

FIRST AMENDED SUSILA DHARMA INTERNATIONAL BYLAWS

ARTICLE ONE: PURPOSE

Susila Dharma International Association (SDIA) is a charitable and humanitarian organization affiliated to the World Subud Association (WSA). The Sanskrit words Susila Dharma mean humanity living and working according to God's will.

SDIA affirms that human beings can develop and work in harmony from a place of inner understanding. SDIA affirms the global interdependence of all human beings.

The purpose of SDIA shall be to further the charitable and humanitarian aims of the World Subud Association, (such as the relief of poverty and sickness, the promotion of health and well-being of people, the provision of education, and the promotion of peace and understanding among all peoples), and to engage in such charitable and humanitarian activities as the members of SDIA may from time to time determine.

The work of SDIA:

- (a) facilitates and supports social and humanitarian activities without discrimination by gender, age, cultural, ethnic or religious beliefs.
- (b) supports sustainable development which enables people to provide for their own material, health, cultural, social and spiritual needs.
- (c) is carried out in partnership with people developing projects that meet local needs and that respect local customs and the environment.

In furtherance of these objects, SDIA may do any or all of the following:

- (a) inform, assist and co-ordinate the activities of members of SDIA;
- (b) promote the establishment of National Susila Dharma organizations;
- (c) promote and co-ordinate the sponsorship of projects;
- (d) act as a liaison between projects and members of SDIA;
- (e) raise funds and assist members of SDIA to raise funds;
- (f) represent members of SDIA to other organizations as necessary and assist members of SDIA in their public relations;
- (g) engage in such other activities in furtherance of the objects of SDIA as the members may determine from time to time.

ARTICLE TWO: OFFICES

Section 2.1. Principal Office

The principal office of SDIA shall be located at a location as determined by the board of directors.

Section 2.2. Other Offices

SDIA may have such other offices, as the board of directors may from time to time determine.

ARTICLE THREE: MEMBERSHIP

Section 3.1. Classes of Membership

SDIA shall have two classes of members: voting members and associate members. No person or organization shall hold more than one class of membership.

a) Voting Members.

i) Each country that has a national Subud organization shall be entitled to make an application to be a voting member, subject to the provisions as set out below

ii) A country may have not more than one voting member who must be approved or appointed by the national Subud committee of that country

iii) A voting member may be the national Susila Dharma organization or the national Subud organization provided that it reflects and/or represents Susila Dharma activity with continuity, and provides annual reporting to SDIA

iv) The rights and privileges of all voting members shall be equal. Each voting member shall be entitled to one vote.

(b) Associate Members.

An Associate Member is any interested, national Subud organization, charitable project or organization/association whose purposes are similar to those of SDIA. Associate members are entitled to attend but not vote at annual and special meetings of the members of SDIA.

Section 3.2. Qualifications

Any Subud or Susila Dharma organization, or as set out in section 3.1, who agrees to be bound by the certificate of incorporation of SDIA, by these bylaws, and by such rules, regulations, policies and procedures as the board of directors or voting members may from time to time adopt, is eligible for either voting or associate membership in SDIA.

Section 3.3. Admission to Membership

The directors shall from time to time prescribe the form and manner in which application may be made for membership. The rights and obligations of a voting member, or an associate member shall be determined, from time to time, by the members of SDIA.

Section 3.4. Property Rights

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such earnings, investment income, property or assets be distributed to any member on the dissolution or winding up of this corporation.

Section 3.5. Liability of Members

No member of this corporation shall be personally liable for any of the debts, liabilities, or obligations of SDIA, nor shall any member be subject to any assessment. No member of SDIA, shall be responsible for any debts incurred by or actions or activities of any other member or members of SDIA.

Section 3.6. Liability of SDIA

SDIA is not responsible for any debts or obligations incurred by or actions or activities of any of its members.

Section 3.7 Transfer, Status, Termination and Reinstatement

(a) Membership in SDIA is nontransferable.

(b) Membership shall terminate on:

(i) the resignation of a member, or, upon the dissolution of such charitable project or organization, or

(ii) on a member's failure to pay the dues required in these bylaws within one hundred and eighty (180) days of the due date, provided that such dues have not been donated by any third party or waived by a resolution passed by the board of directors.

