

Proposed

Revisions to Current WSA Bylaws

Reason

It is now 25 years since the original WSA bylaws were created at the 8th World Congress in Sydney. While the first bylaws served the World Subud Association well over that time, it's been more than 50 years since Subud was first introduced outside Indonesia. While we have grown as an association our bylaws have not. Our bylaws must reflect an international association with clear structure and greater transparency - a framework that can be better understood by member countries as well as our membership.

Since the WSA is incorporated in Washington, D.C. these proposed revisions reflect the language common to bylaws written in the United States. These are a **proposal** - they must be thoroughly discussed to better reflect the international nature of our association

Assumption

Bylaws describe the structure of the Corporation to the general public and flow from the Articles of Incorporation. Bylaws cannot change the purpose of the Corporation.

Policies are the internal operations of the association usually not available to the general public. They are easier to modify than bylaws and thus respond quicker to change, as needed by the association.

These proposed revisions are based on the belief that policy should continue to be separate from the bylaws (as they currently are) and policy must flow from the bylaws and not alter their intent. It is policy that governs day-to-day operations and the board that governs the association through the creation of policy.

Orientation to review these proposed bylaws

The 'aims' of the Association (in current bylaws) work better as a separate document commonly referred to as a *Strategic plan* that identifies where the organization wants to be in three to five-years. If that respect the aims can become measurable statements upon which one can monitor if progress is being achieved. In the Strategic Plan, each Aim is identified by time, tasks and resources (human and financial) that describe progress towards its mission.

The aims were replaced with the preamble provided by Bapak in *Bapak's Talks, Volume 11, Talk #15*.

Text in **red** are the existing bylaw language (reference to ISC have been changed to WSA Executive)

Text in red with the **strike-through** is the proposed deletions

Text in black are proposed additions. Hopefully these edits improve the flow, provide clarity for future changes and create a path for further policy development.

The first document contains all the above proposals. The second document contains the proposed bylaws with the **strike-through** removed (for easier reading.)



PROPOSED Bylaws of the World Subud Association

~~We, the undersigned, having been duly authorized by the Delegates of the Eighth Subud World Congress have agreed to establish this Constitution of the World Subud Association to manage the necessities and requirements of the membership of Subud in accordance with the guidance received by Bapak Muhammad Subuh Sumohadiwidjojo, the founder of our Association and expressed in his words as follows:-~~

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~~We have made this the name of the Association of our spiritual brotherhood as a symbol, indicating that we may truly become human beings who have the qualities of Susila, Budhi and Dharma in conformity with that which we experience each time we receive and practice the latihan kejiwaan-~~

~~-~~

~~From the very beginning when the latihan kejiwaan first comes to us what happens is that, after we have inwardly surrendered with sincerity to the Greatness of Almighty God, our heart and mind, which are usually filled with imaginings of all kinds and with thinking on various problems, spontaneously cease to act, and at the same moment our entire inner feeling vibrates. This vibration of the inner feeling then manifests itself in the movements and energy which we call the latihan kejiwaan-~~

~~-~~

~~Although in this state we experience that our imagination and thoughts cease to act, the inner feeling experiences calm and awareness, so that it can at all times follow the course of the movements and energy that lead and guide us towards our worship of God-~~

~~-~~

~~As a result of that which we experience in the latihan kejiwaan, we are convinced that we worship only the One Almighty God, that it is only He Who is able to lead, guide and bring us to His presence, and that only He can improve and elevate our inner feeling and soul in accordance with his Will-~~

~~-~~

~~Such is the latihan kejiwaan which we have received and practice. The basis, therefore, of this latihan kejiwaan is in fact our worship of God, so that through His leadership and guidance we may be directed towards goodness of character and nobility of soul in accordance with His Will-~~

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~~Since the latihan kejiwaan exists and comes to us by the Grace of God, and may in fact be received and followed by people of various nations and religions, we can but submit to His Will the matter of its spreading over the whole world-~~

~~However, as human beings who live in this world, we need food and clothing, and we also need to take care of ourselves so that we may live on Earth in safety and in peace. Therefore, in addition to our worship of God, it is also necessary for us to form an organization within the framework of the laws and regulations to which we are subject-~~

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~~For this purpose, therefore, on behalf of the above mentioned Delegates, we do ordain and establish this Constitution for the World Subud Association in order to form a complete organization-~~

~~-~~

~~Signed by at least one member of each delegation from the following countries or groups of countries in the order of signing:-~~

~~United Kingdom, Indonesia, India, Canada, Netherlands, United States of America, Mexico, France, Ireland, Malaysia, Thailand, Iberia (Portugal and Spain), Costa Rica, Colombia, Saudi Arabia, Yemen, Greece, Italy, Brazil, South Africa, Venezuela, Scandinavia (Norway, Sweden, Finland, Denmark), Germany F.R., New Zealand, Austria, Algeria, Poland, Chile, Surinam, Zaire, Cyprus/Turkey, Japan, Sri Lanka, Zimbabwe, Singapore, Vietnam, Paraguay, Peru, Argentina, Switzerland, Australia, and Nigeria.~~

~~BY LAWS-~~

~~ASSUMPTIONS:-~~

~~1.1 Minimum Essentials: Because other forms of legislation are available to the Association through which to make decisions and because By Laws are designed to take care of the worst conceivable situations, nothing should be included in the By laws which does not have to be there and nothing should be left out of the By laws which is required to define fully the organization and to deal with the worst conceivable situations.~~

~~1.2 Maximum Autonomy: Unless specifically limited or excepted, individuals and bodies referred to in the By laws may act within their own jurisdictions as they see fit.~~

~~1.3 Tradition: Tradition is recognized as playing a role parallel to defined structure in the Associations development.~~

~~1.4 Temporality: Organizations as such are a temporal matter.~~

Preamble

The World Subud Association (the “Corporation”) is a nonprofit 501(c)(3) organization incorporated in 1989, under the laws of Washington D.C. to provide a structure to support the activities known as: Susila Budhi Dharma (Subud), throughout the world. Member countries join together for the primary purpose of worshipping God. The membership recognizes that an administrative structure is necessary to accomplish its purposes and the member countries of the World Subud Association do therefore organize themselves under these bylaws.

“We acknowledge that the latihan, the spiritual training that we receive and practice, in reality comes only because we surrender and submit to the greatness of Almighty God.

“To make it clearer, once we have inwardly surrendered with full submission to the greatness of Almighty God, our heart and mind, which are usually imagining and thinking about all sorts of things, are suddenly and spontaneously stilled; at the same time a vibration arises throughout our feeling. This vibration of the feeling will then manifest as movements, which we call the latihan.

“When we are in this state, even though we experience a suspension of our imagination and our thinking, our feeling remains calm and conscious, so that we can always follow the movements, which guide and lead us towards the worship of the greatness of Almighty God.

“As a result of these experiences in the latihan we are convinced that we are worshipping only the One Almighty God; that it is only God who can lead, guide and turn us towards God; and that only God can repair and ennoble our feeling and our soul, in accordance with His will.

“This is the nature of the latihan, which we have received and practice. Therefore the principle of the latihan, or the reality of our receiving of the latihan, is that it is our worship of the One Almighty God, and that through God’s guidance we are led towards an improved character and a noble soul, according to God’s will.

“Since the latihan we have received is from, or because of, the grace of the One Almighty God who is worshipped by all His creatures, we will leave to God’s will its spread throughout the world to people of various nations and religions. However, since we are human beings living in this world, who need food and clothing and who need to look after ourselves so that we are at peace and secure in society, as well as worshipping God we need to create an organization, so that we can organize ourselves in the way people normally do in this world.

“Of course the way we organize ourselves needs to be adjusted to the conditions of our local society, and also to the laws and regulations of the country we are in. Therefore we need to formulate statutes that do not go against the laws and regulations of our country, nor the principles and aims of Subud.”

