

# **Bylaws of the Secular Student Alliance**

## **Article I – Name and Purpose**

Section 1: NAME – The name of this organization shall be the Secular Student Alliance.

Section 2: PURPOSE – The underlying purpose of the Secular Student Alliance is to bring about a society in which the ideals of scientific rationality, secularism, and Humanism flourish. Whereas many other organizations already exist to spread these values to adult populations, the SSA focuses on fostering these values among high school and college students.

The Secular Student Alliance specifically seeks to organize, unite, educate and serve students and student communities that promote the ideals of scientific rationality, secularism, and Humanism.

Section 3: NONPROFIT STATUS – The Corporation shall be a nonprofit corporation and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under 501(a) of the Internal Revenue Code of 1986. The officer of the Corporation shall have broad discretion to curtail activities of members which conflict with the tax exempt purpose of the Corporation; and the Board of Directors may impose sanctions upon members when necessary to protect the integrity of the Corporation's tax status.

## **Article II – Membership**

Section 1: QUALIFICATIONS – Any individual who is in agreement with the purpose of the Secular Student Alliance is eligible for membership.

Section 2: AFFILIATES – The Board of Directors may establish one or more classes of individuals or entities associated with the Corporation. Such individuals or entities shall be referred to as "Affiliates." The privileges, rights and duties of any class or classes of Affiliates shall be as provided by the Board of Directors, subject to the terms of the Bylaws. Notwithstanding the foregoing, no class or classes of Affiliates shall have the right to vote on any matter concerning the Corporation.

Section 3: ADMISSION – Decision to admit members shall be made by an officer of the Corporation, designated by the Board of Directors. In the event that an applicant is not accepted for membership by the officer, such applicant shall have the right to appeal such decision to the Board of Directors, which shall have the discretion to make final membership admission decisions.

Section 4: FEES, DUES AND ASSESSMENTS – The Membership Dues Schedule may only be modified by a two thirds majority vote of the Board of Directors. Dues may

include opportunities to volunteer in place of payment. Dues for students will always be lower than dues for non-students.

Section 6: TERMINATION –The membership of any member shall terminate upon the occurrence of any one or more of the following:

a) *Resignation* – Any member may resign from the Corporation in writing or e-mail filed with the Secretary of the Corporation. Resignation shall not release the resigning member from the payment of any membership fees, dues or assessments which are due and owing prior to the resignation. Further, no pro rata refund or any membership fee, dues or assessments shall be made for the balance of the period in which the resignation is effective.

b) *Expiration* – A membership issued for a period of time shall expire when such period of membership has elapsed unless the membership is renewed. The Membership Dues Schedule will describe the duration of a membership.

c) *Dues and Assessments* – Membership shall terminate upon failure of the member to pay dues or assessments within the time periods established by the Board of Directors.

d) *Expulsion or Suspension* -- Membership shall terminate upon the determination of the Board of Directors after hearing duly held by a committee with no fewer than two (2) Directors designated by the Board of Directors to make such determination, that the member has failed in a material respect to observe conduct befitting a member of the Corporation as determined by the Board of Directors. Following the determination by the committee that a member should be expelled or suspended, the member will be contacted by certified mail, setting forth the expulsion or suspension and reasons therefore.

The member being expelled or suspended shall be given an opportunity to appeal their expulsion or suspension in writing. The appeal will be reviewed the entire Board of Directors. Following review of the appeal, the Board of Directors will vote. The vote will be determined by majority and the Board of Directors' decision will be final.

Any action challenging an expulsion or suspension of membership must be commenced within six (6) months after the date of the expulsion or suspension.

Section 7: REINSTATEMENT – Suspended or expelled members may be reinstated at the discretion of the Board of Directors.

Section 8: PROPERTY RIGHTS – No member shall have any right or interest in any of the property or assets of this Corporation.

Section 9: NONLIABILITY – No member shall be liable for the debts, liabilities, or obligations of this Corporation.

Section 10: NONTRANSFERABILITY – No member may transfer their membership or any right arising there from, and all rights of membership shall cease upon the member’s death, resignation, or expulsion.

#### Section 11: MEMBERSHIP VOTING

a) *Scope* - The membership may vote only on the election of Directors to the Board of Directors. Only the membership may vote on the election of Directors to the Board of Directors.

b) *Method* - These votes may be done in person, electronically, or in writing at the discretion of the Board of Directors. If electronic voting is done, the board will offer a paper based alternative and the board may assess a small fee for paper voting to compensate for the extra cost.

c) *Notice* - At least four weeks notice must be given before any election of Directors. A diligent effort must be made to involve as many members in the vote as possible.

### **Article III Board of Directors**

Section 1: POWERS – Subject to the limitations of the Articles of Incorporation, the Bylaws, and the laws of the State of Ohio and the United States Government, all corporate powers shall be exercised by or under the authority of, and business and affairs of this Corporation shall be controlled by, the Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this Corporation, and to appointed and delegate responsibilities and authority to committees, officers and agents.

Section 2: NUMBER OF DIRECTORS – There shall be no fewer the four (4) and no more than twelve (12).