(iii) on a determination by a two thirds (2/3) majority vote of the board of directors that

1. an action or activity of a member is contrary to the objects, purposes or interests of SDIA,

2. there has been a serious breach, by a member, of an agreement entered into between the member and SDIA or

3. an action or activity of a member jeopardizes the legal status of SDIA.
- (c) In the event the membership is terminated by the board of directors, then the member may appeal against that decision to the voting members at the next annual meeting.
 - (d) A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 3.8 Confirmation or Revision of Member Status

A decision by the board of directors regarding the admission, refusal to admit, cancellation of, or change in, the classification of membership shall be communicated to the voting members of SDIA and shall be subject to confirmation or revision at the next annual meeting of the members.

ARTICLE FOUR: CERTIFICATE OF MEMBERSHIP

Section 4.1. Certificate of Membership

The board of directors may provide for the issuance of certificates evidencing membership in SDIA, which shall be of such form as may be determined by the board. Such certificates shall be signed by the chairperson or vice chairperson or by the secretary or an assistant secretary and shall be sealed with the seal of SDIA. All certificates evidencing membership shall be consecutively numbered, The names and address of each member and the date of issuance of the certificate shall be entered on the records of SDIA. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

Section 4.2. Issuance of Certificates

If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 4.1 of this article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a certificate shall be issued in the name of and delivered to the new member by the secretary.

ARTICLE FIVE: MEMBERSHIP FEES AND DUES

Section 5.1. Initiation Fee and Membership Dues.

The voting members shall determine the amount, if any, of initiation fees, and the amount of membership dues, if any, payable to SDIA by members. The board of directors may make recommendations to members on these matters.

Section 5.2. Payment of Fees and Dues

- (a) The Board of Directors shall determine from time to time fees, if any, for services provided by SDIA to its members.
- (b) The dues of any member may be donated by any third party or may be waived by resolution passed by the board of directors.

ARTICLE SIX: MEETINGS OF MEMBERS

Section 6.1. Meetings

- (a) A meeting of the members shall be held at each Subud World Congress. During the intervening years between such Subud World Congresses, annual meetings shall be held at such place or places as the board of directors may designate from time to time by resolution.
- (b) Annual meetings between Subud World Congresses may be waived in writing by a two-thirds (2/3) majority of all voting members; however there shall be at least one meeting during the period between Subud World Congresses.
- (c) Appropriate for consideration at such meetings shall be the election of directors, approval of financial statements for the past fiscal year or years, approval of the budget for the upcoming year or years, the

report of the directors, the report of the auditor (if any), and such other corporate business as may come before the meeting, including approval for the board of directors to act on By-law Sections 5.1, 8.4 (a) (b) (c), 11.1, 11.2, 11.3(d).

(d) Before an election for directors is held, each candidate for the position of director shall provide a statement to the members setting out his or her relevant qualifications and experience to fulfill this function. In addition, candidates shall answer any questions that members of SDIA may put to them prior to the election for directors.

(e) If the election of directors shall not be held on the day designated for an annual meeting, or at any adjournment of such a meeting, the board of directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

(f) The chairperson shall be selected and appointed at the Subud World Congress as set out below in section 7.1.

Section 6.2. Special Meeting

Special meetings of members may be called by the chairperson, the board of directors, or not less than five (5) of such members as may be qualified to vote. A special meeting must be properly constituted according to the bylaws.

Section 6.3. Place of Meeting

The board of directors shall designate a place as the place of meeting for any meeting of members. If two thirds (2/3) of all voting members meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Section 6.4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members and an agenda shall be delivered personally, by mail, ~~or~~ by facsimile transmission, or by email to each member entitled to vote at such meeting, not less than sixty (60) days nor more than one hundred eighty (180) days before the date of such meeting, by or at the direction of the chairperson, secretary, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the mail of the country of the head office of SDIA, sufficient and proper postage prepaid, addressed to the member at the member's address as it appears on the records of SDIA at the time of mailing. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting, provided such members are given the opportunity to vote by mail or fax on the items of the agenda.

Section 6.5. Informal Action by Members

Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by two-thirds (2/3) members entitled to vote with respect to such action.