Talk # 15 From "Bapak's Talks Volume 11

Definitions

1. The term “association” refers to the ~~World Subud Association (WSA) International association of Subud-national organizations~~ represented in three large geographical Areas and nine Zones. ~~(2.1)~~
2. The term “council” refers to the ~~World Subud Council (5.1)~~ World Subud Council (WSC) of the Association composed of the International Helpers, the Zone Councils speaking through their Zonal Representative, and the Affiliate heads ~~(5.1)~~
3. The term “zone” refers to a group of members determined by Congress and based on geographic closeness and linguistic affinity ~~(4.1)~~
4. The term “zone council” refers to a council of the member delegations of a Zone ~~(4.2)~~
5. The term “affiliate” refers to a closely aligned autonomous national Subud organizations granted associate membership in the Association ~~(8.1)~~
6. The term “congress” refers to the plenary assembly or a set of continual plenary assemblies of the Association ~~(3.1)~~
7. The term “member delegation” refers to the group of up to four delegates representing the member at Congress. ~~(3.10)~~
8. The term “participant” refers to a person accorded the temporary right to participate, but not vote, in meetings of a body by the body holding the meetings ~~(10.1)~~

~~Zonal Representative: Representative on the Council from a Zone (4.4)~~

~~Chief Officer: Head of an organization-~~

~~Deputy Chairperson: WSA Officer who assists the Chairperson and assumes his duties in his absence-~~

~~International Subud Committee: Executive committee, employees and their associated volunteers of the Association (7.1)~~

~~ISC: International Subud Committee (7.1)~~

~~ISC Chairperson: Chief executive officer of the Association (7.2)~~

~~Members: Subud International organizations which are members of the Association (2.2)~~

~~Presiding Officer: Person chairing a meeting-~~

~~Regular Congress: Regularly occurring Congress at which WSA Chairperson is chosen (3.2)~~

~~WSA: World Subud Association (2.1)~~

~~WSA Chairperson: Chairperson of the Association (2.5)~~

Article I

Name

The name of the Corporation shall be the World Subud Association, commonly referred to as WSA. ~~The name Subud is the abbreviation of the words: Susila Budhi Dharma.~~

Susila denotes those qualities, which give rise to a character, conduct and actions, which are truly human, and in accordance with the Will of God.

Budhi means that in all creatures, including man, there dwells an inner force to draw us towards our proper path, the path that leads to God.

Dharma signifies sincerity, surrender, and submission to God, which are awakened in man by the Will of God Himself.

~~2.1 Name: The name of the International association of Subud International organizations is the World Subud Association to be referred to in these By laws as the Association or the WSA.~~

Article II Purpose

The purpose of the Corporation is to preserve the practice of the latihan Kejiwaan so that it will remain available to people everywhere in the form in which it was originally practiced under the guidance of Muhammad Subuh Sumohadiwidjojo and to provide for the other needs of the Subud membership such as:

1. Providing the International administrative framework to serve the needs of its membership in accordance with the principles and practices of Subud.
2. Assisting Subud affiliates engaged in educational, cultural, benevolent, and charitable works, which in the opinion of the members are consistent with the purposes of Subud.
3. Support Subud associations in other countries.

The Association shall not promote or engage in political activities.

~~AIMS OF THE ASSOCIATION~~

~~3. To protect the good reputation of Subud.~~

~~4. To encourage peace, harmony and understanding between peoples regardless of their ethnic origin or religion.~~

~~5. To provide educational and other facilities for the development of the full potential of human beings.~~

~~6. To relieve poverty and deprivation.~~

~~7. To encourage the development of a healthy and harmonious inner and outer environment for the well-being of mankind.~~

~~8. To encourage cultural activities and the values which enliven and enrich the human spirit.~~

~~9. To encourage the entrepreneurial spirit which enables people to express their true talents and develop the capacity to improve the quality of their lives.~~

~~10. To make available information concerning the Latihan Kejiwaan of Subud.~~

~~SUBUD AND RELIGION~~

~~Subud is not a religion but can be complementary to religion. There is no theology or doctrine in Subud.~~

Article III Membership

Section 1: Description

The members of the Association are the Subud national organizations ~~to be referred to in these bylaws as the Members~~ in countries throughout the world that align themselves with the overall purpose of the WSA.

Section 2: Removal

A member may be removed in the following ways:

1. ~~Members once having ratified~~ and aligned their national purposes with these ~~the Constitution and bylaws of the WSA~~, can cease to be a member voluntarily only by a decision of their ~~body of supreme authority~~ nationally recognized governing body.
2. Removal "for cause" by the World Subud Council, if the member is acting in a way determined to be

contrary to the purpose of Subud or the Corporation.

Section 3: Reinstatement

A former member may be reinstated in the following ways:

1. By written request of the member to the WSA office, to process for consideration and possible action.
2. By the World Subud Council in the case of a “for cause” removal with the consent and approval of the International Helpers.

Section 4: Books and Records

The WSA shall maintain a list of registered members, annual accounts and record minutes of WSC meetings, WSA directors' meetings, Congress and any special meeting or resolution of the WSA at its principal office in Washington D.C. or at a place to be determined by the WSC. Any member of the WSA has the right to inspect these records.

~~2.3 **Membership:** The Members are:-~~

~~(a) those International organizations, registered at the Eighth World Subud Congress, which have had their Member Delegations ratify the Constitution and By laws or; (b) those International organizations not registered at the Eighth World Subud Congress but accepted by Congress which ratify the Constitution and By laws and; (c) those International organizations which have not withdrawn voluntarily or which have not been expelled-~~

~~2.5 **The WSA Chairperson:** The chief officer of the Association is the Association Chairperson to be referred to in these By laws as the WSA Chairperson-~~

~~2.6 **The Deputy Chairperson:** Council may appoint a deputy to the Chairperson, to be referred to in these By laws as the Deputy Chairperson, who shall assist the Chairperson and assume his or her duties in his absence-~~

~~2.7 **Ratification:** Once ratified by a Member, the Constitution and By laws are binding upon the Member-~~

~~2.8 **Decision Making:** After deliberation by the Member Delegations, decisions are made by consensus-~~

~~2.9 **Membership Fee:** The minimum membership fee shall be one United States dollar per year-~~

Article IV Officers

Section 1: Composition

The Officers of the Corporation, who are also known as the Executive Committee, shall consist of a Chair (also the President), a Deputy Chair (also the Vice-President), International Helpers, and the WSA Executive Team, that includes the Executive Director.

~~**THE EXECUTIVE COMMITTEE:-**~~

~~7.1 **Executive Committee:** The Association executive committee is called the International Subud Committee and is referred to in these By laws as ISC-~~

~~7.2 **Executive Chairperson:** Congress appoints the International Subud Committee Chairperson with the same term as the Chairperson to be referred to in these By laws as the ISC Chairperson.~~

Section 2: General Responsibilities

The Officers shall be generally responsible for managing the ongoing operations of WSA, under the direction of the Board of Directors. The Officers shall exercise and perform the respective powers, duties and functions as are outlined here, and further stated in WSA policy and procedures.

Without limiting their general powers, the Officers shall have the following duties:

1. Serve as the executive body of the Corporation.
2. Manage communications including the International website, newsletter and official listservs, with the intent to keep communications open and flowing between the Board and members.
3. Act upon such motions or resolutions as may be received from the World Subud Congress.
4. Maintain policy and procedures and present proposed changes to the Board for action.
5. Prepare and file all reports and documents as required by law.
6. Conduct other business pertinent to the welfare and purpose of the Corporation.

Any person shall be eligible for any office except that an Officer shall not concurrently hold position on any Subud national governing body or International affiliate board.

Section 3: Elections and Appointments

Candidates for Chair and Deputy Chair will be nominated and selected according to established Subud procedure at a World Subud Congress. Once selected, the Chair and Deputy Chair must be elected by a majority vote of the members and participants present at the delegate assembly.

