

BYLAWS OF SUBUD CALIFORNIA

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SUBUD CALIFORNIA BYLAWS (Revised)

Adopted July 5, 1987

SUBUD CALIFORNIA REGIONAL CONGRESS

As submitted by Bylaws Subcommittee:
Miftah MacNeil and Abraham Spivak
July 1987 (adopted)

Revised June, 1990

SUBUD CALIFORNIA REGIONAL CONGRESS

Revised as submitted by the 1990 Regional committee:
Lucas Hess, Chair, Harris Boebel, Vice-Chair
F. Nonie Robbins, Secretary, Steven Cooley, Treasurer
June 1990 (adopted)

Revisions April, 2005

As submitted by Bylaws working group:
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PREAMBLE

WHEREAS; Subud California is a separate Corporation in the spiritual association of Subud which is a worldwide movement, and

WHEREAS; the 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 a non-profit Corporation and bylaws are in accordance with that guidance, and

WHEREAS; there are other Subud organizations throughout the United States of America who are supervised by a National organization, Subud United States of America, and under the National organization there are regional organizations, and Subud California constitutes a regional organization, and all of the Subud organizations cooperate with one another to strengthen 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 and purposes of Susila, Budhi, Dharma to conduct our daily lives and to relate to every member of this Corporation and to other brothers and sisters of this international association in a humanly fashion,

NOW THEREFORE, we the members of Subud California adopt these bylaws to further the purposes of the non-profit Corporation and association as described in our Articles of Incorporation (See Appendix A).

ARTICLE I MEMBERSHIP

1.1 DEFINITION

Any person who has been admitted to the practice of the latihan kejiwaan, whose name and address is recorded on the official membership roll, and whose status has been verified by the Center or Regional Helpers (see Article 6.1) as an active member, shall be a voting member of this Corporation. Members shall be recognized as Center members if attending the latihan kejiwaan on a regular basis at a duly constituted Center (see Article 5.1), or as Regional members if practicing the latihan kejiwaan apart from a Center.

No person, on the basis of race, color, ethnicity, religion, national origin or ancestry, age, gender, sexual orientation, or marital status shall be discriminated against, excluded from participation in, denied the benefits of, or otherwise be subjected to discrimination in any program or activity for which Subud is responsible.

A minimum age, no higher than eighteen years of age, may be set for applicants who wish to become members.

1.2 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 (see Article 4.2(c));
- (b) By remaining absent from the latihan kejiwaan for an unreasonable period of time. The Center or Regional Helpers shall determine what is an unreasonable period, and shall notify a member by mail 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 Regional or National Helpers.

1.3 REINSTATEMENT

A member may be reinstated with the consent and approval of the Center or Regional Helpers who will inform the Regional Secretary.

1.4 VOTING

Each voting member of Subud California 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 which require a response by written ballot.

ARTICLE II REGIONAL CONGRESS

2.1 DEFINITION

The annual meeting of the members of this Corporation, hereinafter referred to as the Regional Congress, shall be held at a time and at a place determined by the Regional Council (see Article 3.1).

2.2 PURPOSE

The Regional Congress is a convening of the members of the Corporation in order to

- (a) Conduct the business of the Corporation:
 - (i) receive reports
 - (ii) make policies, goals and objectives for the Corporation,
- (b) Deepen the experience of the aims and purposes of Susila Budhi Dharma:
 - (i) practice of the latihan
 - (ii) consideration of humanitarian, educational, cultural, and entrepreneurial interests, goals, and activities

In odd-numbered years, the Congress shall elect, re-elect or remove Officers.

2.3 PROCEDURE

The Congress Chair (see Article 2.3 (e)) shall oversee all preparations for the Congress, in consultation with the Regional Council.

