



THE MUHAMMAD SUBUH FOUNDATION BYLAWS

The mission of the Muhammad Subuh Foundation is:

To foster the worldwide growth and long-term development of Subud in the form originally received by its founder, Muhammad Subuh Sumohadiwidjojo.

ARTICLE I Name

The name of the Foundation shall be The Muhammad Subuh Foundation, commonly referred to as MSF or The Foundation.

ARTICLE II Purpose

Its purpose is twofold: first, to build a lasting financial capacity for the Subud community that complements the mission of the World Subud Association (WSA). MSF and WSA are functionally integrated in that the Foundation acts as a support organization to WSA. Second, to provide grants for Subud houses, international helpers' travel and international archival preservation and, when funds allow, to other Subud organizations and activities.

Article III Members

The Foundation shall have no members.

Article IV Office

Section 1: Location

The principal office of the Foundation shall be located at: Subud Washington D.C. Center, 4216 Howard Rd., Beltsville, Maryland 20705, U.S.A. The Foundation may also have offices at such other places as the Board of Trustees [hereinafter sometimes referred to as the "Board" or the "Trustees"] shall appoint if the business of the Foundation so requires.

Section 2: Seal

The seal of the Foundation shall bear the name of the Foundation, the year of its creation, and the words "Corporate Seal."

Article V Board of Trustees

Section 1: Eligibility

Any current Subud member shall be eligible to be nominated to serve on the Board of Trustees except that a trustee shall not concurrently hold a position as an officer or a director on the World Subud

Council (WSC), as currently defined in the WSA bylaws.

Section 2: Composition

The composition of the Foundation shall be:

1. The officers of the Foundation
2. The trustees of the Foundation
3. The chairperson of the WSA, in *ex officio*.

Section 3. Powers and Duties

The Board of Trustees shall be charged with the control and management of the affairs, business, and properties of the Foundation. The Board of Trustees shall in all cases act as a board and may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the Commonwealth of Virginia, these bylaws, or the Articles of Incorporation.

Without limiting their general powers, the Board of Trustees shall be responsible for the proceedings and operations of MSF, and for executing its articles of incorporation as well as these bylaws for the Foundation. The Trustees shall have the following powers:

1. To make and change rules and regulations, not inconsistent with these bylaws, for the management of the Foundation's business and affairs;
2. To purchase, exchange, solicit, accept as donation, or otherwise acquire, as well as sell or dispose for the Foundation, any property, rights, or privileges which the Foundation is authorized to acquire or dispose, at such price and on such terms and conditions and for such consideration as the Board shall, in its discretion, deem appropriate;
3. To distribute, by grant, gift or otherwise, at least annually, the net income of the Foundation, after deduction for Foundation operating expenses and a reserve for inflation, to, or for the benefit of, WSA;
4. Upon authorization as provided herein, to distribute such principal or other property of the Foundation to, or for the benefit of, WSA;
5. To appoint and, at its discretion, remove or suspend such subordinate officers, agents, or servants, permanently or temporarily, as it may deem appropriate, and to determine their duties and specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate;
6. To confer upon any appointed officer of the Foundation, by resolution, the power to choose, remove, or suspend such subordinate officers, agents, or servants;
7. To determine who shall be authorized on the Foundation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and document;
8. To borrow money and incur indebtedness for the purpose of the Foundation subject to the WSA Board of Directors approval, and for that purpose to cause to be executed and delivered, in the Foundation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities;
9. To approve procedures for existing and potential endowment(s) in accordance with the Virginia UPMIFA regulations;
10. To develop and implement policy for long-term stability and continuity of the Board;
11. To review and approve the Foundation's budget, and
12. To review and approve all reports as required by law.

Section 4. The Number and Appointment of Trustees

1. The number of trustees shall be at least eight (8) and a maximum of ten (10).
2. The chairperson of WSA shall serve, ex-officio as a Trustee for a term coterminous with his or her term as chairperson, provided, however, that should the chairperson of WSA already be serving as a Trustee, then the deputy chairperson shall so serve, ex-officio, unless and until the individual serving as chairperson is not otherwise a trustee, in which event such chairperson shall commence to serve as trustee, ex-officio.