~~3.15.1 Procedure for Deputy Chairperson Selection: From among the Chairpersons nominees for the Deputy Chairperson, a Deputy Chairperson is selected by the Council through guidance received in the Latihan Kejiwaan.~~

The selection of the WSA Executive Director is from nominees made by Zonal Representatives. If Congress is in session the delegate assembly shall vote on approval, when Congress is not in session selection shall be with assistance from International Helpers and confirmation by the World Subud Council. ~~The secretary of the Association shall be appointed by the Board of Directors. The secretary must be a distinct person from the chair. The other officers of the Association shall be appointed by the WSA Executive Director, who is the executive of the Association with assistance from International Helpers and confirmed by the Board of Directors.~~

~~Except in the case of the appointment of the chief officers of the Affiliates, only member delegations may make nominations.~~

~~The selection of the ISC Chairperson: From among the Zonal Representatives nominees, the ISC Chairperson is selected through guidance received in the Latihan Kejiwaan and, if Congress is in session, proposed to Congress for approval.~~

All outgoing officers shall remain as advisors to the new committee for 60 days after the World Congress.

Section 4: Terms of Office

Officers shall serve a four-year term, starting at the World Subud Congress when the election takes place.

~~3.14 WSA Chairpersons Term: The term of the WSA Chairperson begins during the Regular Congress at which he or she is selected and ends during the next Regular Congress.~~

~~3.15 WSA Chairpersons Term Transfer: The term of the WSA Chairperson normally begins immediately upon his or her selection for all new business concerning the Congress selecting him or her and lasts until the completion of all old business on the agenda of the Congress ending his or her term. These officers may serve up to two consecutive terms, if nominated and selected according to established Subud procedure at the World Subud Congress.~~

Section 5: Meetings and Notice

The Officers shall meet at least quarterly, in person or by phone, video or web conference or using any other means of communication by which all of the persons participating can hear each other during the meeting, at such time and place specified by the Chair with at least seven days written notice to the officers.

Section 6: Vacancies and Removal

A vacancy in the office of Chair shall be filled by the Deputy Chair for the remainder of the current term. A vacancy occurring in any other Executive Committee position shall be filled by appointment by the Board of Directors and confirmed by the International Helpers, only until the end of the current term.

~~3.13 WSA Chairpersons Selection: Congress or, if Congress is not convened, the Council selects the WSA Chairperson through guidance received in the Latihan Kejiwaan.~~

~~As a director of the Association, The Chair is appointed by the Congress for a term running from congress to congress, and may be removed from office by the WSC between congresses or by the WSA members at Congress or a special meeting of the WSA.~~

Article V Board of Directors

Section 1: Composition

The directors of the Corporation shall be ~~the WSA Chairman and the Zonal Representatives~~. Each director shall be entitled to one vote in decisions made by the Board of Directors.

Section 2: Powers and Duties

All corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be conducted, managed and controlled by the Board of Directors. The Board of Directors shall be subject to the limitations of the Articles of Incorporation and other sections of these bylaws and in accordance with actions passed at a World Congress.

The Board of Directors shall be responsible for the operational activities of the WSA, and for executing these bylaws for the Corporation.

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

1. 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 motions passed at a International Congress.
2. 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.
3. Loan money, review and approve the WSA budget.
4. Approve procedures for fundraising.
5. Review and approve all reports as required by law.
6. Declare any conflicts of interests.
7. Assume other responsibilities as are, or as shall be, assigned through the bylaws, motions or resolutions as approved at a World Congress.

~~The Board of Directors has the right to remove from office the WSA Executive (or the executive of the Association) and his/her appointees. Decisions of the Board of Directors shall be by consensus.~~

Section 3: Meetings of the Board

~~The board of directors shall normally meet at least each once a year and the meeting shall be called by the Chair of the Association with the agreement of a majority of the Zonal Representatives. In the meeting of the directors of the WSA, the quorum shall be a majority.~~ Minutes of all the WSC meetings shall be made available to the membership on a timely basis.

Section 4: Appointments and Committees

The Board shall, when necessary, appoint representatives and establish ad-hoc and standing committees that assist in the execution of their duties. Such committees may provide support to ongoing issues of the

Corporation such as, but not limited to: finance, website design and maintenance, outreach activities, dignity of and caring for members, and organizational structure.

~~6.8 Appointment of Committees: The board may appoint by consensus committees to exercise the authority of the board in the management of the Association.~~

Section 5: Meeting Notice

~~Written notification of meetings shall state the purpose, place, time and agenda and shall be delivered not less than one month or more than six months before the meeting. The meetings of directors may take place inside or outside the District of Columbia.~~

The Board of Directors shall meet in person or by phone, video or web conference or using any other means of communication by which all of the persons participating can hear each other during the meeting.

~~6.5 Meetings: Meetings of the Board of Directors may take place by telephone conference, email, video or web conference.~~

Section 6: Resignations and Removals

Any member of the Board of Directors may resign at any time by giving written notice to the Chair or Secretary. Any resignation shall be effective upon receipt of written notice. Any director who does not consistently attend regularly scheduled Board meetings of his or her term in office may be asked, at the discretion of the Board, to resign.

Each Zone in WSA shall choose a representative to serve as a voting director on the Board of Directors. ~~As directors of the Association, the Zonal Representatives are appointed by their Zonal Councils for a four to six-year term, and may be removed from office by those councils at any time.~~

Section 7: Compensation and Expense Reimbursement

A Board of Directors of the Corporation may not receive compensation for services rendered as a director of the Corporation. A director may be reimbursed for actual reasonable expenses incurred to carry out his or her duties as a director.

Section 8: Conflicting Interest Transaction and Policy

The corporation and the members of the Board of Directors of the corporation shall at all times be subject to the provisions of Washington, D.C. Statutes and comply with these provisions as stated in the conflict of interest statement that each Board member is required to sign. ~~Loans and grants from the WSA to directors and officers are prohibited.~~

Section 9: Action Without a Meeting

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors votes, in writing, either for, against, or abstains from voting on such action. In order to pass, the vote for such action must equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the officers then in office were present and voted. Any action taken without a meeting shall have the same effect as action taken with a meeting.

Section 10: Special Board Meetings

Special Meetings of the Board of Directors may be called by the Chair or by a majority of directors of the Corporation without the Chair's approval, with written notice to the Board members of the time, place, and subject matter of the meeting, given at least 10 days in advance of the meeting. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

Article VI

World Subud Council

Section 1: Composition

The World Subud Council (WSC) consists of the Zonal Councils normally speaking through their Zonal Representatives, the WSA Chairperson, International Helpers, the chief officer of each Affiliate, the Chairperson of the Muhammad Subuh Foundation and the WSA Executive Director.

Section 2: Meetings

The WSC shall conduct an annual meeting in person, at a time and place determined by the Officers and International Helpers. The members shall be given written notice of the time and place of the meeting at least 90 days in advance of the meeting. The presiding officer of the Council is the WSA Chair. Between Congresses the WSA chair and WSA Executive Director are responsible to Congress through the Council.

The WSA Chair with the agreement of a majority of the Zone Representatives can convene WSC meetings and any special meetings of the Council.

The purpose of the annual meeting of the WSC is to:

1. Receive reports
 2. Report on the implementation of policies, goals and objectives for the Corporation
 3. Conduct other business pertinent to the welfare and purpose of the Corporation.
 4. The authority of the Council does not extend to altering the Constitution of either the Association or the Affiliates.
 5. The authority of the Council does not extend to admitting and expelling Members or Affiliates.
 6. The authority of the Council does not extend to assigning a Member to a different Zone.
- The World Subud Council has the right to recommend to any Zone Council that its Zone Representative be removed as a zone representative and as director of the Association.

Minutes of all the World Subud Council meetings shall be made available to the membership on a timely basis.

Members of the Corporation may attend all meetings of the WSC, except for executive sessions, but shall have no voting privileges.

Section 3: Quorum, Proxy and Voting

A quorum of the Council exists if there are no fewer than five Zonal Representatives and one or more International Helpers present. The voting members of the Council are the Zonal Representatives. Proxy voting shall not be allowed. Any vote must pass with a majority of the Council members then serving, whether present or not.

Decisions of the World Subud Council shall be by consensus. In cases of dispute where general agreement is not reached, all meetings shall make rulings according to the most current version of *Robert's Rules of Order*.