- (a) Written notice of the time and place of the Regional Congress shall be mailed to each active member at his or her address as it appears on the official membership rolls, or if the address is not readily ascertainable, at the place where the latihan kejiwaan is usually conducted. Notice shall be mailed at least 30 days before the date of the meeting. Notice may be made by means of electronic mail as well, but shall not constitute official notification.
- (b) During all general sessions or meetings of Congress, the current edition of Robert's Rules Of Order shall describe the procedure in effect for conducting business.
- (c) The Congress shall arrange study group workshops; the discussions and conclusions of these workshops shall be reported to the Congress during a general session by the Chair (or his/her designee) of each study group. Specific actions shall be presented to Congress from study groups in the form of 1) by-law amendments, 2) binding resolutions that set policy to be approved by Congress, 3) recommendations for further consideration that can be accepted by Congress, or 4) suggestions to carry out actions for the coming year subject to the approval of Congress.
- (d) The Regional Committee (see Article 4.1) shall provide a recorder of minutes for the Congress, so that there shall be a permanent record of the Congress. An annual Congress Report, summarizing the resolutions, recommendations and suggestions presented at Congress, and all actions taken, shall be prepared by the presiding Congress Chair, assisted by the incoming Congress Chair, and shall be distributed to the membership within 90 days of the end of the Congress. A copy of the Congress Minutes, and a copy of the Congress Report, shall be kept with the minutes of the Corporation.

- (e) At some time during each Congress, the Chair for the next Congress shall be nominated from the floor and elected by a majority vote of those present. Members of the Regional Committee or its staff shall not be eligible for the position of Congress Chair. The Congress Chair shall assist the outgoing Congress Chair in the preparation of the Congress Report, shall work with the Regional Council and the membership to plan the next annual Regional Congress, shall sit as a non-voting member-at-large of the Regional Council, and shall preside as Chair at the proceedings of the next Congress.

2.4 SPECIAL CONGRESS

A Special Congress may be called at any time by the Officers of the Corporation, or by any three voting members of the Regional Council. The Regional Committee must convene a Special Congress within 60 days following the receipt by the Secretary of the Corporation of a petition signed by at least ten percent (10%) of the current active membership (based on the most recent annual census) requesting such a Special Congress. Written notice of the time and place of the Special Congress shall be given to the members in the same manner as for the annual Regional Congress, except notice shall be mailed at least 15 days before the date of the Special Congress.

2.5 QUORUM

A quorum for any Congress of the members shall be ten percent (10%) of the current active membership (based on the most recent annual census). Quorum shall be determined at the convening of the Congress.

2.6 ACTIONS

Subject to the Articles of Incorporation and other sections of these bylaws, once quorum is established and Congress is in session, any action shall be passed by a majority vote of the members present (see Article 4.5 below).

ARTICLE III BOARD OF DIRECTORS

3.1 DEFINITION

The Board of Directors shall hereinafter be called the Regional Council. The Officers of the Corporation (see Article 4.1) shall be the Officers of the Regional Council.

3.2 MEMBERS

The members of the Regional Council shall be the current Officers of the Corporation, the current Congress Chair, one Councilor representing the Regional members not at Centers, and one Councilor representing each Center of the Region.

3.3 ELECTION

The election of the Officers of the Corporation is described in Article 4.3. The election of the Congress Chair has been described in Article 2.3 (e). The Center Councilors shall be chosen in the manner described in Article 5.5 (d). The Councilor representing the Regional members apart from Centers shall be chosen in either of the following ways:

- (a) By nominations from the floor, testing before the members, and election by a majority of the members present at a meeting of Regional members not at Centers called for that purpose

during a Regional or Special Congress;

- (b) By nomination by the Regional Chair and testing with the Regional Helpers, and approval by a three-quarters (3/4) majority vote of the Regional Council.

3.4 TERM OF OFFICE

The term of office of the members of the Regional Committee and the Councilor for Regional members shall be two years. The term of office for the Center Councilors shall be four years (See Article 5.6 below). The Congress Chair shall serve for one year.

3.5 REMOVAL

Members of the Regional Committee may be removed as described in Article 4.5. A Center Councilor may be removed by a majority vote of the members at a meeting of that Center (as described in Article 5.7). A Center Councilor may also be removed by a three-quarters (3/4) majority vote of the Regional Council upon presentation at a meeting of the Council of compelling evidence of cause for removal, such as failure to execute powers and duties (see 3.8 below). The Congress Chair may be removed in the same manner as the members of the Regional Committee. The Councilor for Regional members may be removed by a three-quarters (3/4) majority vote of the Regional Council upon receipt of a petition from at least ten percent (10%) of the Regional members recorded on the official membership rolls.

3.6 RESIGNATION

Members of the Regional Council may voluntarily resign in writing at any time. The letter of resignation, submitted to the Regional Council, shall be kept with the minutes of the Corporation.