Section 3: ELECTION AND TERMS – Directors shall be elected by the membership as described in Article II: Section 11. Directors shall serve 2 year terms. Directors shall not serve more than 3 consecutive terms.

Section 4: RECRUITMENT - The Chair shall contact potential board members to determine if they are interested in serving, and explain the responsibilities of the board. If they are interested, the Chair shall submit them to the Board for nomination.

Section 5: NOMINATION – People shall be nominated for election to the Board of Directors in one of two ways:

a) *Board* - By a majority vote of the Board of Directors.

b) *Membership* - By a petition of at least 5% of the membership.

## Section 6: TRIAL BOARD MEMBERSHIP

a) *Method of election* - In February of each year, on a date chosen by the Chair of the Board, members shall vote on candidates to serve a trial period on the Board of Directors. Candidates who have been nominated and wish to run shall provide statements of their qualifications and why they wish to serve, which shall be forwarded to the membership no less than 4 weeks prior to the election. Members shall have 1 week to vote. If the number of candidates nominated (the "slate") is less than or equal to the number of vacancies on the board, the members may vote "Yes" or "No" on each candidates, and a majority of "Yes" votes is sufficient to elect a candidate. If the number of candidates nominated is greater than the number of vacancies, members shall be asked to vote for a number of candidates equal to the number of vacancies. The candidates with the most votes (up to the number of vacancies), and at least a majority, shall be elected. Ties shall be broken by the Chair of the Board. There is no quorum.

a) *Necessity of trial period* – Newly elected board members who have not served on the Secular Student Alliance's board before will first become trial board members as described in Article III Section 6.

b) *Service of trial period* - Trial board membership shall last no less than 90 days. Trial board members may serve as board members in every aspect, except that they may not discuss or vote on their own confirmation. They agree to keep sensitive discussions by the board confidential during and after their service.

c) *Confirmation of board members* - After 90 days and within 120 days, the Chair of the Board shall contact each trial board member to discuss his or her involvement with the SSA. After this discussion, the trial board member shall declare to the board that he or she does or does not wish to serve out the remainder of a term. If he or she does wish to do so, the other members of the board shall vote on whether to confirm the member. If a majority of the board votes to confirm, the member shall serve out the remainder of the term. If not, the candidate shall be informed of this result. If he or she still wishes to serve, the SSA membership will be informed of the result of the vote. The candidate shall submit a statement of no more than 1000 words stating why he or she should be confirmed despite the vote, which shall be forwarded to the membership. The membership shall have one week's notice, then one week to vote. A majority of the membership shall be sufficient to confirm the trial board member.

d) *Special elections* - In extraordinary cases, the Board of Directors may vote to have an election other than in February for a trial board member. A unanimous vote of the Board will be required for such an election. The same procedure shall be followed as in Article III: Section 6: Parts a-c. A board member thusly elected will serve a term ending a year after the next November.

*e) Inability to contact* - If the Chair is unable to contact a trial board member by telephone or electronic mail within 2 weeks after a first attempt, he or she may assume that the trial board member does not wish to serve out a term and declare the position vacant.

## Section 8: MEETINGS

- a) *Quorum* – Half of the Board of Directors shall constitute a quorum.
- b) *Notice* – The Board shall meet at a regularly scheduled time and day. The Chair of the Board shall be responsible for reminding the Board to attend, and tracking attendance.
- c) *Frequency* -- The Board shall meet once a month unless extraordinary circumstances prevent a meeting.
- d) *Method* – Meetings shall be either in person, via teleconferencing, or over real time Internet Chat. The board shall attempt to meet in person at least once a year.
- e) *Notice* - A member of the Board who cannot attend shall notify the Chair of the Board, or the Board as a whole, as soon as possible prior to the meeting.

Section 9: OBSERVERS -- In the event that a Director is unable to attend a meeting of the Board of Directors, the Director shall be entitled to have an observer attend that meeting, provided that the Director has obtained the prior approval of a majority of the Directors. An observer attending at the request of the Director shall have no right to participate in the meeting. The Director appointing the Observer shall be held accountable for any and all information the Observer shares outside the Board.

Section 10: FEES AND COMPENSATIONS -- Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position. No currently serving Director shall serve as a paid employee or consultant.

## Section 11: RESIGNATION AND REMOVAL

- a) *Resignation* - Any Director may resign at any time by giving written notice to the Board of Directors, or to the Chair of the Board.
- b) *Removal for Cause* - The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in case the Corporation is holding assets in charitable trust, been found by a final order or judgment to have breached any duty arising as a result of Section 7238 of the Nonprofit Corporation Law. In addition, the Board of Directors shall

declare vacant the office of a Director who has failed to attend four (4) consecutive regularly scheduled Board meetings.

c) *Removal without Cause* – Upon a two-thirds majority vote of the Board of Directors, a Director may be removed from the Board. The Director being removed will be given a reasonable opportunity to defend himself/herself before the vote.

Section 12: VACANCIES -- A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for special elections, as described in Article III: Section 6: Part d.