Section 6.6. Quorum

A quorum shall be constituted of thirty percent (30%) of total votes represented by voting members present in person or by proxy at such a meeting. No business, other than the adjournment or termination of the meeting, shall be conducted at a meeting at a time when a quorum is not present. If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Section 6.7. Proxies

At any meeting of members a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. A proxy may be given to a voting member, a member of the board of directors of SDIA, or officer of SDIA. No proxy shall be valid after eleven months from its date of execution unless otherwise provided in the proxy.

Section 6.8. Voting by Mail

Where directors or officers are to be elected by members, such election may be conducted by mail or email in such a manner as the board of directors shall determine.

Section 6.9. Voting Rights and Voting

Each voting member shall be entitled to one vote. Voting shall be by show of hands, unless the members otherwise decide. Voting by proxy is permitted in accordance with section 6.7.

Section 6.10. Decisions at Members Meetings

Unless otherwise provided in the articles of incorporation or in these bylaws, all resolutions and decisions shall be determined by a simple majority of all voting members who are present either in person, by representative or by proxy and who are entitled to vote.

Section 6.11. Resolutions.

No proposed resolution need be seconded.

ARTICLE SEVEN: CHAIRPERSON AND VICE-CHAIRPERSON**Section 7.1. Election of the Chairperson.**

- (a) The chairperson of SDIA shall be selected and appointed at the Congress of the World Subud Association (WSA), in accordance with the internal procedures or practices of the WSA. The term of office of the chairperson is from one World Congress to the next.
- (b) A person so elected as chairperson shall serve no more than two terms as chairperson of SDIA.
- (c) Candidates for chairperson shall be nominated by voting or associate members of SDIA, or Board members of SDIA.
- (d) Before the election for chairperson is held, each candidate shall present, to the members of SDIA, his or her relevant qualifications and experience to fulfill this function of SDIA. In addition, candidates shall answer any questions that members of SDIA may put to them prior to the election for chairperson.
- (e) SDIA shall endorse a list of candidates to WSA for selection of chair as outlined in 7.1(a).

Section 7.2 Replacement of the Chair

- (a) If the office of the chairperson becomes vacant for any reason between Congresses of the World Subud Association, then, at the next members' meeting, the voting members of SDIA shall select a chairperson to fill the vacancy for the unexpired portion of the term. The appointment of the interim chairperson shall be subject to the approval of the World Subud Council.
- (b) The chairperson of SDIA may be removed, with or without cause, either by a two thirds (2/3) vote of a duly constituted meeting of the World Subud Council or by a two thirds (2/3) vote of the voting members present in person or by proxy at a duly constituted meeting of the members of SDIA. At any such meeting, the vacancy caused by the removal may be filled as stated above.

Section 7.3. Powers

The chairperson shall be the Chief Officer of SDIA, and shall exercise general supervision and control over all activities of SDIA. The chairperson of SDIA:

- (a) Shall preside at all meetings of the board of directors and at all meetings of the members;
- (b) May delegate the chairing of meetings to the vice-chairperson or to any other person subject to the approval of the meeting;
- (c) May sign, with the Executive Director, secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors, by these bylaws, or by law to some other officer or agent of SDIA;
- (d) Shall perform all other duties generally incidental to the office of chairperson and such other duties as may be prescribed by the board of directors.

Section 7.4. Duties

- (a) The chairperson shall represent SDIA on the World Subud Council and the WSA₂ and shall report to the council on the activities of SDIA; and
- (b) In the event the chairperson cannot attend, the vice-chairperson or a designate approved by the board, shall attend in his or her place.

Section 7.5. Election of Vice Chairperson

The vice chairperson of SDIA shall be selected by the board of directors from among the elected directors.

ARTICLE EIGHT: DIRECTORS

Section 8.1. Number

- a) The number of elected directors shall be at least six (6) who shall be elected at the annual meeting of the members of SDIA. Three (3) of the directors shall be from various areas of the world. If all six directors positions have not been filled, then the chairperson in consultation with the other directors of SDIA may appoint one or more interim directors to serve until an election is held. The number of elected directors may be determined from time to time at a members' meeting.
- b) In addition to elected directors, the chairperson of SDIA shall be a director;
- c) The chairperson of the WSA and the executive director of SDIA shall be ex-officio, non-voting directors.
- d) Candidates for the election of directors may be nominated by members of the board, or members of SDIA.