3. Each elected trustee shall serve a term equivalent in length between two consecutive WSA World Congresses. Terms shall be staggered with half the trustees rotating off the Board at a WSC meeting held approximately halfway between World Congresses. Each trustee shall serve until his or her successor shall have been elected and qualified.
4. With the sole exception of the chairperson of WSA (or the deputy chairperson, if applicable) who shall serve, ex officio as a trustee, no individual shall serve as trustee of the Foundation while also serving as a director of WSA. Should an individual be elected to serve as trustee while serving in the position of director of WSA, the term of such individual, as trustee shall not commence unless and until his or her term as officer or director has terminated. Similarly, should an individual serving as trustee be elected as a director of WSA, such individual's term as trustee must be terminated prior to his or her commencing to serve as an officer or director of WSA.
5. Nominations to the office of trustee may be made by the national organizations or by Muhammad Subuh Foundation Trustees presently in office or by WSC members. It is recommended that nominations from the National organizations are decided through guidance at Zonal meetings, and all nominations should be accompanied by pertinent information about the candidates. The evaluation process for nominated trustees shall be agreed upon together by the MSF Trustees and the WSA Board of Directors.
6. The appointment of trustees shall be made at Congress or at a World Subud Council meeting by the directors of WSA (the chairperson of WSA and Zonal representatives), assisted by guidance from the international helpers. The MSF Chairperson shall be appointed in a plenary meeting at World Subud Congress or WSC meeting if Congress is not in session.

Section 5: Vacancies

1. If the office of any trustee becomes vacant for any reason (including an increase in the number of Trustees), the Board of Directors of the WSA shall appoint a trustee to fill the vacancy for the unexpired portion of the term, using the accepted process and assisted by guidance from the international helpers.
2. Any vacancy in the ex-officio Trustee position for WSA Chairperson (or WSA Deputy Chairperson as the case may be) shall be filled by the person who next becomes WSA Chairperson (or WSA Deputy Chairperson, if appropriate).
3. If the office of MSF Corporate Secretary, or Treasurer becomes vacant for any reason, the Trustees, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term.

Section 6: Resignations

Any member of the Board of Trustees may resign at any time by giving written notice to the chairperson or corporate secretary. Any resignation shall be effective upon the date identified in the written notice. Each Trustee shall serve until his or her successor shall have been qualified and elected.

Section 7: Leave of Absence

Trustees are expected to attend all regularly scheduled board meetings but may be granted a leave of absence due to personal circumstances. If such a leave of absence is granted for longer than 6 months, the WSA Board of Directors would be notified.

Section 8: Removals

Either the directors of WSA or the trustees of MSF may recommend the removal of any trustee or trustees with or without cause from office, to the WSC. The WSC's decision is subject to guidance from the international helpers. Vacancies shall be filled under section 5 the remaining portion of the vacated term. Removal from the Board of Trustees constitutes a removal of that trustee as an officer.

Section 9: Compensation and Expense Reimbursement

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

Section 10: Conflicting Interest Transaction and Policy

The Foundation and the members of the Board of Trustees of the Foundation shall at all times comply with the provisions that the Foundation has established through the conflict of interest statement and Non-disclosure agreement that each board member is required to sign.

Section 11: Voting

Unless otherwise stated, passage of any issue submitted for vote among the trustees must be decided by the votes of a majority of the trustees then serving. Each trustee is entitled to one vote on each matter submitted to a vote. Proxy voting shall not be allowed.

Article VI Officers

Section 1: Composition

The officers of the Foundation shall consist of a chairperson, a vice-chairperson, a corporate secretary, and a treasurer.

Section 2: General Responsibilities

The officers shall be generally responsible for managing the ongoing operations of MSF, under the direction of the Board of Trustees. Officers are trustees that have accepted additional responsibilities, the position does not include added authority. The officers shall exercise and perform the respective powers, duties and functions as are outlined herein, and further stated in the Policy and Procedures Manual (PPM).

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

1. Serve as the administrative body of the Foundation,
2. Manage communications including the website, newsletter and official listservs, with the intent to keep communications open and flowing between the Board and the members of the Subud,
3. Act upon such motions or resolutions as may be received from the Board of Trustees,
4. Maintain the PPM and present proposed changes to the Board for approval,
5. Prepare and file all reports and documents as required by law, and
6. Conduct, and/or contract for, business pertinent to the welfare and purpose of the Foundation.

Section 3: Elections and Appointments

The officers of the Foundation, excluding the chairperson, shall be chosen by a majority vote of the Board of Trustees. The officers shall include a vice-chairperson, a corporate secretary, and a treasurer. The Board of Trustees may, in accordance with the procedures described in these bylaws, appoint such other officers as are necessary to transact the business of the Foundation. The Board may provide that the same person, except the office of chairperson, may hold any two or more offices.

Section 4: Duties

The responsibilities of a trustee that performs any additional duties as an officer are:

Chairperson: The chairperson shall preside over the meetings of the Board of Trustees.

Vice-chairperson: The vice-chairperson shall assume the duties of the chairperson when the chairperson is absent, unable to perform his or her duties, has resigned, or is removed from office. The vice chairperson shall assist the chairperson according to need in the business and affairs of the Foundation.