3.7 VACANCY

If the Chair's position is vacant, the Vice-Chair shall become the Chair. A vacancy in any other of the Officers' positions, or those of the Congress Chair or the Councilor for Regional members shall be filled by appointment by the Regional Chair, with a three-quarters (3/4) majority vote of approval of the Regional Council, until the next Regional Congress. A vacancy in a Center Councilor's position shall be filled in one of the following ways:

- (a) By a majority vote of the members present at a meeting of that Center; or
- (b) By nomination by the Regional Chair, in consultation with the members at that Center, testing with the Regional Helpers, and the approval of a three-quarters (3/4) majority vote of the Regional Council.

3.8 POWERS AND DUTIES

The powers of the Regional Council shall be to implement the resolutions, recommendations, and suggestions adopted at Congress; to formulate and approve the annual Regional Budget; to acquire, manage and dispose of real property; to prepare the annual Regional Congress; to select and remove agents and employees of the Corporation, and to prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation, these bylaws and policies set at Congress; and to borrow money and incur indebtedness for the purpose 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.

The duties of the Regional Council shall include seeing that regular financial reports, minutes of meetings, and an annual report on the Region, are prepared and made available to the members; that the members are given opportunity to review, comment on and suggest changes during the formulation

of the annual budget; that adequate liaison is maintained with other Subud bodies, and that such other regular communications as may seem necessary to inform the members be established. The Regional Council shall have such other duties and powers as may be described by the bylaws of the Corporation, resolutions of the members at a Regional or Special Congress, the California Corporations Code, (see Appendix B), or the Articles of Incorporation (see Appendix A), or those dictated by their duties of care and loyalty (See Appendix C).

3.9 MEETINGS

The Regional Council shall meet at least twice each year. The date and place of each meeting shall be determined at the previous meeting, or by a majority of the members of the Council at some later date. Meetings of the Regional Council may be *held once per year, the legal minimum*, if a majority of the Councilors agree in writing. Notice of meetings, the establishment of an agenda, and the distribution of all necessary documents shall be the responsibility of the Regional Committee. Notice of meetings of the Council shall be given to each Councilor at least 15 days (if by first class mail) or seventy-two hours (if in person, by telephone or other electronic means) before any such meeting. Notice shall state the date, place, and time of the meeting. At the discretion of the Chair, or with the agreement of the Regional Council, any additional members of Subud may be invited to sit with the Council for a meeting. Such members shall have no vote. Any member of the Corporation shall be permitted to attend the meetings of the Council as an observer at any time. Such members shall have the right to address the Council when duly recognized by the Regional Chair, but shall have no vote.

3.10 ACTION WITHOUT MEETING

Any action required or permitted may be taken without a meeting if all voting members of the Council (other than any Councilor interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the Council proceedings, and shall have the same force and effect as the unanimous vote of such Directors. (See Appendix B)

3.11 TELEPHONE AND ELECTRONIC MEETINGS

Councilors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

- (a) Each Councilor participating in the meeting can communicate with all of the others concurrently;
 - (b) Each Councilor is provided with the means of participating in all matters before the Council, including the capacity to propose, or to interpose an objection to, a specific action to be taken;
- and
- (c) It is verified that
 - (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the meeting as a Councilor, or by invitation of the Regional Chair, and
 - (ii) all motions, votes, or other actions are actually made by a Councilor and not by someone *who is not entitled to participate.*

3.12 QUORUM

Quorum for the Regional Council shall be two-thirds (2/3) of the voting Councilors, including at least three Officers of the Corporation

3.13 VOTING

Each member of the Regional Council, with the exception of the Congress Chair, shall have one vote. The Congress Chair shall be a non-voting member.

3.14 COMPENSATION

The members of the Regional Council shall serve voluntarily, and without pay or other compensation. Reimbursement for reasonable expenses incurred in performing their duties shall be permitted when formal request is made in writing and as authorized by the Regional Committee.

ARTICLE IV REGIONAL COMMITTEE

4.1 DEFINITION

The Regional Committee shall consist of the four Officers of the Corporation who shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.

4.2 OFFICERS

Any member of the Corporation shall be eligible for any office, except that person shall not concurrently hold office on any National or Center Committee.

