

SUBUD PACIFIC NORTHWEST BY-LAWS

Amended October 26, 2009

Preamble

"Subud" is the abbreviation of the words: Susila, Budhi, and Dharma. Susila means the character of a truly human being, which is in accordance with the will of God. Budhi means the highest power that exists within man. Dharma means the existence of the inner feeling, which submits to the will of God with patience, sincerity and trust. Subud is an association of men and women dedicated to the worship of God according to these principles.

Subud is not a religion, but a process of individual growth toward God. There are no fees or dues required to be opened or to attend the spiritual practice of Subud. However, the organization of Subud is supported entirely by voluntary contributions of its members. Subud is not allied with any sect, denomination, political organization or institution. It neither endorses nor opposes any political cause. Our primary purpose is the worship of God - as stated above; and to make this worship available to all others seventeen years of age or older - regardless of race, gender, creed, sexual orientation, or national origin.

BY-LAWS

I. REGION

Subud Pacific Northwest is a Region of Subud United States of America, a Colorado corporation. This Region is incorporated in the state of Washington and includes Subud members residing in the states of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming

II. HELPERS

The purpose of this bylaw is to define the relationship that should exist between the Helpers Group and any 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 this corporation.

2.1 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, and International Helpers.

2.2 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 Committee shall establish a regular practice of the latihan kejiwaan together.

2.3 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 Regional 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 not at Centers. The Regional Helpers, Committee and Regional Board of Directors shall establish a regular practice of the latihan kejiwaan together. The Regional Board of Directors shall

include in the Regional budget, the reasonable expenses of the Regional Helpers in serving the members.

The Regional Helpers shall communicate with and have an awareness of the center helper groups in order to assist them with their spiritual duties. Regional Helpers shall also be responsible for outreach to Regional Members (isolated, not attached to a center) in order to assist them with spiritual growth.

III. MEMBERSHIP

3.1 DEFINITION

Any person who is a member of Subud United States of America, and who resides in this Region, and whose name and address is recorded with the Center Secretary, Regional Secretary, or National Office Secretary and who has been admitted to the practice of the latihan kejiwaan, shall be a voting member of this corporation. Members shall be recognized as Center members if attending the latihan kejiwaan of a duly constituted Center (see Article 8) on a regular basis, or as Regional members if practicing the latihan kejiwaan where there is no Center.

3.2 REMOVAL

a) A member may be removed from the membership rolls by submitting his or her letter of resignation to the Center Secretary, Regional Secretary or National Office Secretary.

b) A member may be removed from the active membership rolls by absenting himself from the latihan kejiwaan for an unreasonable period of time. The Center Helpers shall decide what an unreasonable length of time is. The Center Helpers shall attempt to notify the member by telephone or in writing that his or her name is being removed from the membership rolls before taking such action.

Unless a member was removed for cause, reinstatement of this member to the Subud Association shall be when the member returns to the practice of the latihan.

c) A member's name may be removed from the membership rolls when the Center or Regional Helpers, in their sound discretion determine that a member's conduct is harmful to the Subud Association.

The member who is removed for such a cause may ask the Regional Helpers to review the determination made by the Center Helpers and then he or she may ask, if necessary, that the National Helpers review the decision. A member removed for cause may be reinstated as a member by obtaining approval of the Center Helpers, or by the Center Helpers in consultation with the Regional and/or National Helpers.

d) The officers of this corporation must be notified of any such action taken by the Helpers under section 3.2c of this bylaw.

3.3 VOTING RIGHTS OF MEMBERS

Each member of this corporation 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 through the mails, or by email attached Word document, which require a response by a written ballot.

IV REGIONAL CONGRESS

4.1 ANNUAL MEETING

An annual meeting of the members of this corporation shall be held at any time and at any place determined by the officers of this corporation. This meeting shall be called the Regional Congress. The meeting shall be held within one of the states included in this Region. On even numbered years, this meeting shall be a regional congress. This shall convene the members of this corporation in order to:

- a. receive reports
- b. make policies, goals and objectives for this corporation
- c. elect, re-elect or remove officers.