Corporate secretary: The corporate secretary shall keep minutes of all meetings of the trustees, acting as clerk thereof, recording all votes and the minutes of all proceedings to be kept for that purpose, and perform like duties for standing committees; shall give, or cause to be given, notice of all meetings of the Board of Trustees; shall maintain at all times in the principal office of the Foundation at least one

copy of the bylaws with all amendments to date; shall make the bylaws, the annual statement of the affairs of the Foundation, and any other document on file at the office of the Foundation available for inspection by an officer or Trustee during reasonable business hours; and shall perform such other duties as may be prescribed by the Board of Trustees. The Board may further appoint a recording secretary who need not be a member of the Board, who shall serve at its pleasure.

Treasurer: The treasurer shall have custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation; and shall deposit all money and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees.

The treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper voucher for such disbursements and shall render to the Board of Trustees, at its regular meetings or when the Board of Trustees so requires, an account of all transactions conducted as Treasurer and of the financial condition of the Foundation.

If required by the Board of Trustees, the treasurer shall give the Foundation a bond for the faithful performance of the duties of that office in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees.

Other officers and substitutes: The Board of Trustees may, at any other time, designate any other person or persons, on behalf of the Foundation, to sign any contracts, deeds, notes, or other instruments in the place or stead of any of the officers, and may designate any person to fill any one of the said offices, temporarily or for any particular purpose; and any instruments so signed in accordance with a resolution of the Board shall be the valid act of this Foundation as fully as if executed by any regular officer.

Section 5: Terms of Office

The term of office for all officers shall begin upon their election at the World Congress or at a WSC meeting, with the guidance of the international helpers and consistent with the MSF Articles of Incorporation. These officers may serve up to two consecutive terms, if nominated and selected according to established Subud procedure.

Section 6: Appointments and Committees

The MSF officers shall, when necessary, appoint representatives from among the current trustees to establish ad-hoc and standing committees that assist in the execution of their duties.

Section 7: Resignations

Any officer may resign his office at any time, such resignation to be made in writing to the Foundation and to take effect from the time the same is received by the Foundation, unless some time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

The chairperson may resign his office at any time, such resignation to be made in writing to the Foundation and to the chairperson of WSA and to take effect from the time the same is received by the Foundation, unless some time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

Section 8: Vacancies during terms of Office

A vacancy in the office of chairperson shall be filled by the vice-chairperson for the remainder of the current term. A vacancy occurring in any other office shall be filled by appointment by the Board of Trustees, until the end of the current term.

Section 9: Removal of Officers

All such appointed trustees who are officers shall be subject to removal from their position as an

officer by resolution of the Board at any time, with or without cause, provided that a majority of the whole Board of Trustees shall vote in favor thereof.

ARTICLE VII
Indemnification of Trustees, Officers,
Employees and Agents

Section 1: Indemnification

The Foundation shall indemnify, to the fullest extent permitted and required by the Virginia Non-stock Corporation Act, as such Act exists now or may hereafter be amended, its Trustees and Officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

Section 2: Standards of Conduct

The standards for indemnification shall be when (i) such party conducted himself or herself in good faith, (ii) such party reasonably believed (a) in the case of a trustee acting in his or her official capacity, that his or her conduct was in the Foundation's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to the Foundation's best interests, and (iii) 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 behavior under section 2 of the MSF full indemnification policy in the PPM, any party acting in his or her official capacity who is also a trustee of the Foundation shall be held to the standard of conduct set forth in section 2, even if such party is sued solely in a capacity other than as such trustee.

Article VIII
Meetings of the Board of Trustees

Section 1: Place of Meetings and Electronic Meetings

Unless otherwise required by these bylaws, meetings of the Board of Trustees may be held within or outside the United States at such time and place as the written notice or waiver thereof, if any, may specify. Unless otherwise required by these bylaws, any trustee may be permitted by the Board of Trustees to participate in any meeting of the Board of Trustees or a committee thereof through the use of any means of communication by which all the trustees participating in the meeting can hear each other during the meeting, including by phone and Internet. An individual participating in a meeting in this manner is deemed to be present in person at the meeting for all purposes.

Section 2: Action without a Meeting

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if each and every member of the Board of Trustees electronically 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 trustees 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 3: Annual Meeting

An annual meeting of the Board of Trustees shall be held at the discretion of the Board of Trustees prior to the completion of the fiscal year of the Foundation. Such a meeting will be held at such a place that the Board of Trustees may designate. At such meetings the Trustees for the next year shall receive annual reports. Notice of the meeting shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each Trustee at least five days and not more than 40 days before the date of the meeting.

All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 4: Meeting with WSC

The Trustees shall meet annually with the World Subud Council (WSC), either in-person or remotely, for the purpose of jointly setting the Foundation's programs and reviewing progress, activities, and any issues that may have arisen. Additional meetings may be held each year just for review. Either the WSC or MSF may call for additional meetings.