- (a) Chair: The Regional Chair shall have, in consultation with the Regional Council, general supervision, direction and control of the business and affairs of the Corporation. He or she shall preside at Regional Committee meetings, and at the meetings of the Regional Council, shall represent Subud California at meetings of the Subud USA Board of Directors and serve as the Regional delegate at Subud USA National Congresses. The Regional Chair shall have other powers and duties as may be described by the bylaws of the Corporation, or the Regional Council, or the Regional or Special Congress may prescribe.
- (b) Vice-Chair: In the absence or disability of the Chair, the Vice-Chair shall perform all duties of the Chair. The Vice-Chair shall have such other powers and duties as the Chair, the Regional Council, or Congress may prescribe.
- (c) Secretary: The Secretary shall keep a full and complete record of the proceedings of the Regional Committee and of the Regional Council, 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 serve such notice as may be required, necessary and proper, shall supervise the keeping of records of the Corporation, including the official membership rolls, the minutes of the Regional Council, the Regional or Special Congress, and the Center meetings, and shall have such other duties and powers as the Chair, the Regional Council, or the Congress may prescribe.
- (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 at least two Officers, or agents designated by the Regional Committee. The Treasurer shall receive monthly Center financial reports, supervise the keeping of all records of monies received and paid out, oversee the preparation of annual budgets and financial reports, and shall have such other duties and powers as the Chair, the Regional Council, or the Congress may prescribe.

4.3 ELECTION

The Regional Officers shall be elected in the following manner:

- (a) Chair: At a properly noticed and called Regional or Special Congress, the Chair shall be

nominated from the floor, shall test before the members, and be elected by a majority vote of the members present at Congress.

- (b) Vice-Chair: Following the election of a Chair at Congress, the Vice-Chair shall be selected from nominations made first by the Chair-elect, and then 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 Chair and Vice-Chair together shall appoint a Secretary and a Treasurer. Such appointment shall constitute an election.

4.4 TERM OF OFFICE

The Regional Committee shall serve for a term of two years, taking and leaving office during the Congress held in an odd numbered year.

4.5 REMOVAL

Any officer of the Corporation may be removed from office by a majority vote of the members voting at a properly called Regional Congress, or a vote of three-quarters (3/4) of the members voting at a Special Congress (see Articles 2.5 & 2.6 above).

4.6 RESIGNATION

Any officer of the Corporation may voluntarily resign in writing at any time. The letter of resignation, submitted to the Regional Council, shall be kept with the minutes of the Corporation.

4.7 VACANCY

A vacancy in the positions of the Officers of the Corporation shall be filled, for the remainder of the term, as described in Article 3.7.

4.8 QUORUM

Three Officers of the Corporation shall constitute a quorum for actions of the Regional Committee.

ARTICLE V CENTERS

5.1 DEFINITION

Subud California shall carry on its activities primarily through Centers and Center committees, supervised by the Regional Committee. A Center shall be established whenever and wherever there are:

- (a) Not fewer than ten (10) members;
- (b) At least one female and one male willing and able to serve as Center Helpers;
- (c) At least two members willing and able to serve as Center Chair and Center Treasurer;
- (d) The members agree to maintain a facility at which they practice the latihan kejiwaan at regularly scheduled intervals; and
- (e) The members see to it that regular financial and membership reports are made to the Regional Committee.

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

5.2 NAMES OF CENTERS

Each Center shall be known as Subud California at ...(followed by the name of the county, city or the part of the city in which the Center is located).

5.3 CENTER COMMITTEES

Each Center shall be served by a Center Committee, consisting of at least a Chair, a Treasurer, and a Councilor. A Vice-Chair, a Secretary and such other sub-committee chairs as may seem desirable or necessary, should be added whenever possible. Where there is no officer in the position of Vice-Chair, Secretary, or Councilor the duties of those offices shall become the duties of the Chair.

- (a) Chair: The Chair shall be the Chief Officer of the Center and shall, subject to control of the Regional Committee, have general supervision, direction and control of its activities. The Chair shall preside at all meetings of the members and of the Center Committee. The Center Chair 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 Council or Congress may prescribe.
- (b) Vice-Chair: In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair and shall have such other powers and duties as the Chair, the Regional Committee, or the Council may prescribe.
- (c) Secretary: 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 Committee and send copies of those minutes to the Regional Secretary, maintain the records of all business conducted by the Committee and have such other powers and duties as the Chair, the Regional Committee or the Council 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 monthly 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 Chair, the Regional Committee or the Council may prescribe.
- (e) Councilor: The Center Councilor shall be responsible for the timely communication of the will of the members to the Council, and of the proceedings of the Council to the members. The Councilor shall bring the wider interests of the Regional Corporation to the attention of the members, and encourage their participation in Regional activities. Ultimate fiduciary responsibility of the Councilor shall be to the Region.