Section 4: Place of Meetings and Electronic Meetings

Unless otherwise required by these bylaws, WSC meetings may take place inside or outside the District of Columbia at such time and place as the written notice or waiver thereof, if any, may specify. Unless otherwise required by these bylaws, any member of the Council may be permitted to participate in any meeting of the WSC or a committee thereof through the use of any means of communication by which all the members participating in the meeting can hear each other during the meeting, including by phone, video or web conference. An individual participating in a meeting in this manner is deemed to be present in person at the meeting for all purposes.

Section 5: Action Without a Meeting

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the WSC may be taken without a meeting if each and every member of the WSC votes, in writing, either for, against, or abstains from voting on such action. In order to pass, the vote for such action must equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the members then in office were present and voted. Any action taken without a meeting shall have the same effect as action taken with a meeting.

Article VII Meetings with Delegates

Section 1: World Subud Congress

The World Subud Association Congress of all the member delegations is referred to in these bylaws as Congress. Congress means either a plenary meeting of the Association or plenary meetings of the Association held continually during one time period.

Congress is the supreme authority of the Association and its Affiliates. The authority of Congress, limited by the applicable decisions of Congress, is invested in the Council between Congresses.

~~3.2 Regular Congress: Congresses held regularly are referred to in these By-laws as Regular Congresses.~~
International Congress shall:

1. Receive reports.
2. Elect, reelect, or remove directors and officers, with the required vote of the membership.
3. Formulate policies, goals and strategic plans for the Corporation.
4. Conduct other business pertinent to the welfare and purpose of the Corporation.
5. Arrange special interest workshops, working parties and latihans for the participation of the membership.
6. Determine the location of WSA Office after the next Regular Congress or informs Council as to its preferences so that as soon as possible Council can make the determination.
7. Decide the location of the next Regular Congress or informs Council as to its preferences.

Section 2: Composition

Congress consists of the WSA Chair, the member delegations, the International Helpers, the Zonal Representatives, the chief officer of each Affiliate or their alternates registered at the attended Congress, and the WSA Executive Director.

Section 3: Notice to Members

The members shall be informed of the time and place of the World Congress. Due notice of the convening of a Regular Congress is made to the members not later than six months prior to the first day of Congress.

~~3.7 Notification: Due notice of the convening of a Congress, other than a Regular Congress, normally is made to the Members not later than two months prior to the first day of such a Congress.~~

Section 4: Place of Congress

~~The Year of Regular Congresses: Before the end of each Regular Congress, Congress designates the calendar year, four to six years hence, of the next Regular Congress.~~

Section 5: Member Delegates

Each member is represented in Congress by a national delegation registered at the attended Congress. Member delegations are the delegates to the Zonal Councils or their alternates. ~~registered at the attended Congress.~~

In addition to voting on resolutions put before them, delegates participate in working parties to develop resolutions to put before the delegate assembly for votes. **Any body of the Association may grant the right to a person to become a Participant, that is participate except as to voting, in the delegate assembly for a pre-set time period.** Individuals attending Congress may participate fully in all activities of the working parties.

Section 6: Congress Chair

The presiding officer of Congress is the WSA Chair.

A Chair of the delegate assembly may be selected by the membership or appointed by the WSC. The Chair of the delegate assembly shall:

1. Work with the Officers to Corporation to plan the agenda of the delegate assembly.
2. Work with the Congress site coordinator to assure that the business activities of the World Congress will have a venue that promotes harmonious work.
3. Coordinate and consolidate proposals for the various working parties, and disseminate them among the Zones prior to the next World Congress.
4. Preside as chair at World Congress plenary sessions, appoint a parliamentarian, establish quorum, distribute standing reports, and prioritize resolutions and proposals for the delegate assembly.
5. Arrange and monitor the progress of working parties during the Congress and assist them in the development of their resolutions.
6. Evaluate the successes and failures after the event, and prepare a report for the Executive Committee for future World Congresses.

Section 7: Quorum and Proxy

A quorum of the Congress is two-thirds of the members registered at a Congress. Members must be present in person or represented by written proxy to be counted. **Proxy voting is allowed. The policies and processes that define this proxy voting will be defined by Congress or by the WSC in consultation with the WSA member countries.**

Section 8: Voting

Only member delegations vote. Each member delegation has one vote. Once quorum is established, decisions relating to motions/resolutions proposed at delegate assembly shall be passed by a majority vote of the members present in person or represented by written proxy, provided the number of votes cast in favor of the motion equals or exceeds a majority of the quorum. In addition, the Chair of the delegate assembly can accept motions/resolutions by ‘unanimous consent.’ Unanimous consent does not mean there is 100% agreement; only that there is no major objection.

The members of the World Subud Association, in all their consultative and deliberative procedures shall be guided by democratic principles and shall seek consensus in decision making through guidance received in the latihan Kejiwaan.

In exceptional cases a resolution proposed by the delegate assembly may affect a fundamental structure, purpose or belief of our association. In these cases the delegate assembly invokes what is called: *Consensus decision-making*. This is a process in which all delegates contribute their thoughts and feelings and all share in the final decision (i.e., no decision becomes final which is not understood by nearly all the delegates.) However, consensus does NOT mean that all the delegates totally agree, only that:

- Delegates have been provided the opportunity to participate in the discussion to show that they understand it;
- Delegates have been provided a chance to describe their feelings about the issue; and
- Delegates who continue to disagree will nevertheless indicate that they are willing to give the decision a try for a prescribed period of time.

In other words, arriving at consensus means that a sufficient number of delegates are in favor of a decision to move it forward, while others understand the decision and will not obstruct or disrupt its occurrence.

Final decisions “although we make rules in our organization, we still need the assurance and certainty that come from the power of God through our receiving in the latihan - in testing. Therefore, in all things, the decision rests with the power of God.” Second World Congress, Briarcliff, NY. 16 July 1963.

~~**Procedures to Resolve Deadlock:** In the event of differences of view arising between Member Delegations, the Chairperson may establish Zonal Council meetings or such other groupings of the Member Delegations as the Member Delegations may agree to. If differences persist, decisions are made through guidance received in the Latihan Kejiwaan. If consensus cannot be reached, no decision is made; however, a resolution defeated at a previous Congress, which the Zonal Representatives unanimously agree to reintroduce unchanged at a subsequent Congress, is approved by Congress when supported by more than two-thirds of the Member Delegations.~~

Section 9: Rules of Order

At the outset of each Congress, the members shall approve the rules of procedure for the delegate assembly. In cases of dispute where general agreement is not reached, the Congress Chair shall make his or her rulings according to the most current version of *Robert's Rules of Order*.

Section 10: Minutes

The resolutions and recommendations passed at the World Congress shall be forwarded to the Board within 90 days of the Congress and shall be made available to members on a timely basis.

Section 11: Special Congresses

~~A majority of the Zone Representatives or 25% of the WSA member countries can convene Congress and a special meeting of the WSA. Congress may take place inside or outside the District of Columbia.~~

Only business within the purpose or purposes described in the notice of the special meeting may be conducted at a Special Congress meeting.

Article VIII Zones

Section 1: Description

A Zone is a designated geographical area within the jurisdiction of the WSA. Each Zone shall be considered a division of the Corporation, and shall be administered by a Zone Council. ~~Congress groups the members into Zones based on the wishes of each member, geographical closeness, linguistic affinity and other practical considerations.~~

Section 2: Meetings

~~Zonal Councils shall normally meet prior to the WSC meeting.~~

Section 3: Zonal Council

~~In each Zone, a Zonal Council exists composed of representatives of the International Helpers, the Zonal Representative, not more than four delegates per member, or their alternates registered at the attended meeting of the Zonal Council, these being the members chief officer of their countries governing body, the members officer responsible for international affairs called the Committee Councilor, and a male nation helper and female National helper called the Kejiwaan Councilors.~~

Each Zonal Council appoints a Zonal Representative, normally residing in the Zone, through established Subud policy and procedures. The presiding officer of a Zonal Council is the Zonal Representative. After as sufficient consultation as possible with the members in the affected Zones, the WSC may appoint temporary Zonal Representatives for those Zones unable to appoint permanent Zonal Representatives.