Section 5: Special Meetings

Except as otherwise provided in these bylaws regarding notice for a special meeting for the purpose of making an Extraordinary Distribution, special meetings of the Board may be called on twenty (20) days' notice to each trustee, such notice to be made either personally, telephonically or by Internet; special meetings may be called in like manner and on like notice on the written request of any four trustees. With the written consent of a majority of the Trustees, a shorter notice may be given.

Section 6: Quorum and Voting

A majority of the Trustees then serving shall be necessary at all meetings to constitute a quorum for the transaction of any business. The affirmative vote of a majority of the Trustees then serving shall be deemed the act of the Board of Trustees unless the vote of a greater number of trustees is required by law, the Articles of Incorporation, or these bylaws. Proxy voting shall not be allowed.

All meetings shall make rulings according to parliamentary procedures, most commonly referred to as *Robert's Rules of Order*.

In cases of dispute, we follow standard Subud procedures to aim toward consensus.

ARTICLE IX Financial Management

Section 1: Fiscal Year

The fiscal year of the Foundation shall be the year beginning on January 1 and ending on December 31.

Section 2: Investments

The Board of Trustees has responsibilities relating to the administration, investment, or distribution of property or assets that belong to the Foundation. This range of duties is termed fiduciary responsibility. The standard underlying fiduciary responsibility is prudence, and the standard of behavior for a fiduciary is known as the "prudent person rule." This rule charges fiduciaries with conducting themselves with the same degree of judgment, reasonableness and discretion in administering the affairs of the organization, as they would their personal affairs. MSF shall operate its investment fund both reasonably and prudently under the Virginia UPMIFA regulations.

Section 3: Fiduciary Conduct

1. The Trustees shall apply the assets of the Foundation within the requirements of the Articles of Incorporation and these bylaws, at such times and in such manner and in such amounts as they may determine and as may be required by donor restricted donations, to the uses and purposes set forth in the Articles and bylaws of the Foundation and to, or for the benefit of, the aims of WSA.
2. The annual programs and budget of the Foundation shall be approved by a majority vote of the Trustees and approved by the WSA Board of Directors. MSF shall set the policies, aims and priorities of MSF which are then approved by WSA.
3. The Trustees shall, at least annually, distribute to the WSA such portion of the Foundation's annual income pursuant to the Foundation's approved annual budget.
4. Except as provided in paragraph 2 of this section and subject to the written approval of WSA, No more than 10 percent of the general fund and restricted fund assets of the Foundation may be distributed except by a vote of 3/4 of the Trustees present at a duly constituted meeting of the Board of Trustees (or in lieu thereof, by unanimous written consent of Trustees). In the event that a meeting is called for such purpose (an "Extraordinary Distribution"), notice shall be provided to

each trustee, as listed on the books of the Foundation 30 days prior to the date of mailing of such notice, at least 90 days prior to the date of such meeting, stating the time, place and purpose of such meeting.

5. The Board of Trustees shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of Trustees shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which the funds are requested. After the Board of Trustees has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Trustees shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

Section 4: Accounting

The Foundation shall render audited financial statements in accordance with international generally accepted accounting principles and auditing standards to the Board of Directors of the WSA at least annually within 120 days after the end of the Foundation's fiscal year. The directors of the WSA shall approve or reject such accounts by an instrument in writing delivered to the Trustees. In the absence of the delivering of an instrument in writing of exceptions or objections to any such accounting within 180 days after receipt of such, the directors of the WSA shall be deemed to have approved such accounts; and in such case or upon the written approval of the directors of the WSA, the requirement of this Section shall be satisfied.

Notwithstanding the requirement for audited financial statements above, the WSA Board of Directors may temporarily waive such requirement for no more than one fiscal year at a time by providing the Board of Trustees with written notice of such waiver. If such waiver is granted by WSA, then the Foundation shall render reviewed financial statements in accordance with international generally accepted accounting principles and auditing standards under the same terms and conditions as set forth above.

Article X Amendments

The Board of Trustees, by the affirmative vote of a two-thirds of the Trustees, may propose to add to, alter, amend, repeal, or suspend these bylaws at any regular meeting of the Board or at any special meeting of the Board, provided that notice of the proposed alteration or amendment has been given to each Trustee. Such addition, alteration, amendment, repeal, or suspension shall be effective only upon approval review by the Board of Directors of WSA in accordance with its internal Subud procedures.

ARTICLE XI Notice

Whenever notice is required by statute or by these bylaws to be given to the Trustees, or any officer of the Foundation, personal notice is not meant unless expressly stated and any notice so required shall be deemed to be sufficient seven days after time stamped as being sent by the fastest means of communication.

ARTICLE XII Dissolution

Upon the dissolution of the Foundation, after paying or adequately providing for its debts and obligations, the assets of the Foundation shall be distributed to WSA. No part of such assets shall be distributed to any individuals.

Approved March 1997
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Amended October 2018
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