At the discretion of the board of directors, the annual meeting held on odd numbered years may be either a regional congress or a non-business gathering.

A copy of the Congress minutes and of one of the Report of the Congress (see Article 4.6 below) shall be kept on file with the minutes of the corporation.

4.2 SPECIAL MEETINGS

A special meeting of the members may be called at any time by the Regional Committee or by the Board of Directors.

The officers of the corporation must convene a special meeting within 60 days following the receipt of a petition at the offices of the corporation signed by at least ten percent of the members of the corporation requesting such a meeting.

4.3 NOTICE OF MEETINGS

Written notice of the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member, not less than ten nor more than fifty days before the date of the meeting. Notice of the meeting shall be mailed to each member at his address as it is shown on the records of the corporation or sent via email to his recorded email address. Notices shall also be sent to the mailing address of the centers where meetings of the members are regularly held.

4.4 QUORUM

A quorum for any meeting of the members shall be five percent of the current active membership.

4.5 VOTING

Once quorum is established and a meeting is in session, any resolution of the meeting or Congress shall be passed by a majority vote of those voting, except where a larger vote is required by law or other sections of these bylaws.

4.6 REGIONAL CONGRESS CHAIR

The Regional Congress Chair for the following year shall be selected by a majority vote of the members present at each regional congress. If the Regional Congress Chair resigns or for any other reason is unable to perform the duties of the Regional Congress Chair then the Regional Committee may appoint a Regional Congress chair.

The duties of the Regional Congress Chair shall be:

- a. to organize and chair the Regional Congress.
- b. work with the Regional Committee in establishing an agenda for the Regional Congress.
- c. prepare with the assistance of the incoming Congress Chair, a report of the congress summarizing the resolutions and recommendations passed, to be distributed to the membership within thirty days after the end of the Regional Congress.

V BOARD OF DIRECTORS

5.1 MEMBERS

The members of the Regional Board of Directors shall be the current officers of the Corporation (Chairperson, Vice Chairperson, Secretary and Treasurer) , the current Chairperson or center delegate, and one representative for Regional members not at Centers.

Non-voting members shall be the regional representatives of Subud Enterprises Services, Subud Youth Association, Subud International Cultural Association, Susila Dharma, the Regional Housing Subcommittee, and the Regional Congress Chair.

5.2 QUORUM

Two-thirds of the voting members of the Board of Directors shall constitute a quorum for the transaction of business.

5.3 POWERS OF DIRECTORS

Subject to the limitations of law, the Articles of Incorporation, other sections of these bylaws, and the Articles of Incorporation and bylaws of Subud United States of America, and in accordance with policies passed at Regional and National Congresses, all corporate powers of the corporation shall be exercised by or under 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 corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities.
- c) To have the sole power to acquire, manage and dispose of real property for the corporation.

1. Purchasing of real property

An affirmative vote of three-quarters of the Board of Directors is required to purchase real property. This vote may occur after the board has performed due diligence

including but not limited to reviewing the proposal from the Center, and the report and recommendations of the Regional Housing Subcommittee (see Article 6.6 below)

2. Sale of Real Property

An affirmative vote of three-quarters of the Board of Directors is required to sell real property. This action may be taken either:

- a. when the center using the property requests that the region sell the property;
- b. when a center is unable to make its monthly housing commitment;
- c. when a center is out of compliance with the regional housing policies;
- d. upon the recommendation of the regional housing committee.

3. Proceeds of Sale:

If a regional property is sold, the proceeds shall be distributed in the following manner:

- a. repayment of all mortgages and/or lines of credit associated with that property;
- b. repayment of all loans from Subud USA trust fund associated with that property;
- c. repayment of all private loans, debts or liens against the property;
- d. any grants from the Regional Housing fund shall be returned to the region;
- e. the residual shall be held in reserve for a period of five years in the Regional Housing Fund for the use of that center in obtaining another regional house. After five years, the money will become part of the general regional housing fund unless that center requests and the board approves an extension of the deadline.

