the Board**

Special meetings of the Board of Directors may be called by the President or by a vote of one-third of the members of the Board. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the written notice which shall be communicated via surface mail, email, fax or other printed method.

**Section 7. Board Elections for Directors and Officers**

All directors and officers shall be selected in accordance with established Subud policy and procedures and these bylaws.

- New directors and current directors shall be elected or re-elected by a simple majority of the voting representatives present at the SICA AGMs or other designated meetings, whichever applies to the term(s) of the directors being elected.
- If less than four have been elected the President can appoint interim directors to serve until an election is held.
- Officers of the Corporation shall be elected by a simple majority of the voting representatives present at the SICA Summit.

**Section 8. Election Procedures**

A Board Nominating Committee shall be responsible for nominating a slate of qualified prospective board members and/or officers representing the

Corporation's diverse constituency. In addition, any voting member in good standing can nominate a candidate to the slate of nominees. All voting members will be eligible to vote for each candidate. Except for the selection of Officers, voting to select SICA Board members can be by surface mail, email, fax or other printed method.

Section 9. **Vacancies**

Any vacancies occurring on the Board of Directors shall be filled by appointment by the Board of Directors. Any director appointed to fill a vacancy shall be appointed only for the remaining portion of his or her predecessor's term.

Section 10. **Resignation**

Any director may resign at any time by giving written notice to the President or Secretary of the Board of Directors. Resignations shall be effective upon the Board's receipt of that director's letter of resignation. Any director who does not attend at least a majority of regularly scheduled Board meetings during each year of his or her term in office may be asked, at the discretion of the Board, to resign.

Section 11. **Removal**

Any director or officer may be removed by a vote of three-fourths of the Board of Directors whenever in its judgment such action would serve the best interests of the Corporation. Specific grounds for removal shall be specified in Board policy. Twenty days notice shall be served to the directors of any meeting at which the removal of a director will be decided.

## ARTICLE VI OFFICERS AND DUTIES

Section 1. **Officers**

There shall be four elected officers of the Board consisting of a President, Vice-President, Secretary, and Treasurer.

Section 2. **Duties**

The Officers, together with two Board members, serve as the Executive Committee of the Board. In addition, they each have the following duties:

Section 3. **President**

The President serves as the Chief Executive Officer of the Corporation and as such is both the public spokesperson for SICA and the Chief Executive of an international nonprofit organization. His/her duties shall include but not be limited to the following:

- Leadership and general oversight responsibilities for the corporation, as well as its programs, services, and other initiatives, subject to the direction and control of the Board of Directors.

- Presiding at all regular and special meetings of the Board of Directors and of the Executive Committee or arranging for other members of the Executive Committee to preside at said meetings in the following order: Vice-President, Secretary, Treasurer.
- Authorizing, in concert with Secretary or Treasurer, and with the approval of the Board of Directors all monetary instruments.
- Representing the Corporation on the World Subud Council (WSC) and reporting WSC initiatives back to the SICA membership.
- Choosing a designee to attend WSC meetings in his/her place if unable to attend.
- Appointing interim Directors in the event of unanticipated midterm resignation of a Board member .
- Working with Zonal and National SICA Coordinators to encourage the development of functioning national SICA organizations.
- Proposing suitable coordinators for the cultural activities at Subud World Congresses and ensuring that a SICA presence is clear and coordinated at Subud World Congresses.

**Section 4. Vice-President**

The duties of the Vice-President shall include, but not be limited to:

- Assisting the President in the discharge of his/her duties and performing such other duties as shall be assigned by the President or the Board of Directors.
- Assuming all duties of the office of President in the event of the President's disability, removal, absence or refusal to serve.

**Section 5. Secretary**

The duties of the Secretary shall include, but not be limited to, the following:

- Maintaining or causing to be maintained, complete and accurate records of all Board of Directors and AGM meetings including records of all policies approved by the Board of Directors.
- Maintaining or causing to be maintained the membership rolls of the Corporation, especially with regard to classification of members and services to be provided as well as voting eligibility and membership status.
- Conducting the elections of the Board of Directors at the appropriate terms, including reminders to the Board that such elections are approaching.
- Publicizing or causing to be publicized all notices of meetings concerning the Board of Directors or SICA membership.
- Performing all other duties as from time to time shall be assigned by the President or the Board of Directors.
- Filing annual reports with the Commonwealth of Virginia as required by law.
- All other duties as from time to time shall be assigned to him or her by the President or the Board of Directors.