Section 2: Limitations of Powers

Zones may not adopt rules, regulations and bylaws that limit the Articles of Incorporation of the Corporation, bylaws or directives of the WSC.

Section 3: Boundaries

Zonal boundaries may be adjusted by the delegate assembly of the Corporation, with the agreement of the governing bodies of the Zones involved.

Article IX Affiliates

Section 1: Description

The mission of the affiliates (a.k.a. wings) is to carry out Subud's aims in the social and humanitarian field, entrepreneurial development, and cultural programs. It is important to realize that there is a direct connection between the spiritual experience of the latihan and Subud members' activities in the world. Therefore the Affiliates are not simply organizational instruments but channels through which Subud members express the fruits of the latihan in business, culture, social welfare and other realms of human activity.

Section 2: Composition

An Affiliate is a separate International association comprised of members with a specific goal to provide humanitarian, cultural, entrepreneurial, and information sharing for its membership.

Congress requires that Affiliates:

1. Have their founding document and all later changes to it approved by Congress.
2. Recognizes that whenever Congress entrusts the execution of one or more of the Aims of the Association to an Affiliate, Congress affirms its responsibility to safeguard the attainment of all the Aims of the Association.
3. Have their chief officer selected during a ~~Regular~~ Congress through guidance received through established Subud policy and procedures for the same term as the WSA Chairperson.
4. In the event of the permanent incapacity of their chief officer, have Congress or Council appoint a replacement chief officer chosen by the Affiliate through guidance received through established Subud policy and procedures.
5. Provide a seat on their governing body for the WSA Chairperson or the Chairpersons designate.
6. Report on their activities and finances to Congress and the Council in a manner satisfactory to Congress and the Council.

Section 3: Representation

The representative of an Affiliate at Congress is the chief officer of the Affiliate or his or her alternate. The representative of the Affiliate has the right to nominate one or more candidates chosen by the Affiliate for the position of its chief officer. Candidates nominated for an Affiliate chief officer by member delegations shall be approved by the chief governing body of the affected Affiliate.

~~8.1 Affiliates: Congress may grant affiliate membership in the Association to autonomous International Subud organizations referred to in these By laws as Affiliates.~~

Section 2: Dissolution of Affiliates

Affiliates no longer able to meet the description in Section 2 of this Article shall be considered Special Interest Groups (SIGs.)

Article X Financial Limitations

Any member of this Corporation, or any other entity however affiliated with this Corporation must conform to the following financial limitations.

Section 1: Liability

The Zonal Council or any member thereof shall not make or authorize any member to make a contract or any agreement of indebtedness which shall last 12 months or longer without the prior approval of the WSC of the Corporation. **The WSA is not responsible for any debts or obligations incurred by or actions or activities of any of its members.**

Section 2: Accounts and Audit

The WSA Executive team is to:

- 1. establish and maintain an adequate record-keeping system for the Association.**
- 2. prepare and present to the Members a set of audited financial statements within six months of the end of the fiscal year, prepared in accordance with generally accepted accounting principles for non-profit organizations.**

The World Subud Council appoints the auditor of the Association. The Association's fiscal year shall end on December 31.

Article XI Helpers

Section 1: Description

Six International Helpers are selected for each Area of the WSA. These bylaw do not define the duties and responsibilities of the International Helpers to the members of this Corporation, but may define the relationship between the International Helpers and the WSC with which it works. It is understood International Helpers are Bapak's helpers that assist in the growth of Subud.

Section 2: Relationship with Committees

The International Helpers and World Subud Council shall establish a regular practice of the latihan together. The helpers shall provide guidance to the WSA on questions arrived at through established Subud policy and procedures. Committees shall include in the budget reasonable expenses that helpers incur in serving the members.

Article XII Annual Reports

Section 1: Members

Each member shall prepare and forward an annual report to their Zone Council. The statement shall contain a description of their activities, a membership census to determine active membership, and a financial report.

Section 2: Zones

The Zone shall prepare and forward an annual report to the Corporation. The statement shall contain a summary of member activities of that zone, membership census and a financial report.

Section 3: Board of Directors

The Board of Directors shall prepare an annual report to be forwarded to all members as well as Congress. This report shall contain census of active membership of WSA by Zone; a report of international activities and financial condition of the Corporation.

Article XIII Indemnification of Directors, Officers, Employees and Agents

Section 1: Descriptions and Details

WSA will follow the laws of Washington, D.C. regarding indemnification, which is included in its entirety its policy and procedures. For purposes of this Article, the following terms shall have the meanings set forth: corporation, director, expenses, liability, official capacity, party and proceeding.

The Association shall indemnify any director or officer or former director or officer of the Association, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 2: Standards of Conduct

The Corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if

1. Such party conducted himself or herself in good faith,
2. Such party reasonably believed (a) in the case of a director acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interests, and
3. In the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 2, any party acting in his or her official capacity who is also a Officer of the Corporation shall be held to the standard of conduct set forth in Section 2(a), even if such party is sued solely in a capacity other than as such Officer.

Article XIV Amendments of Bylaws

Section 1: Amendment

Changes to the bylaws and the Articles of the Association can be made only by the members during a Congress.

Section 2: Notice

No action can be taken to amend any bylaw or to adopt new bylaws unless written notice of the proposed change are circulated to all members prior to one year before a Congress. Once notice of proposed bylaws changes has been made, working parties may propose specific changes to the delegate assembly plenary for vote.

Article XV Dissolution

Upon the dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the assets of the Corporation shall be distributed to one or more corporations or other organizations

organized and operated exclusively for religious, charitable, or educational purposes, and no part of such assets shall be distributed to any individuals. **Council shall decide the distribution of the assets of the Association.**

Approved by the Eighth Subud World Congress 1988, Sydney, Australia

Amended by the Thirteenth Subud World Congress 2010, Christchurch, New Zealand

Revised by the Fourteenth Subud World Congress 2014, Puebla, Mexico

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PROPOSED Bylaws of the World Subud Association

Preamble

The World Subud Association (the “Corporation”) is a nonprofit 501(c)(3) organization incorporated in 1989, under the laws of Washington D.C. to provide a structure to support the activities known as: Susila Budhi Dharma (Subud), throughout the world. Member countries join together for the primary purpose of worshipping God. The membership recognizes that an administrative structure is necessary to accomplish its purposes and the member countries of the World Subud Association do therefore organize themselves under these bylaws.

“We acknowledge that the latihan, the spiritual training that we receive and practice, in reality comes only because we surrender and submit to the greatness of Almighty God.

“To make it clearer, once we have inwardly surrendered with full submission to the greatness of Almighty God, our heart and mind, which are usually imagining and thinking about all sorts of things, are suddenly and spontaneously stilled; at the same time a vibration arises throughout our feeling. This vibration of the feeling will then manifest as movements, which we call the latihan.

“When we are in this state, even though we experience a suspension of our imagination and our thinking, our feeling remains calm and conscious, so that we can always follow the movements, which guide and lead us towards the worship of the greatness of Almighty God.

“As a result of these experiences in the latihan we are convinced that we are worshipping only the One Almighty God; that it is only God who can lead, guide and turn us towards God; and that only God can repair and ennoble our feeling and our soul, in accordance with His will.

“This is the nature of the latihan, which we have received and practice. Therefore the principle of the latihan, or the reality of our receiving of the latihan, is that it is our worship of the One Almighty God, and that through God’s guidance we are led towards an improved character and a noble soul, according to God’s will.

“Since the latihan we have received is from, or because of, the grace of the One Almighty God who is worshipped by all His creatures, we will leave to God’s will its spread throughout the world to people of various nations and religions. However, since we are human beings living in this world, who need food and clothing and who need to look after ourselves so that we are at peace and secure in society, as well as worshipping God we need to create an organization, so that we can organize ourselves in the way people normally do in this world.

