

## BYLAWS of the HUMANISTS of LINN COUNTY

Adopted: November 15, 2015

Revised: October 27, 2019

### **Article 1 - Name**

The name of this organization is the Humanists of Linn County, a Membership Chapter of the American Humanist Association, a non-profit educational organization.

### **Article 2 – Purpose**

The purpose of the Humanists of Linn County is to promote Humanism, an ethical, democratic, naturalistic lifstance that challenges irrationality, promotes critical thinking and the separation of church and state. We present a system of Humanist ethics that is a rational alternative to those based in religion and encourage sodality among thoughtful people in our community.

### **Article 3 – Membership**

#### Section 1. Membership Dues

Any person shall be eligible for Annual Membership who is in general accord with the above stated purpose and has paid the Annual or Sustaining Membership dues as set by the Board. The Board, upon recommendation of the Membership Committee may establish other categories of membership.

#### Section 2. Definition of Members

Upon payment of required membership fees, the applicant shall become a member of the association.

#### Section 3. Voting Rights

Each membership in good standing shall be entitled to one vote on each matter submitted to a vote of the members. No person who has been a member for less than 30 days. other than those persons who are currently members of the association on the date of adoption of these by-laws, shall have voting rights.

#### Section 4. Removal from Membership

A member may withdraw from membership by giving written notice to the Board Secretary. A member may be removed from the rolls in accordance with Article 10.

### **Article 4 – Governance**

The association shall be governed by its members and, between meetings by a Board of Directors consisting of a President, Vice-President, Secretary, Treasurer, Fundraiser, Public Relations Director, and one or more other members, all elected by the membership for staggering terms of two years. Except as otherwise prescribed in regulations of the membership or of the Board of Directors, the duties of the Board, the officers, and committees of the association shall be those as prescribed in Article 10.

### **Article 5 – Meetings**

## Section 1. Regular Meetings

Regular Meetings of the membership and the Board shall be held at times and places set by the Board and the membership.

## Section 2. Annual Meeting

The Annual Meeting of the organization shall be held each year in the month of October at such time and place as shall be fixed by the Board. Such call shall be in writing and written notice of the Annual Meeting shall be given by mail or electronically to each member carried on the rolls at the address shown thereon, or at such different or correct address as to which the Secretary has actual knowledge, and shall be given no less than 14 days and more than 30 days prior to the date of the Annual Meeting. Any and all business of every kind or character may be transacted at the Annual Meeting, irrespective of whether the proposal is set forth in the notice thereof except that no Article or Bylaw can be adopted, amended, or repealed unless the subject matter thereof and the proposed action have been set forth in the notice of such meeting. All issues shall be resolved by a majority vote of those present unless the Articles of Incorporation or these Bylaws provide a contrary rule.

## Section 3. Special Meetings

Special Meetings of the membership may be called by any four members of the Board, or by twenty percent of members in good standing. Such notice shall be given no less than 14 days and more than 30 days prior to the date of the Special Meeting. A statement of the purpose and business to be taken up at the meeting shall be contained in the notice thereof and no other matter may be considered.

## Section 4. Quorum

A quorum for the transaction of business at Annual, Regular, and Special Membership meetings shall be twenty percent of members in good standing present in person or by proxy. A quorum for the transaction of business at Board meetings shall be a majority of elected Board members.

## Section 5. Other Meetings & Events

Social events, public programs, meetings, etc., may be scheduled by the Board or by a committee it appoints. No business requiring a vote of the membership or board shall be transacted at such meetings and events.

## Section 6. Proxies

No absentee ballot may be employed for any vote, but a member may issue a general or limited proxy and attendance and voting by proxy shall be permitted at meetings provided no person shall be entitled to vote more than one proxy, and proxies shall be in writing and filed with the secretary before exercised, and only members may be named as proxies.

## **Article 6 – Officers & Board**

## Section 1. Nominations

A nominating committee shall be appointed by the President prior to the Annual Meeting with the election to be held at the Annual Meeting. The Nominating Committee shall nominate (with the consent of the nominee) one or more persons for each position to be filled. Additional nominations may be made before the election and members may self-nominate.

## Section 2. Election

An election committee appointed by the Board shall check, count and report on the election. Election shall be by vote of a majority of those voting for a position.

## Section 3. Removal

1. Any member of the Board of Directors shall lose their elected position after unexcused absence from three consecutive regular board meetings and the vacancy shall be filled as set forth in Article 6, Section 4.
2. Any member of the Board of Directors for good and sufficient cause, may be removed by written notice of the Board of Directors. Appeal of such decision may be filed in accordance with procedures as set forth in Article 10 of these By-Laws.
3. Any member of the Board of Directors shall lose their elected position if they are removed from the rolls as set forth in Article 3.

## Section 4. Vacancy

If a member of the Board of Directors resigns from the Board, is removed from the Board, or is unable to fulfill his/her term, the vacancy can be addressed in one of three ways:

1. The President of the Board will nominate a candidate to serve the remainder of the vacated term; the Board must approve the nomination by a majority vote at a meeting of the remaining Directors.
2. The vacancy may remain unfilled until the next regularly scheduled election.
3. A special meeting, in accordance with Article 5, may be held to elect a person to serve the remainder of the vacated term.

## **Article 7 – Amendments**

Amendments of these bylaws may be proposed by any voting member of the association. Proposed amendments may be voted on at Regular, Annual, or Special Meetings. Notice of a proposed amendment shall be given to the membership at least 14 full days in advance of the date of the meeting in the same manner as govern with respect to Special Meetings. Enactment of all amendments shall be by vote of a majority of the members voting at Regular, Annual, or Special Membership Meeting.

## **Article 8 – Limitations**

No part of the association's resources shall be devoted to influencing the election of anyone to public

office. No part of the association's resources shall be used to benefit individual members. No provisions of these bylaws shall be interpreted in any manner to conflict with the laws of our land required to maintain a tax-exempt non-profit organization.

#### **Article 9 – Dissolution**

If and when the association is dissolved or otherwise terminated, its assets shall be distributed to the American Humanist Association, or other non-profit organizations which are tax exempt under section 501(c)(3) of the Internal Revenue Code.

#### **Article 10 – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.