5.4 LIMITATION OF POWERS

Although the administration of the Center is the responsibility of the duly selected Committee of the Center, no officer shall make a contract or any agreement of indebtedness without the written approval of the Regional Committee, in consultation with the Regional Council.

5.5 ELECTION

- (a) Chair: At a properly noticed and called Center Congress (See 5.10 below), the Center Chair shall be nominated from the floor, shall test before the members, and be elected by a majority

vote of the Center members present.

- (b) Vice-Chair: Following the election of the Center Chair, the Vice-Chair shall be selected from nominations made first by the Chair-elect, and then from the floor, shall test before the members, and be elected by a majority vote of the Center members present.
- (c) Secretary and Treasurer: The newly elected Chair and Vice-Chair together shall appoint a Secretary and a Treasurer; such appointment shall constitute an election.
- (d) Councilor: At a properly noticed and called Center Congress (see 5.10 below), the Center Councilor shall be nominated from the floor, shall test before the members, and be elected by a majority vote of the Center members present.

5.6 TERM OF OFFICE

The Center Committee, with the exception of the Councilor, shall serve for a term of two years, beginning on the first day of January following the Center Congress. The Center Councilor shall serve for a term of four years. The term shall begin on the first day of the month following the Center meeting at which the Councilor was chosen.

5.7 REMOVAL

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

5.8 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.

5.9 VACANCY

If the Chair's position is vacant, the Vice-Chair shall become the Chair. A vacancy in any other of the Officers' positions, with the exception of the Center Councilor's, shall be filled by appointment by the remaining Officers until the next Center Congress or, in the case of the vacancy of the Center Councilor's position, as described in Article 3.7 (a) or (b).

5.10 CENTER MEETINGS

Each Center shall have a meeting at least once every three months, if possible, and an annual Center Congress during the last quarter of the year. Notice of each meeting shall be given at least 7 days prior, and quorum shall be established for action. Minutes of each Center meeting shall be kept with the records of the Center, and a copy shall be sent to the Regional Secretary.

5.11 QUORUM

A quorum for any Center meeting shall be twenty-five percent (25%) of the current membership at that Center.

ARTICLE VI HELPERS

6.1 DEFINITION

In accordance with the advice given us by Bapak Muhammad Subuh Sumohadiwidjojo, founder of the worldwide Subud movement, Helpers are classified into four groups; these are as follows: Center Helpers, Regional Helpers, National Helpers, and International Helpers. It is understood these are Bapak's Helpers in the growth of that movement. This by-law does not presume to define the duties and responsibilities of the Helpers to the individual members of this Corporation, but defines the relationship that should exist between a Helpers' group and the Committee or Council with which it corresponds.

6.2 CENTER HELPERS

The Center Helpers and Committee shall establish a regular practice of latihan kejiwaan together. The Center Helpers shall test with the Center Committee such questions as they may together deem appropriate. The Center Helpers shall be responsible for verification of the membership status of all members at the Center. The Center Committee shall include in the Center budget, the reasonable expenses of the Center Helpers in serving the members.

6.3 REGIONAL HELPERS

The Regional Helpers and the Regional Council or Regional Committee shall establish a regular practice of the latihan kejiwaan together. The Regional Helpers shall test with the Regional Council or the Regional Committee such questions as they may together deem appropriate. The Regional Helpers shall be responsible for verification of the membership status of all Regional members not at Centers. The Regional Council shall include in the Regional budget, the reasonable expenses of the Regional Helpers in serving the members.

ARTICLE VII FINANCES

7.1 METHOD OF FINANCING

It shall be the responsibility of the Regional Committee and the Center Committee to coordinate adequate systems for collecting the funds necessary to acquire premises so that the members may practice the latihan kejiwaan, and to meet the reasonable expenses of the Helpers and Committee in carrying out their duties. Each member shall be informed of the purpose of Subud as described in the Articles of Incorporation (See Appendix A: Article IV), and of the several Subud bodies, national and international, founded to fulfill those purposes, and shall be encouraged to contribute in a fashion commensurate to the responsibility he or she feels to help accomplish these purposes.