Addendum 2002: Members voted at the 2002 AGM, 16th August, 2002 at Spinkhill, UK to increase the number of elected directors to 8.

Moved by Canada, seconded by Germany. Passed unanimously. (15 voting members)

Section 8.2. Qualifications of Directors

A director must be a member of a recognized Subud organization and have competencies that will benefit SDIA.

Section 8.3. Term of Office

At each Annual General Meeting one third of the directors for the time being (excluding the chairperson and ex officio directors), or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. A retiring director shall be eligible for re-election. No director who retires by rotation shall be re-elected more than twice.

Section 8.4. Powers

(a) Except as otherwise provided (i) in the certificate of incorporation, (ii) in these bylaws, (iii) by law, or (iv) by any rules, which are not inconsistent with these bylaws, which are made from time to time by majority vote of the members in a general meeting, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, which may however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board of directors may from time to time, by resolution, designate.

(b) Management of income property. As described in Article Ten, the board of directors may determine, by resolution from time to time duly adopted, to delegate in whole or part, the management, investment, and disposition of the property of SDIA for the purpose of earning an income from that property, as distinguished from the matter of applying property and funds for charitable purposes, to a finance committee consisting of not less than three (3) members of the board of directors, or one or more trust companies or banks duly authorized to conduct a trust or banking business under either the laws of the United States of America or the laws of the country in which the principal office of SDIA is located.

(c) Common trust funds. The board of directors may, by resolution from time to time duly adopted, establish one or more common trust funds for the purpose of investing SDIA's funds and those of any religious, beneficial, charitable or educational institutions affiliated to SDIA, whether SDIA holds such funds or property as a fiduciary or otherwise, subject to such terms and conditions as are set forth in the certificate of incorporation of this corporation and by law.

Section 8.5. Replacement of Directors

(a) Whenever a vacancy exists on the board of directors, other than the vacancy of the chairperson, whether by death, resignation or otherwise, the vacancy shall be filled by election by a majority of the voting members at a members' meeting. Prior to such members' meeting, the chairperson, in consultation with the board of directors, may appoint one or more interim directors to serve until the election is held.

(b) Any director may be removed, with or without cause, by a two thirds (2/3) vote of the voting members of SDIA present in person or proxy at a members' meeting. At any such meeting, any vacancy caused by the removal may be filled as stated above.

(a) Any person elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

(b) With reference to the Chairperson and Vice-Chairperson see Sections 7.1 and 7.2.

Section 8.6. Compensation

No member of the board of directors in his or her role as director, except for the Executive Director, shall receive any compensation from SDIA. This restriction on compensation may be waived by a resolution of the voting members.

Section 8.7. Meetings

(a) Meetings of directors shall be held at such place or places or by telephone conference call, or email as the board of directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of SDIA.

(b) Regular meetings shall be held at a location agreed to by the directors as soon as convenient after the first annual meeting of members. Notice of such meetings shall be mailed or delivered to each director at the address last recorded on the books of SDIA, not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors. The board of directors is required to have at least one annual meeting per year.

(c) The chairperson may, as he or she deems necessary, and the secretary shall if so requested in writing by three (3) members of the board of directors, call a special meeting of the board. In such event, fifteen (15) days' written notice to each trustee shall be deemed sufficient.

(d) Sixty percent (60%) of the voting directors shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a quorum of voting directors is present at any meeting, the directors who are present may conduct the meeting, provided that confirmation of decisions be made by at least half of the non-attending voting directors within four (4) weeks after the meeting. Failure to get this ratification will void decisions taken at the meeting.

(e) The board of directors shall at all times act as a board, and decisions at their meetings shall be determined by a simple majority of all voting directors who are present.

(f) Except as may otherwise be provided in these bylaws, or in the certificate of incorporation of this corporation, or by law, the act of a simple majority of voting directors present at any meeting at which a quorum is present shall be the act of the board of directors.

Section 8.8. Action Without Meeting

No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the certificate of incorporation and bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 8.9. Liability of Directors

The directors of this corporation shall not be personally liable for any debts, liabilities, or other obligations of SDIA.