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.

5.4 MEETING OF THE DIRECTORS

The Board of Directors shall meet at least twice a year. Meetings of the Regional Board may occur more often, 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 Regional Committee. At the discretion of the Chairperson, or with the agreement of the Regional Board, any additional members may be invited to sit with the Board for a meeting. Such members shall have no vote. Such members shall have the right to address the board when duly recognized by the Regional Chairperson.

5.5 ACTION WITHOUT MEETING

Any action by the Board of Directors may be taken without a meeting if a quorum of the Board of Directors consents 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) Teleconference followed by a voice vote with a quorum,
- b) Written commentary followed by a faxed or mailed vote with a quorum

OR

- c) Email discussion and vote by email with a quorum, accepting communication by email from recognized email addresses from each Board member as listed with the Secretary of the Board of Directors.

5.6 TERM OF OFFICE, SELECTION AND REMOVAL OF DIRECTORS

- a) The term of office of the Officers (Regional Committee) of the Board of Directors shall be two years. The selection and removal of the officers of the Corporation are described in Articles 6.3 and 6.4.
- b) The term of office of the Directors who serve in their capacity as Center Chairpersons shall coincide with their term of office as center chairpersons.
- c) The Regional Members Representative shall be appointed by the Regional Committee and may be removed at any time at the discretion of the Regional Committee. The term of office of the Regional Members Representative shall be at the discretion of the Regional Committee.

VI REGIONAL COMMITTEE

6.1 DEFINITION

The Regional Committee shall consist of no less than a chairperson and a secretary/treasurer. A complete regional committee consists of the four officers of the Corporation who shall be Chairperson, Vice-Chairperson, Secretary and Treasurer, and such other members, as the Chairperson deems appropriate to facilitate the work of administering the Corporation.

6.2 OFFICERS

Any member of the corporation shall be eligible for any office, except that no officer of this corporation may concurrently be an active Helper or a Chairperson or Director of any Subud Center or of Subud United States of America.

a) CHAIRPERSON

The President, known also as Chairperson, shall have general supervision, direction and control of the business and affairs of the corporation. The Chairperson shall serve as the chairperson of the Subud Pacific Northwest Board of Directors. He or she shall serve on the Board of Directors of Subud United States of America. 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.

b) VICE-CHAIRPERSON

In the absence or disability of the Chairperson, the Vice-President, known also as Vice-Chairperson, 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 keep the seal of the corporation and affix it to such papers and instruments as may be required in

the regular course of business; shall make service of 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 Regional Committee.

6.3 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.

6.4 REMOVAL OF OFFICERS

a) 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.

b) An officer of the corporation, other than the Chairperson, may be removed from office by a vote of three-fourths of the Regional Committee.

c) Any member can demand a special meeting to recall any officer by a petition signed by ten percent of the members of the corporation, if Congress is not in session.

d) When a Regional Congress is in session, a member can offer a motion for removal of any officer from the floor.

6.5 VACANCIES

a) If the Chairperson's position is vacant, the Vice-Chairperson shall become the Chairperson until the next Congress. A vacancy in the office of Vice-Chairperson shall be filled by a vote of two-thirds of the Regional Committee, subject to testing by the Regional Helpers, until the next Congress. At the next 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 6.3.

b) A vacancy in the office of Secretary or Treasurer may be filled by appointment by the Chairperson.

6.6 REGIONAL HOUSING SUBCOMMITTEE

The Board of Directors of the Subud Pacific Northwest Regional shall establish a Regional Housing Subcommittee to oversee property management in the region. This subcommittee is accountable to the Regional Board of Directors and reports directly to the Chairperson of the Region. This subcommittee will consist of three to five Subud member volunteers with expertise in the area of real estate law, management, and real estate transactions. Each member will serve terms of three years, with overlapping terms so that at least one-third of the subcommittee is replaced annually. These members will be chosen by the Regional Committee and confirmed by a majority vote of the Regional Board of Directors. Travel and expenses shall be approved by the Regional Chair. A line item for the Regional Housing Subcommittee will be in the regional budget for reasonable expenses in the performance of their duties.