7.2 ANNUAL REPORT

The Center Committee shall submit monthly financial reports to the Regional Committee in timely fashion, and prepare an annual Center budget and financial report, which shall be submitted to the members at that Center for comment. The Regional Council shall prepare an annual Regional budget and financial report, which shall be submitted to the members of the Corporation for comment.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 AMENDMENT

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

- (a) By resolution at a duly called Regional or Special Congress; or
- (b) By the written consent of a majority of the 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 Subud USA.

8.2 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 IX DISSOLUTION

Upon the dissolution or winding up of this Corporation, after paying or adequately providing for its debts and obligations, the assets of this Corporation shall be distributed to one or more corporations or other organizations organized and operated exclusively for religious, charitable or educational purposes, (see Appendix A: Article VIII) and no part of such assets shall be distributed to any of its members.

APPENDIX A

Restated Articles of Incorporation of Subud California

[Original Articles executed August 15, 1958; amendments executed April 20, 1962, and August 1, 1973]

ARTICLE I.

The name of this corporation is SUBUD CALIFORNIA.

ARTICLE II.

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Los Angeles.

ARTICLE III.

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and it shall have no stated capital or capital stock.

ARTICLE IV.

The specific and primary purposes for which this corporation is formed are:

1. To provide for the worship of God and the Spiritual growth of its members in accordance with the principles and practices of Susila Budhi Dharma.

2. To engage in religious, charitable and educational work which in the opinion of its Board of Directors is appropriate to the achievement of the religious and spiritual purpose of the corporation.

3. In addition to said specific and primary purposes, this corporation shall have the following purposes or powers, namely: to establish and provide for the conduct of assemblies and meetings and to carry out the specific and primary purposes of the corporation: to print, publish, sell, or otherwise distribute books, magazines and pamphlets which its Board of Directors believe will promote its specific and primary purposes; to acquire and own any property of any kind and to use, manage, improve, pledge, mortgage, or convey by deed of trust and sell, exchange or transfer any property which it may acquire or of which it may be the owner; and to solicit and accept voluntary contributions of real and personal property of any kind; and in general to carry on any other activities which its Board of Directors believe will promote its specific and primary purposes.

Anything herein to the contrary notwithstanding, the corporation shall not have the power to engage, otherwise than as an insubstantial part of its activities, in any activities which in themselves are not in furtherance of its specific and primary purposes. No part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and no part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and any receipts of this corporation in excess of the expenses of carrying on its business and activities shall be applied by its Board of Directors to the carrying out of its purposes as the Board of Directors, in its judgment, may deem wise.

ARTICLE V.

Subject to the limitations provided by law, all corporate powers and purposes shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed and conducted and its property controlled by a Board of Directors; the number of Directors of this corporation shall be not less than four nor more than fifty. The number of Directors may be changed from time to time in such lawful manner as may be provided by the Bylaws, except that the number of Directors shall not be less than four. The qualifications, manner in which they shall be elected, term of office and compensation of Directors may be prescribed by the Bylaws.

The names and addresses of the persons who are to act in the capacity of Directors until the election and qualification of their successors are as follows:

- | | |
|---------------------|--|
| 1. George Fields | 1419 Polk Street, San Francisco, California |
| 2. Earl L. Robinson | 1600 W. Huntington Drive, Alhambra, California |
| 3. Martha Nolte | 1031 S. Pasadena Avenue, Pasadena, California |
| 4. Ruth Falconer | 2705 Larkin Street, San Francisco, California |

ARTICLE VI.

The officers, Directors and members of the corporation are not and shall not be personally liable for the debts, liabilities, or other obligations of this corporation, nor shall the property of the officers, Directors and members of this corporation be subject to the payment of corporate debts to any extent whatever.

ARTICLE VII.

The Bylaws of this corporation may be adopted, amended and repealed by either of the following:

a. By vote or written assent of a majority of the members or the vote of a majority of a quorum at a meeting called for the purpose as provided by the Bylaws of this corporation.

b. By the Board of Directors subject to the power of the members to change or repeal the Bylaws; provided that the authorized number of Directors may not be changed by a By-Law adopted by the Board of Directors.

ARTICLE VIII.