Section 6. **Treasurer**

The duties of the Treasurer shall include but not be limited to, the following:

- General oversight responsibilities, including advice and counsel and direction regarding the accounting practices, financial records, and fiduciary responsibilities of the corporation.
- Maintaining or causing to be maintained, complete and accurate records of all income and expenditures of the Corporation.
- Regular reports to the Board of Directors on financial matters.
- Charge and custody of all funds of the corporation including its bank accounts and other assets.
- Ensuring that all financial reports and forms required by the United States Internal Revenue Service or other government agencies are filed correctly, accurately, and in a timely fashion.
- All other duties as from time to time shall be assigned to him or her by the President or the Board of Directors.

**ARTICLE VII**

**COMMITTEES, ADVISORY BOARDS, THINK TANKS, AND CULTURAL COUNCILS**

Section 1. **Committee Formation**

The Board of Directors may create committees as needed. The Board President appoints the President of any committee so formed.

Section 2. **Executive Committee**

The Executive Committee shall consist of the elected officers of the Corporation and such additional members as determined from time to time by the Board of Directors. The committee shall conduct ongoing day-to-day business of the corporation as permitted by law, subject to ratification by the Board of Directors.

Section 3. **Other Committees**

The Executive Committee may by resolution establish one or more ad hoc, non-voting committees and/or task forces. The President shall appoint Committee or Task Force Presidents who, in turn, at the discretion of the President, may appoint members. These committees or task forces, to the extent provided in said resolution, shall have and exercise such authority and perform such duties as may be exclusively assigned to the committees and task forces by the Executive Committee; provided, however, that no such committee or task force shall have any authority to supersede or counter the authority of the Executive Committee. Ad-hoc committees serve only the purpose for which they were organized and then dissolve.

Section 5. At least one member of the Board must serve on any Committee, standing or ad hoc, established by the Board.



## **ARTICLE IX FINANCES**

### **Section 1. Expenditures**

The Board of Directors shall administer the finances of the Corporation. The directors shall oversee preparation of and approve a budget each year for the next fiscal year. Written notice of the Board of Directors meeting at which the proposed annual budget will be reviewed and approved shall be served by written notice at least 15 and not more than 30 days prior to such meeting to each voting member. Written notice shall be communicated via surface mail, email, fax or other printed method. Voting members shall be provided a copy of the proposed annual budget upon request. The directors shall be authorized to carry out the provisions of the approved budget.

### **Section 2. Depositories**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

### **Section 3. Contracts**

The Board of Directors may authorize any director, officer, or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of, and on behalf of the Corporation. Such authority may be general or confined to specific instances.

### **Section 4. Payment**

All checks, drafts, or other orders for payment of funds; notes; or other evidence of indebtedness issued in the name of the Corporation shall be signed by such director, officer, or agent of the Corporation, and in such a manner, as shall from time to time be authorized by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President.

## **ARTICLE X PROPERTY AND INVESTMENTS**

**Section 1.** The funds of this Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise; stocks; bonds; or other securities as the Board of Directors may deem desirable, subject to limitations, if any, now imposed, or which may thereafter be imposed, by law regarding such investments.

## **ARTICLE XI DISSOLUTION**

### **Section 1. Distribution**

In the event of the dissolution or liquidation of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied and discharged, and all of the remaining assets of the Corporation shall be distributed to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as selected by the Board of Directors.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

### **Section 1. Waiver of Notice**

Whenever notice is required to be given by statute, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

### **Section 2. Indemnification**

This corporation shall provide indemnification of directors, officers, employees and other agents to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any such person against any liability asserted against or incurred by him/her while acting in such capacity or arising out of such person's status, whether or not this corporation would have the power to indemnify the agent against that liability under law.

## **ARTICLE XIII STAFF**

### **Section 1. Executive Director and Support Staff**

The Corporation's Board of Directors may, at its discretion, appoint or hire an executive director and other support staff as required to successfully execute the purposes and goals of the Corporation.

## **ARTICLE XIV AMENDMENTS TO THE BYLAWS**

### **Section 1. Amendments**

These bylaws may be amended by a vote of two-thirds of the Board of Directors. Proposed amendments must be submitted to the Secretary. Written notice shall be included with regular board announcements.

Except for changes as a result of provisions in Article I, Section 1, and Article III, proposed amendments must be submitted to the Executive Committee in sufficient time to prepare copies of the text and to mail or provide electronic copies to the membership at least two (2) weeks prior to the date on which the amendment(s) will be considered. Amendments may be ratified in person by a simple majority of those present or voting by proxy or may be ratified via electronic vote, if such amendment receives a 2/3 majority vote.

### **CERTIFICATION**

Approved: June 21, 2010