“Of course the way we organize ourselves needs to be adjusted to the conditions of our local society, and also to the laws and regulations of the country we are in. Therefore we need to formulate statutes that do

not go against the laws and regulations of our country, nor the principles and aims of Subud.”
Talk # 15 From "Bapak's Talks Volume 11

Definitions

1. The term “association” refers to the **World Subud Association (WSA) national organizations** represented in three large geographical Areas and nine Zones.
2. The term “council” refers to the **World Subud Council (WSC) of the Association, composed of the International Helpers, the Zone Councils speaking through their Zonal Representative, and the Affiliate heads.**
3. The term “zone” refers to a **group of members determined by Congress and based on geographic closeness and linguistic affinity.**
4. The term “zone council” refers to a **council of the member delegations of a Zone.**
5. The term “affiliate” refers to a **closely aligned autonomous national Subud organizations granted associate membership in the Association.**
6. The term “congress” refers to the **plenary assembly or a set of continual plenary assemblies of the Association.**
7. The term “member delegation” refers to **the group of up to four delegates representing the member at Congress.**
8. The term “participant” refers to a **person accorded the temporary right to participate, but not vote, in meetings of a body by the body holding the meetings.**

Article I Name

The name of the Corporation shall be the **World Subud Association**, commonly referred to as **WSA**. **The name Subud is the abbreviation of the words: Susila Budhi Dharma.**

Susila denotes those qualities, which give rise to a character, conduct and actions, which are truly human, and in accordance with the Will of God.

Budhi means that in all creatures, including man, there dwells an inner force to draw us towards our proper path, the path that leads to God.

Dharma signifies sincerity, surrender, and submission to God, which are awakened in man by the Will of God Himself.

Article II Purpose

The purpose of the Corporation is **to preserve the practice of the latihan so that it will remain available to people everywhere in the form in which it was originally practiced under the guidance of Muhammad Subuh Sumohadiwidjojo and to provide for the other needs of the Subud membership** such as:

1. Providing the International administrative framework to serve the needs of its membership in accordance with the principles and practices of Subud.
2. Assisting Subud affiliates engaged in educational, cultural, benevolent, and charitable works, which in the opinion of the members are consistent with the purposes of Subud.
3. Support Subud associations in other countries.

The Association shall not promote or engage in political activities.

Article III Membership

Section 1: Description

The members of the Association are the Subud national organizations in countries throughout the world

that align themselves with the overall purpose of the WSA.

Section 2: Removal

A member may be removed in the following ways:

1. **Members having ratified** and aligned their national purposes with these **bylaws of the WSA, can cease to be a member voluntarily only by a decision of their** nationally recognized governing body.
2. Removal “for cause” by the World Subud Council, if the member is acting in a way determined to be contrary to the purpose of Subud or the Corporation.

Section 3: Reinstatement

A former member may be reinstated in the following ways:

1. By written request of the member to the WSA office, to process for consideration and possible action.
2. By the World Subud Council in the case of a “for cause” removal with the consent and approval of the International Helpers.

Section 4: Books and Records

The WSA shall maintain a list of registered members, annual accounts and record minutes of WSC meetings, WSA directors' meetings, Congress and any special meeting or resolution of the WSA at its principal office in Washington D.C. or at a place to be determined by the WSC. Any member of the WSA has the right to inspect these records.

Article IV Officers

Section 1: Composition

The Officers of the Corporation, who are also known as the Executive Committee, shall consist of a Chair (also the President), a Deputy Chair (also the Vice-President), International Helpers, and the WSA Executive Team, that includes the Executive Director.

Section 2: General Responsibilities

The Officers shall be generally responsible for managing the ongoing operations of WSA, under the direction of the Board of Directors. The Officers shall exercise and perform the respective powers, duties and functions as are outlined here, and further stated in WSA policy and procedures.

Without limiting their general powers, the Officers shall have the following duties:

1. Serve as the executive body of the Corporation.
2. Manage communications including the International website, newsletter and official listservs, with the intent to keep communications open and flowing between the Board and members.
3. Act upon such motions or resolutions as may be received from the World Subud Congress.
4. Maintain policy and procedures and present proposed changes to the Board for action.
5. Prepare and file all reports and documents as required by law.
6. Conduct other business pertinent to the welfare and purpose of the Corporation.

Any person shall be eligible for any office except that an Officer shall not concurrently hold position on any Subud national governing body or International affiliate board.

Section 3: Elections and Appointments

Candidates for Chair and Deputy Chair will be nominated and selected according to established Subud procedure at a World Subud Congress. Once selected, the Chair and Deputy Chair must be elected by a majority vote of the members and participants present at the delegate assembly.

The selection of the WSA Executive Director is from nominees made by Zonal Representatives. If Congress is in session the delegate assembly shall vote on approval, when Congress is not in session selection shall be with assistance from International Helpers and confirmation by the World Subud Council. **The secretary of the Association shall be appointed by the Board of Directors. The secretary must be a distinct person from the chair. The other officers of the Association shall be appointed by the WSA Executive Director, who is the executive of the Association** with assistance from International Helpers and confirmed by the Board of Directors.

Except in the case of the appointment of the chief officers of the Affiliates, only member delegations may make nominations.

All outgoing officers shall remain as advisors to the new committee for 60 days after the World Congress.

Section 4: Terms of Office

Officers shall serve a four-year term, starting at the World Subud Congress when the election takes place.

The term of the WSA Chairperson begins immediately upon his or her selection for all new business concerning the Congress selecting him or her and lasts until the completion of all old business on the agenda of the Congress ending his or her term.

These officers may serve up to two consecutive terms, if nominated and selected according to established Subud procedure at the World Subud Congress.

Section 5: Meetings and Notice

The Officers shall meet at least quarterly, in person or by phone, video or web conference or using any other means of communication by which all of the persons participating can hear each other during the meeting, at such time and place specified by the Chair with at least seven days written notice to the officers.

Section 6: Vacancies and Removal

A vacancy in the office of Chair shall be filled by the Deputy Chair for the remainder of the current term. A vacancy occurring in any other Executive Committee position shall be filled by appointment by the Board of Directors and confirmed by the International Helpers, only until the end of the current term.

The Chair may be removed from office by the WSC between congresses or by the WSA members at Congress or a special meeting of the WSA.

Article V Board of Directors

Section 1: Composition

The directors of the Corporation shall be **the WSA Chairman and the Zonal Representatives. Each director shall be entitled to one vote in decisions made by the Board of Directors.**

Section 2: Powers and Duties

All corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be conducted, managed and controlled by the Board of Directors. The Board of Directors shall be subject to the limitations of the Articles of Incorporation and other sections of these bylaws and in accordance with actions passed at a World Congress.

The Board of Directors shall be responsible for the operational activities of the WSA, and for executing these bylaws for the Corporation.

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

1. 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 motions passed at a International Congress.
2. 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.
3. Loan money, review and approve the WSA budget.
4. Approve procedures for fundraising.
5. Review and approve all reports as required by law.
6. Declare any conflicts of interests.
7. Assume other responsibilities as are, or as shall be, assigned through the bylaws, motions or resolutions as approved at a World Congress.

The Board of Directors has the right to remove from office the WSA Executive (or the executive of the Association) and his/her appointees. Decisions of the Board of Directors shall be by consensus.

Section 3: Meetings of the Board

The board of directors shall meet at least once a year and the meeting shall be called by the Chair of the Association with the agreement of a majority of the Zonal Representatives. In the meeting of the directors of the WSA, the quorum shall be a majority. Minutes of all the WSC meetings shall be made available to the membership on a timely basis.

Section 4: Appointments and Committees

The Board shall, when necessary, appoint representatives and establish ad-hoc and standing committees that assist in the execution of their duties. Such committees may provide support to ongoing issues of the Corporation such as, but not limited to: finance, website design and maintenance, outreach activities, dignity of and caring for members, and organizational structure.

Section 5: Meeting Notice

Written notification of meetings shall state the purpose, place, time and agenda and shall be delivered not less than one month or more than six months before the meeting. The meetings of directors may take place inside or outside the District of Columbia.

The Board of Directors shall meet in person or by phone, video or web conference or using any other means of communication by which all of the persons participating can hear each other during the meeting.

Section 6: Resignations and Removals

Any member of the Board of Directors may resign at any time by giving written notice to the Chair or Secretary. Any resignation shall be effective upon receipt of written notice. Any director who does not consistently attend regularly scheduled Board meetings of his or her term in office may be asked, at the discretion of the Board, to resign.