Section 13: AUTHORIZATION OF PUBLIC STATEMENTS -- Only the paid staff and Board of Directors will have authority to speak on behalf of the Corporation, unless the Board of Directors has authorized a person to speak on behalf of the Corporation by majority vote. The Chair can remove this authorization at will. The Chair can be compelled to remove this authorization by a majority vote of the Directors.

Section 14: ACTION WITHOUT MEETINGS

a) *Method* -Any action required or permitted to be taken at a board meeting may instead be taken through electronic written communication.

b) *Motions* - A motion for vote on a proposed action may be submitted by any Director. The motion must be seconded by another Director within 7 days. If after 7 days the motion has not been seconded, the motion shall be considered dead, but may be resubmitted.

c) *Voting* - Once a motion has been seconded, the Chair shall, in a timely manner, call for a vote on the proposed action. The vote shall begin immediately upon notification by the Chair and shall be closed 5 days subsequent to notification. Proposals shall pass on a majority of a quorum. Quorum is established by the number of board members who voted on the action.

#### **Article IV Officers**

Section 1: OFFICES -- The principal officers of this Corporation shall be a Chair, a Treasurer, and a Secretary, possibly an unpaid Executive Director, and such other officers as the Board of Directors may appoint. One person may hold, at most, two offices simultaneously.

Section 2: NOMINATION AND ELECTION -- The officers of this Corporation shall be elected annually by the Board of Directors in accordance with this Article 4, and each officer shall hold his or her office until he or she shall resign or shall be removed or his or her successor shall be elected and qualified. Elections of officers shall be held within the period seven (7) days prior to or following January 15 of each year. Each officer's term of

office shall be for one year, and shall run from February 1 to January 31. There shall be no prohibition on reelection of an officer following the completion of that officer's term of office. Each candidate for an officer position must be nominated by one or more Directors of the Corporation in order to be eligible to stand for election. A candidate for an officer position must receive the vote of the majority of the Directors on the Board in order to be elected; runoff elections may be held as necessary. All other procedures governing nomination and election of officers shall be established by resolutions of the Board of Directors.

### Section 3: RESIGNATION AND REMOVAL

a) *Removal* - Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof by a majority vote.

b) *Resignation* - Any officer may resign at any by giving written notice to the Chair or to the Secretary of this Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of the Corporation under any contract to which the officer is a party.

Section 4: VACANCIES -- A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 5: CHAIR – The Chair is responsible for the scheduling and execution of meetings of the Board of Directors, unless otherwise arranged by the Chair. As the Chair has the power of setting the agenda and running meetings, the Chair does not get a vote except in the case of a tie. In the case of a tie, the Chair's vote breaks the tie.

Section 6: TREASURER – The Treasurer shall oversee the financial and accounting matters of this Corporation with respect to the receipt and deposit of funds.

Section 7: UNPAID EXECUTIVE DIRECTOR – The Executive Director of this Corporation may be either paid or unpaid. If unpaid, the Executive Director is an officer of the Board. If paid, the Executive Director may not be an officer of the Board or serve on the Board at all. Subject to the control of the Board of Directors, the Executive Director shall have general supervision, direction and control of the business and affairs of this Corporation.

Section 8: DELEGATION – All officers may delegate their responsibilities to anyone who has obtained the prior approval of a majority of the Directors. The officer fully remains responsible for the execution of the duties despite any delegation.

## **Article V Committees**

Section 1: APPOINTMENT OF COMMITTEES -- Appointment of Committees. The Board of Directors may appoint such committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The appointment by the Board of any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. Any committee having authority of the Board shall consist of two (2) or more Directors, and shall not include as voting members any person who is not a Director. The Board of Directors shall retain the right to limit the powers and duties of any committee which it has created and to disband any such committees in its sole discretion. The Committees shall have the authority to pass resolutions and adopt policies and procedures relating to the subject matter for which such Committees were constituted; however in the event of any conflict between a resolution adopted by a Committee and a resolution adopted by the Board of Directors, the resolution adopted by the Board of Directors shall govern.

Section 2: POWER OF COMMITTEES -- The Board of Directors may delegate to any committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of this Corporation, except the following:

- a) The approval of any action for which the Ohio Nonprofit Corporation Law also requires the approval of members of a corporation.
- b) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- f) The appointment of committees of the Board or the members thereof.
- g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- h) The dissolution of the Corporation.

#### **Article VI Effective Date, Amendments, and Dissolution**

Section 9.1 EFFECTIVE DATE -These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this Corporation in adopting them provide that they are to become effective at a later date.

Section 9.2 ARTICLES AND BYLAW AMENDMENTS -- The Articles of Incorporation and the Bylaws of this Corporation may be amended or repealed and new Bylaws adopted by the vote of a two thirds majority of the Board.

Section 9.3 DISSOLUTION. The Corporation may be dissolved upon the vote of a two thirds majority of the Board. Vote for dissolution must happen at a teleconferencing or in person meeting. It cannot happen without a meeting and it cannot happen at an Internet Chat meeting.