Section 8.10. Duties

(a) The directors shall present financial statements to the voting members within 6 months of the fiscal year-end. The directors shall prepare a budget each year. The budget shall be presented before the year to which it applies to the members at a duly constituted members' meeting or, if no meeting is held, shall be circulated amongst the voting members for their approval.

(b) The chairperson shall report annually on behalf of SDIA to the WSA on SDIA's activities and finances for the most recently completed fiscal year, in a manner satisfactory to the WSA. In addition, the board of directors shall submit annually to the WSA a budget for the upcoming fiscal year and an account of its activities and plans for the current fiscal year.

(c) SDIA shall render compiled financial statements with disclosures in accordance with standards set forth by the International Accounting Standards Board to the board of directors of WSA at least annually within 180 days after the end of the SDIA fiscal year. The financial statements shall be prepared according to generally accepted accounting principles and investments shall be carried at the lower of cost or market value. The directors of WSA shall approve or reject such accounts by an instrument in writing delivered to the directors of SDIA. 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 WSA shall be deemed to have approved such accounts; and in such case or upon written approval of the Directors of WSA, the requirement of this Article shall be satisfied.

Notwithstanding the requirement for compiled financial statements above, if the total revenue exceeds USD 100,000, SDIA shall render reviewed financial statements in accordance with standards set forth by the International Accounting Standards Board under the same terms and conditions as set forth above.

Notwithstanding the requirement for compiled financial statements above, if the total revenue exceeds USD 500,000, SDIA shall render audited financial statements in accordance with standards set forth by the International Accounting Standards Board under the same terms and conditions as set forth above.

ARTICLE NINE: OFFICERS

Section 9.1. Designation of Officers

The officers of SDIA shall be a chairperson, a vice-chairperson, an executive director, a treasurer, a secretary, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the board of directors. No person may hold more than two offices.

Section 9.2. Election and Term of Office

The officers of this corporation, except the chairperson (who shall be selected in accordance with the provisions as set out in section 7.1), and the Executive Director (who shall be appointed by the Board of Directors) shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected.

Section 9.3. Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of SDIA would be best served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 9.4. Vacancies

A vacancy in any office, other than that of the chairperson, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 9.5. Vice-chairperson

In the absence of the chairperson or in the event of the chairperson's inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chairperson. Any vice-chairperson shall perform such additional duties as may from time to time be assigned to him or her by the chairperson or by the board of directors.

Section 9.6 Executive Director

The Executive Director shall

- a) Exercise general supervision and control over all operations of SDIA;
- b) Hire staff and consultants to perform duties and carry out tasks for SDIA;
- c) Coordinate and supervise all volunteer positions relating to the operations of SDIA;
- d) Perform all other duties generally incident to the office of Executive Director and such other duties as may be prescribed by the board of directors or Chairperson.
- e) Shall report to meetings of the board of directors in person or in writing

Section 9.7. Treasurer

The duties of the Treasurer shall not overlap or conflict with the operational financial functions, responsibilities and tasks of the Executive Director and staff of SDIA.

If so required by the board of directors, the treasurer shall:

- (a) Have charge and custody of and be responsible for, all funds and securities of SDIA;
- (b) Oversee the preparation of financial statements within six (6) months of the fiscal year end.
- (c) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the chairperson or by the board of directors.

Section 9.8. Secretary

The duties of the Secretary shall not overlap or conflict with the operational responsibilities and tasks of the Executive Director and staff of SDIA.

The secretary shall ensure that the following tasks are done:

- (a) Keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of SDIA;
- (d) Keep a membership book containing the names and addresses of all members and directors of SDIA, and with respect to any membership that has been terminated, record that fact together with the date of termination; and
- (e) Exhibit to any director of SDIA, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable time and on demand, these bylaws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of SDIA.

ARTICLE TEN: COMMITTEES

By majority vote, either the voting members of SDIA or the directors in office, may, by resolution duly adopted, establish one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided for by such resolution, shall have and exercise the duties and powers as delegated to them and shall report in such manner as required.

ARTICLE ELEVEN: CONTRACTS, GIFTS, CHEQUES, DEPOSITS AND FUNDS

Section 11.1. Contracts

The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of SDIA, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of SDIA. Such authority may be general, or confined to specific instances.