Each Zone in WSA shall choose a representative to serve as a voting director on the Board of Directors.

As directors of the Association, the Zonal Representatives are appointed by their Zonal Councils for a four to six-year term, and may be removed from office by those councils at any time.

Section 7: Compensation and Expense Reimbursement

A Board of Directors of the Corporation may not receive compensation for services rendered as a director

of the Corporation. A director may be reimbursed for actual reasonable expenses incurred to carry out his or her duties as a director.

Section 8: Conflicting Interest Transaction and Policy

The corporation and the members of the Board of Directors of the corporation shall at all times be subject to the provisions of Washington, D.C. Statutes and comply with these provisions as stated in the conflict of interest statement that each Board member is required to sign. **Loans and grants from the WSA to directors and officers are prohibited.**

Section 9: Action Without a Meeting

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if each and every member of the Board of Directors votes, in writing, either for, against, or abstains from voting on such action. In order to pass, the vote for such action must equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the officers then in office were present and voted. Any action taken without a meeting shall have the same effect as action taken with a meeting.

Section 10: Special Board Meetings

Special Meetings of the Board of Directors may be called by the Chair or by a majority of directors of the Corporation without the Chair's approval, with written notice to the Board members of the time, place, and subject matter of the meeting, given at least 10 days in advance of the meeting. Business transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

Article VI World Subud Council

Section 1: Composition

The World Subud Council (WSC) consists of the Zonal Councils normally speaking through their Zonal Representatives, the WSA Chairperson, International Helpers, the chief officer of each Affiliate, the Chairperson of the Muhammad Subuh Foundation and the WSA Executive Director.

Section 2: Meetings

The WSC shall conduct an annual meeting in person, at a time and place determined by the Officers and International Helpers. The members shall be given written notice of the time and place of the meeting at least 90 days in advance of the meeting. **The presiding officer of the Council is the WSA Chair. Between Congresses the WSA chair and WSA Executive Director are responsible to Congress through the Council.**

The WSA Chair with the agreement of a majority of the Zone Representatives can convene WSC meetings and any special meetings of the Council.

The purpose of the annual meeting of the WSC is to:

1. Receive reports
2. Report on the implementation of policies, goals and objectives for the Corporation
3. Conduct other business pertinent to the welfare and purpose of the Corporation.
4. **The authority of the Council does not extend to altering the Constitution of either the Association or the Affiliates.**
5. **The authority of the Council does not extend to admitting and expelling Members or Affiliates.**
6. **The authority of the Council does not extend to assigning a Member to a different Zone.**

The World Subud Council has the right to recommend to any Zone Council that its Zone Representative be removed as a zone representative and as director of the Association.

Minutes of all the World Subud Council meetings shall be made available to the membership on a timely basis.

Members of the Corporation may attend all meetings of the WSC, except for executive sessions, but shall have no voting privileges.

Section 3: Quorum, Proxy and Voting

A quorum of the Council exists if there are no fewer than five Zonal Representatives and one or more International Helpers present. The voting members of the Council are the Zonal Representatives. Proxy voting shall not be allowed. Any vote must pass with a majority of the Council members then serving, whether present or not.

Decisions of the World Subud Council shall be by consensus. In cases of dispute where general agreement is not reached, all meetings shall make rulings according to the most current version of *Robert's Rules of Order*.

Section 4: Place of Meetings and Electronic Meetings

Unless otherwise required by these bylaws, WSC meetings may take place inside or outside the District of Columbia at such time and place as the written notice or waiver thereof, if any, may specify. Unless otherwise required by these bylaws, any member of the Council may be permitted to participate in any meeting of the WSC or a committee thereof through the use of any means of communication by which all the members participating in the meeting can hear each other during the meeting, including by phone, video or web conference. An individual participating in a meeting in this manner is deemed to be present in person at the meeting for all purposes.

Section 5: Action Without a Meeting

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the WSC may be taken without a meeting if each and every member of the WSC votes, in writing, either for, against, or abstains from voting on such action. In order to pass, the vote for such action must equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the members then in office were present and voted. Any action taken without a meeting shall have the same effect as action taken with a meeting.

Article VII Meetings with Delegates

Section 1: World Subud Congress

The World Subud Association Congress of all the member delegations is referred to in these bylaws as Congress. Congress means either a plenary meeting of the Association or plenary meetings of the Association held continually during one time period.

Congress is the supreme authority of the Association and its Affiliates. The authority of Congress, limited by the applicable decisions of Congress is invested in the Council between Congresses.

International Congress shall:

1. Receive reports.
2. Elect, reelect, or remove directors and officers, with the required vote of the membership.
3. Formulate policies, goals and strategic plans for the Corporation.
4. Conduct other business pertinent to the welfare and purpose of the Corporation.
5. Arrange special interest workshops, working parties and latihans for the participation of the membership.
6. Determine the location of WSA Office after the next Regular Congress or informs Council as to its

- preferences so that as soon as possible Council can make the determination.
7. Decide the location of the next Regular Congress or inform Council as to its preferences.

Section 2: Composition

Congress consists of the WSA Chair, the member delegations, the International Helpers, the Zonal Representatives, the chief officer of each Affiliate or their alternates registered at the attended Congress, and the WSA Executive Director.

Section 3: Notice to Members

The members shall be informed of the time and place of the World Congress. **Due notice of the convening of a Congress is made to the members not later than six months prior to the first day of Congress.**

Section 4: Place of Congress

Congress designates the calendar year, four to six years hence, of the next Congress.

Section 5: Member Delegates

Each member is represented in Congress by a national delegation registered at the attended Congress. Member delegations are the delegates to the Zonal Councils or their alternates.

In addition to voting on resolutions put before them, delegates participate in working parties to develop resolutions to put before the delegate assembly for votes. **Any body of the Association may grant the right to a person to become a Participant, that is participate except as to voting, in the delegate assembly for a pre-set time period.** Individuals attending Congress may participate fully in all activities of the working parties.

Section 6: Congress Chair

The presiding officer of Congress is the WSA Chair.

A Chair of the delegate assembly may be selected by the membership or appointed by the WSC. The Chair of the delegate assembly shall:

1. Work with the Officers to Corporation to plan the agenda of the delegate assembly.
2. Work with the Congress site coordinator to assure that the business activities of the World Congress will have a venue that promotes harmonious work.
3. Coordinate and consolidate proposals for the various working parties, and disseminate them among the Zones prior to the next World Congress.
4. Preside as chair at World Congress plenary sessions, appoint a parliamentarian, establish quorum, distribute standing reports, and prioritize resolutions and proposals for the delegate assembly.
5. Arrange and monitor the progress of working parties during the Congress and assist them in the development of their resolutions.
6. Evaluate the successes and failures after the event, and prepare a report for the Executive Committee for future World Congresses.

Section 7: Quorum and Proxy

A quorum of the Congress is two-thirds of the members registered at a Congress. Members must be present in person or represented by written proxy to be counted. **Proxy voting is allowed. The policies and processes that define this proxy voting will be defined by Congress or by the WSC in consultation with the WSA member countries.**

Section 8: Voting

Only member delegations vote. Each member delegation has one vote. Once quorum is established, decisions relating to motions/resolutions proposed at delegate assembly shall be passed by a majority vote

of the members present in person or represented by written proxy, provided the number of votes cast in favor of the motion equals or exceeds a majority of the quorum. In addition, the Chair of the delegate assembly can accept motions/resolutions by ‘unanimous consent.’ Unanimous consent does not mean there is 100% agreement; only that there is no major objection.

The members of the World Subud Association, in all their consultative and deliberative procedures shall be guided by democratic principles and shall seek consensus in decision making through guidance received in the latihan.