Anything herein to the contrary notwithstanding, the property of this corporation is irrevocably dedicated to religious and charitable purposes and to such educational and scientific purposes that meet the requirements for a welfare exemption under Section 214 of the California Revenue and Taxation Code, or any subsequent laws embodying substantially the same intent and purposes expressed therein. No part of the net income or assets of this organization shall inure to the benefit of any director, officer or member thereof or to the benefit of any private individual. Upon dissolution or winding up of the corporation, its assets remaining after payment of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for the aforesaid purposes, and which has established its tax exempt status under Section 501(c) (3) of the United States Internal Revenue Code, or any subsequent laws embodying substantially the same intent and purpose expressed therein. If there is then in existence such a fund, foundation or corporation meeting the aforesaid requirements and otherwise qualified to receive such assets, which is also fully accredited and authorized to use the name "Subud" by the International Subud Brotherhood, which is an association of Subud members and organizations throughout the world, as confirmed by one of its operating organizations, which are now known as the World Subud Council, the International Subud Committee, and the International Subud Secretariat, or which is also fully accredited and authorized to use the name "Subud" by the national organization of Subud in the United States, which is known as Subud U.S.A., Inc., a Colorado nonprofit corporation, or by the successors of such enumerated organizations, then the assets of this corporation shall be distributed to such fund, foundation or corporation. But if not then in existence or otherwise qualified to receive such assets, they shall be distributed to another organization meeting the aforesaid requirements.

ARTICLE IX.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, Directors and members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Richard Staggers and Raphaela Lentz, respectively the President and Secretary of Subud California, a California corporation, have executed this certificate entitled "RESTATED ARTICLES OF INCORPORATION OF SUBUD CALIFORNIA" the 1st day of August, 1973.

(signed) Richard Staggers,
President of Subud California

(signed) Raphaela Lentz
Secretary of Subud California

APPENDIX B

Section 5211 of the California Corporations Code

5211. (a) Unless otherwise provided in the articles or in the bylaws, all of the following apply:

(1) Meetings of the board may be called by the chair of the board or the president or any vice president or the secretary or any two Directors.

(2) Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the bylaws or the board. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph facsimile, electronic mail, or other electronic means. The articles or bylaws may not dispense with notice of a special meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the board.

(3) Notice of a meeting need not be given to a director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

(4) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

(5) Meetings of the board may be held at a place within or without the state that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in the bylaws or by resolution of the board.

(6) Members of the board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply:

(A) Each member participating in the meeting can communicate with all of the other members concurrently.

(B) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(C) The corporation adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the board meeting.

(ii) All actions of, or votes by, the board are taken or cast only by the Directors and not by persons who are not Directors.

(7) A majority of the number of Directors authorized in the articles or bylaws constitutes a quorum of the board for the transaction of business. The articles or bylaws may not provide that a quorum shall be less than one-fifth the number of Directors authorized in the articles or bylaws, or less than two, whichever is larger, unless the number of Directors authorized in the articles or bylaws is one, in which case one director constitutes a quorum.

(8) Subject to the provisions of Sections 5212, 5233, 5234, 5235, and subdivision (e) of Section 5238, an act or decision done or made by a majority of the Directors present at a meeting duly

held at which a quorum is present is the act of the board. The articles or bylaws may not provide that a lesser vote than a majority of the Directors present at a meeting is the act of the board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by this division, the articles or bylaws.

(b) An action required or permitted to be taken by the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors. For the purposes of this section only, "all members of the board", does not include an "interested director" as defined in Section 5233.

(c) The provisions of this section apply also to incorporators, to committees of the board, and to action by those incorporators or committees *mutatis mutandis*.

APPENDIX C

From Black's Law Dictionary

duty of good faith and fair dealing. A duty that is implied in some contractual relationships, requiring the parties to deal with each other fairly, so that neither prohibits the other from realizing the agreement's benefits.

duty of loyalty. A person's duty not to engage in self-dealing or otherwise use his or her position to further personal interests rather than those of the beneficiary. For example, Directors have a duty not to engage in self-dealing to further their own personal interests rather than the interests of the corporation.

fiduciary duty. A duty of utmost good faith, trust, confidence, and candor owed by a fiduciary (such as a lawyer or corporate officer) to the beneficiary (such as a lawyer's client or a shareholder); a duty to act with the highest degree of honesty and loyalty toward another person and in the best interests of the other person (such as the duty that one partner owes another).

fiduciary. n. 1. One who owes to another the duties of good faith, trust, confidence, and candor <the corporate officer is a fiduciary to the shareholders>. 2. One who must exercise a high standard of care in managing another's money or property.

fiduciary relationship. A relationship in which one person is under a duty to act for the benefit of the other on matters within the scope of the relationship.