The duties of the Regional Housing Subcommittee will be:

- a) Prepare and keep current a regional housing manual detailing the guidelines for purchase and maintenance of regional houses. This manual will include guidelines for operating enterprises in regional houses and general operations concerning regional houses. The manual and any changes thereto shall be submitted to the Board of Directors for their approval and when approved shall be the regional housing policies.
- b) Prepare an annual report on all regional property to be submitted to the Board of Directors.
- c) Assist Centers making proposals to the Board of Directors to purchase regional houses.
- d) Prepare an independent report for the Board of Directors on any proposed purchases of real property evaluating the suitability of such property for the group, structural condition, anticipated maintenance costs, and possible enterprise opportunities.
- e) Provide counsel and assistance to Centers in real estate matters.
- f) Work closely with the Regional Treasurer where interests and duties coincide
- g) Advise board of directors on matters of purchase, maintenance and sale of regional property
- h) In the event that there is no active housing sub-committee, the duties of the housing committee fall to the regional committee.

VII ANNUAL REPORTS

7.1 SUBUD UNITED STATES OF AMERICA

The Regional Committee shall prepare an annual report and send copies to Subud United States of America and to each center in the Region. The report shall contain a summary of the Centers' activities, Regional activities, a financial statement, and a census of the Regional membership. The report shall be submitted to the officers of Subud United States of America one month prior to the National Congress.

7.2 FINANCIAL REPORT

The Regional Committee shall prepare a financial report at the end of each annual accounting period and send copies to Subud USA and to each Center in the Region.

7.3 CORPORATE FILINGS

An officer of the corporation shall submit an annual report as required by law to the Secretary of State of Washington (RCW24.03.395) and of any State in which this corporation is registered as a foreign corporation. The corporation will prepare and file any additional documentation required by the federal, state, and local governments on an annual basis.

VIII CENTERS

8.1 DEFINITION

A Center shall be established wherever and whenever there are:

- a) not less than 10 members who agree to practice the latihan kejiwaan at regularly scheduled intervals;
- b) at least one woman and one man willing and able to serve as Center Helpers or with permission of the regional helpers who will act as helpers for the center;
- c) a Committee consisting of at least two members willing and able to serve as Center Chairperson and Center Treasurer;
- d) members who will make regular financial and membership reports to the Regional Committee as required in Article 8.13.

Such establishment shall be subject to confirmation by the Regional Committee and Regional Helpers, and may be disestablished wherever and whenever the above conditions are no longer in evidence, subject to confirmation by the Regional Board of Directors and Regional Helpers.

8.2 Center Committee

Each Center shall be served by a Center Committee, consisting of at least a Chairperson and a Treasurer. A Vice-Chairperson, a Secretary and such other subcommittee chairpersons as may seem desirable or necessary, 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.

- a) The Chairperson shall be the Chief Officer of the Center and shall, subject to the supervision of the Regional Committee, have general supervision, direction and control of its activities. The Chairperson shall preside at all meetings of the members and of the Center Committee. The Chairperson or his/her representative will serve as the Center delegate on the Regional Board of Directors and shall be responsible for the timely communication of the will of the members to the Board of Directors and of the proceedings of the Board of Directors to the Center members. 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) In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and shall have such other powers and duties as the Chairperson, the Regional Committee or the Board of Directors may prescribe.

c) The Secretary shall maintain records of the membership and inform the Regional Secretary at regular intervals of all changes, record the minutes of the meetings of the members and of the Center Committee. A copy of the minutes of such meetings shall be sent to the Regional Secretary. 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) The Treasurer shall have custody of the funds of the Center and shall maintain records of the receipts and disbursements of the Center, make quarterly 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.

8.3 Election

a) At a properly noticed and called Center meeting, the Center Chairperson shall be selected from nominations made from the floor, shall test before the members, and be elected by a majority vote of the Center members present.

b) Following the election of the Center Chairperson, 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 Center members present.

c) The newly elected Chairperson and Vice-Chairperson together shall appoint a Secretary and a Treasurer; such appointment shall constitute an election.