In exceptional cases a resolution proposed by the delegate assembly may affect a fundamental structure, purpose or belief of our association. In these cases the delegate assembly invokes what is called: *Consensus decision-making*. This is a process in which all delegates contribute their thoughts and feelings and all share in the final decision (i.e., no decision becomes final which is not understood by nearly all the delegates.) However, consensus does NOT mean that all the delegates totally agree, only that:

- Delegates have been provided the opportunity to participate in the discussion to show that they understand it;
- Delegates have been provided a chance to describe their feelings about the issue; and
- Delegates who continue to disagree will nevertheless indicate that they are willing to give the decision a try for a prescribed period of time.

In other words, arriving at consensus means that a sufficient number of delegates are in favor of a decision to move it forward, while others understand the decision and will not obstruct or disrupt its occurrence.

Final decisions “although we make rules in our organization, we still need the assurance and certainty that come from the power of God through our receiving in the latihan - in testing. Therefore, in all things, the decision rests with the power of God.” Second World Congress, Briarcliff, NY. 16 July 1963.

Section 9: Rules of Order

At the outset of each Congress, the members shall approve the rules of procedure for the delegate assembly. In cases of dispute where general agreement is not reached, the Congress Chair shall make his or her rulings according to the most current version of *Robert’s Rules of Order*.

Section 10: Minutes

The resolutions and recommendations passed at the World Congress shall be forwarded to the Board within 90 days of the Congress and shall be made available to members on a timely basis.

Section 11: Special Congresses

A majority of the Zone Representatives or 25% of the WSA member countries can convene Congress and a special meeting of the WSA. Congress may take place inside or outside the District of Columbia.

Only business within the purpose or purposes described in the notice of the special meeting may be conducted at a Special Congress meeting.

Article VIII Zones

Section 1: Description

A Zone is a designated geographical area within the jurisdiction of the WSA. Each Zone shall be considered a division of the Corporation, and shall be administered by a Zone Council. **Congress groups the members into Zones based on the wishes of each member, geographical closeness, linguistic affinity and other practical considerations.**

Section 2: Meetings

Zonal Councils shall meet prior to the WSC meeting.

Section 3: Zonal Council

In each Zone, a Zonal Council exists composed of representatives of the International Helpers, the Zonal Representative, not more than four delegates per member, or their alternates registered at the attended meeting of the Zonal Council, these being the members chief officer of their countries governing body, the members officer responsible for international affairs called the Committee Councilor, and a male nation helper and female National helper called the Kejiwaan Councilors.

Each Zonal Council appoints a Zonal Representative, normally residing in the Zone, through established Subud policy and procedures. The presiding officer of a Zonal Council is the Zonal Representative. After as sufficient consultation as possible with the members in the affected Zones, the WSC may appoint temporary Zonal Representatives for those Zones unable to appoint permanent Zonal Representatives.

Section 2: Limitations of Powers

Zones may not adopt rules, regulations and bylaws that limit the Articles of Incorporation of the Corporation, bylaws or directives of the WSC.

Section 3: Boundaries

Zonal boundaries may be adjusted by the delegate assembly of the Corporation, with the agreement of the governing bodies of the Zones involved.

Article IX Affiliates

Section 1: Description

The mission of the affiliates (a.k.a. wings) is to carry out Subud's aims in the social and humanitarian field, entrepreneurial development, and cultural programs. It is important to realize that there is a direct connection between the spiritual experience of the latihan and Subud members' activities in the world. Therefore the Affiliates are not simply organizational instruments but channels through which Subud members express the fruits of the latihan in business, culture, social welfare and other realms of human activity.

Section 2: Composition

An Affiliate is a separate International association comprised of members with a specific goal to provide humanitarian, cultural, entrepreneurial, and information sharing for its membership.

Congress requires that Affiliates:

1. Have their founding document and all later changes to it approved by Congress.
2. Recognizes that whenever Congress entrusts the execution of one or more of the Aims of the Association to an Affiliate, Congress affirms its responsibility to safeguard the attainment of all the Aims of the Association.
3. Have their chief officer selected during a Congress through guidance received through established Subud policy and procedures for the same term as the WSA Chairperson.
4. In the event of the permanent incapacity of their chief officer, have Congress or Council appoint a replacement chief officer chosen by the Affiliate through guidance received through established Subud policy and procedures.
5. Provide a seat on their governing body for the WSA Chairperson or the Chairpersons designate.
6. Report on their activities and finances to Congress and the Council in a manner satisfactory to

Congress and the Council.

Section 3: Representation

The representative of an Affiliate at Congress is the chief officer of the Affiliate or his or her alternate. The representative of the Affiliate has the right to nominate one or more candidates chosen by the Affiliate for the position of its chief officer. Candidates nominated for an Affiliate chief officer by member delegations shall be approved by the chief governing body of the affected Affiliate.

Section 2: Dissolution of Affiliates

Affiliates no longer able to meet the description in Section 2 of this Article shall be considered Special Interest Groups (SIGs.)

Article X Financial Limitations

Any member of this Corporation, or any other entity however affiliated with this Corporation must conform to the following financial limitations.

Section 1: Liability

The Zonal Council or any member thereof shall not make or authorize any member to make a contract or any agreement of indebtedness which shall last 12 months or longer without the prior approval of the WSC of the Corporation. **The WSA is not responsible for any debts or obligations incurred by or actions or activities of any of its members.**

Section 2: Accounts and Audit

The WSA Executive team is to:

1. establish and maintain an adequate record-keeping system for the Association.
2. prepare and present to the Members a set of audited financial statements within six months of the end of the fiscal year, prepared in accordance with generally accepted accounting principles for non-profit organizations.

The World Subud Council appoints the auditor of the Association. The Association's fiscal year shall end on December 31.

Article XI Helpers

Section 1: Description

Six International Helpers are selected for each Area of the WSA. These bylaws do not define the duties and responsibilities of the International Helpers to the members of this Corporation, but may define the relationship between the International Helpers and the WSC with which it works. It is understood International Helpers are Bapak's helpers that assist in the growth of Subud.

Section 2: Relationship with Committees

The International Helpers and World Subud Council shall establish a regular practice of the latihan together. The helpers shall provide guidance to the WSA on questions arrived at through established Subud policy and procedures. Committees shall include in the budget reasonable expenses that helpers incur in serving the members.

Article XII Annual Reports

Section 1: Members

Each member shall prepare and forward an annual report to their Zone Council. The statement shall contain a description of their activities, a membership census to determine active membership, and a financial report.

Section 2: Zones

The Zone shall prepare and forward an annual report to the Corporation. The statement shall contain a summary of member activities of that zone, membership census and a financial report.

Section 3: Board of Directors

The Board of Directors shall prepare an annual report to be forwarded to all members as well as Congress. This report shall contain census of active membership of WSA by Zone; a report of international activities and financial condition of the Corporation.

Article XIII

Indemnification of Directors, Officers, Employees and Agents

Section 1: Descriptions and Details

WSA will follow the laws of Washington, D.C. regarding indemnification, which is included in its entirety its policy and procedures. For purposes of this Article, the following terms shall have the meanings set forth: corporation, director, expenses, liability, official capacity, party and proceeding.

The Association shall indemnify any director or officer or former director or officer of the Association, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

Section 2: Standards of Conduct

The Corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if

1. Such party conducted himself or herself in good faith,
2. Such party reasonably believed (a) in the case of a director acting in his or her official capacity, that his or her conduct was in the Corporation's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to the Corporation's best interests, and
3. In the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 2, any party acting in his or her official capacity who is also a Officer of the Corporation shall be held to the standard of conduct set forth in Section 2(a), even if such party is sued solely in a capacity other than as such Officer.

Article XIV

Amendments of Bylaws

Section 1: Amendment

Changes to the bylaws and the Articles of the Association can be made only by the members during a Congress.

Section 2: Notice

No action can be taken to amend any bylaw or to adopt new bylaws unless written notice of the proposed

change are circulated to all members prior to one year before a Congress. Once notice of proposed bylaws changes has been made, working parties may propose specific changes to the delegate assembly plenary for vote.

Article XV Dissolution

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

*Approved by the Eighth Subud World Congress 1988, Sydney, Australia
Amended by the Thirteenth Subud World Congress 2010, Christchurch, New Zealand
Revised by the Fourteenth Subud World Congress 1914, Puebla, Mexico*