Section 11.2. Borrowing Powers.

SDIA shall have the power to borrow any money required for any purposes of SDIA, excluding for investment purposes other than in real estate for (partly) own use, and to charge or mortgage any or all of the property of SDIA. If, during a calendar year, SDIA intends to borrow amounts totaling in excess of 15% of the average annual revenues received by SDIA over the preceding three (3) years, then such action must be approved by resolution of the voting members. The debts of SDIA shall not at any time, total in excess of 25% of the average annual revenues received by SDIA over the preceding three (3) years, unless prior approval has been given by a resolution passed by the voting members of SDIA.

Section 11.3. Gifts and Contributions

The board of directors or an executive committee may:

- (a) Accept on behalf of SDIA any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of SDIA, on such terms as the board or committee shall approve;
- (b) Hold such funds or property in the name of SDIA or of such nominee or nominees as the board or committee may appoint;
- (c) Collect and receive the income from such funds or property;
- (d) Devote the principal or income from such donations to such benevolent and charitable purposes within the scope of the activities of SDIA as the board or committee may determine;
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the board or committee, devote the principal or income from that donation according to the agreement.

Section 11.4. Deposits

All funds of SDIA shall be deposited from time to time to the credit of SDIA in such banks, trust companies, or other depositories as the board of the directors may select.

Section 11.5. Cheques, Drafts, Orders for Payment

All cheques, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of SDIA shall be signed by such officer or officers, agent or agents of SDIA and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer, or Executive Director and countersigned by the chairperson or other designated director of SDIA.

ARTICLE TWELVE: MISCELLANEOUS

Section 12.1. Books and Records

SDIA shall prepare and maintain correct and complete books and records of account and shall also keep minute of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving names and addresses of members entitled to vote. All books and records of SDIA may be inspected by any trustee, or member, or agent or attorney of either, or any proper person, at any reasonable time.

Section 12.2. Fiscal Year

The fiscal year of SDIA shall begin on the first day of January and end on the last day of December in each year.

Section 12.3. Corporate Seal.

The board of directors may provide a corporate seal for SDIA and shall have the power, from time to time, to destroy it and substitute a new seal in place of the seal destroyed. The corporate seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of two officers designated by the board.

Section 12.4. Waiver of Notice

Whenever any notice is required to be given under laws of the Commonwealth of Virginia or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN: AMENDMENTS

Section 13.1. Power of Members to Amend Bylaws

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of a two thirds (2/3) majority of votes cast by voting members present in person or by proxy at a duly constituted meeting of SDIA. The WSA must subsequently approve such amendments in accordance with a procedure that is agreed upon between SDIA and the WSA.

Section 13.2. Restrictions

No amendments shall be made which will cause SDIA to cease to be a charity at law.

ARTICLE FOURTEEN: GRANTS TO OTHER ORGANIZATIONS

The Board of Directors 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 Directors shall require that the grantee shall furnish a periodic accounting to show that the funds were expended for the purposes, which 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 Directors has approved a grant to another organization for a specific project or purpose, SDIA may solicit funds for the grant for the specifically approved project or purpose. Notwithstanding the foregoing, the Board of Directors shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable and humanitarian purposes.

ARTICLE FIFTEEN: DISSOLUTION

SDIA may at any time be dissolved by a resolution supported by not less than two thirds (2/3) of the voting members present in person or by proxy at a duly constituted members meeting of which not less than sixty (60) nor more than one-hundred eighty (180) days notice in writing shall be given to all the members. Such resolution may give instructions for the disposal of any assets held by or in the name of SDIA, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall be distributed to the WSA to be used for purposes similar to those of SDIA in accordance with the provisions of the Articles of Incorporation or these bylaws as they may be amended from time to time. A resolution to dissolve and dispose of assets is subject to the approval of the WSA. If, at the time of dissolution, the WSA does not qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws then any remaining property of SDIA shall be distributed to any non-profit fund, foundation, or corporation that does qualify and which shall use such property, or the proceeds of such properties, for charitable purposes similar to those of SDIA.

ARTICLE SIXTEEN: GOVERNING LAW

The articles of incorporation and these bylaws shall be governed by and construed in accordance with the law of the Commonwealth of Virginia.