8.4 TERM OF OFFICE

The Center Committee shall serve for a term of one or two years. There are no restrictions on the re-elections of officers.

8.5 REMOVAL

Any officer of the Center may be removed by a majority vote of the Center membership present at a duly called meeting.

8.6 RESIGNATION

Any officer of the Center 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.

8.7 VACANCY

If the Chairperson's position is vacant, the Vice-Chairperson shall become the Chairperson for the duration of the term of office. Vacancies in the positions of Secretary or Treasurer may be filled by appointments of the Chairperson.

8.8 CENTER MEETINGS

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

8.9 A QUORUM

A quorum for any Center meeting shall be 15% of the active membership of the Center, but in no case shall there be less than 5 members.

8.10 POWERS

a) Centers may adopt rules, regulations, and bylaws that are not inconsistent with law, the bylaws and Articles of Incorporation of Subud United States of America, and Subud Pacific Northwest or resolutions and directives of the Board of Directors of this corporation or of Subud United States of America.

b) Centers may, without prior approval of the Regional Committee, make lease agreements for property owned by Subud Pacific Northwest for up to \$2500 or for one year or less, purchase items for property owned by Subud Pacific Northwest for maintenance, collect funds from local members, collect rent monies, establish bank accounts for the normal and usual business of the Center.

c) Centers with real estate must have a budget for repair and maintenance of the property.

8.11 Almoners Fund

Each center may establish, in its budget or through donations, an Almoners Fund. Members who receive grants from this fund shall be deemed to need charitable financial aid, including but not limited to the means to participate fully in the activities of the Center. The almoning helpers shall be responsible for determining the individual need and the committee for the distribution of the available funds.

8.12 LIMITATIONS ON CENTER POWERS

Centers may not do the following:

a) make lease agreements for property owned by Subud Pacific Northwest for more one year;

b) purchase houses, vehicles or other major items;

c) give or lend money to individual members except as designated in article 8.11.

8.13 CORPORATE UMBRELLA

Any center formed after May 28, 1995 shall fall under the corporate umbrella of Subud PNW, Inc. Any center formed before May 28, 1995, but not independently incorporated shall fall under the corporate umbrella of Subud PNW, Inc. Any center formed before May 28, 1995 and independently incorporated shall be free to choose whether it shall maintain its independent corporate status or fall under the corporate umbrella of Subud PNW, Inc.

Centers falling under the corporate umbrella of Subud PNW, Inc. shall be known as Subud PNW, Inc. at (center name).

8.14 REPORTING REQUIREMENTS

- a) Each Center shall keep correct and complete books and records of accounts and shall keep minutes of Center Membership and Committee Meetings.
- b) Each Center Committee should prepare a quarterly financial report and send it to the Regional Board of Directors. The Regional Board of Directors should send to each center a quarterly Financial Report of the Region. Each Center Committee shall prepare an annual report and send it to the Regional Committee and Regional Helpers six weeks prior to the National Congress. The report shall contain a description of the activities carried on in the center, a financial report, and a census.

IX. AMENDMENT OF BYLAWS

9. AMENDMENT

These bylaws may be amended and new bylaws adopted in one of the following ways:

- a) by notifying the membership of proposed bylaw changes at least 30 days in advance, and then by a majority vote at a duly called Regional Congress;
- b) by majority vote at a duly called congress and then the written ratification process as in 9.c;
- c) or in between congresses by the written consent of a majority of the members responding by written ballot on proposed bylaws submitted by mail or email attachment to the membership, which ballots when completed may be returned either by mail or email attachment, provided that the number of ballots received exceeds ten percent of the current active membership.

X. DISSOLUTION

In the event of the dissolution of Subud Pacific Northwest, Inc., the assets of the region must be distributed to a religious, charitable or educational organization and no assets shall be distributed to any member. If an active Center is using a Regional Subud House, then upon dissolution, this Center would be provided the right and option to receive the house provided it met the requirements of an official recognized Subud Center.