

# Bylaws

## Humanists of Minnesota

### Table of Contents

Article I: Name and Affiliation

Article II: Principles and Purposes

Article III: Membership

Article IV: Dues

Article V: Corporation Meetings

Article VI: Nominations and Elections

Article VII: Officers and Duties

Article VIII: Board of Directors (The "Board")

Article IX: Committees and Subcommittees

Article X: Parliamentary Authority

Article XI: Amendment of Bylaws

Article XII: Dissolution of the Corporation

Attachment I "What is Humanism" <http://americanhumanist.org/Humanism>

Attachment II: "The Affirmations of Humanism"

<http://www.secularhumanism.org/index.php/12>

### Article I

#### Name and Affiliation

**Section 1.** The name of the corporation shall be "Humanists of Minnesota" (the "Corporation"). The Corporation shall be:

- a.** a chapter of the American Humanist Association according to the Chapter Charter granted to the Humanists of Minnesota dated December 27, 2000;
- b.** an affiliate of the Council for Secular Humanism; and
- c.** operated as a nonprofit organization incorporated under the laws of the State of Minnesota on October 18, 2002., file #A2-579 under federal tax ID 41-1570800.

## Article II

### Principles and Purposes

**Section 1.** The Corporation accepts the definition and principles of Humanism as expressed in "What is Humanism?" from the American Humanist Association and "The Affirmations of Humanism" from the Council for Secular Humanism, as amended and incorporated herein as Attachments I and II.

**Section 2.** Purposes of the Corporation:

- a. educate the public on humanist and naturalist worldviews;
- b. promote the use of the democratic process, scientific inquiry, critical thinking and moral reasoning to support a secular society;
- c. advocate for the separation of church and state;
- d. champion human rights, global ethics and planetary sustainability;
- e. cultivate personal growth, humanist values and ethical decision-making; and
- f. create and sustain a caring humanist community.

## Article III

### Membership

**Section 1.** Membership shall be limited to those who satisfy the dues requirements. Membership implies agreement with the Principles and Purposes of the Corporation.

**Section 2.** Any member may resign in writing to the President effective upon receipt. A member can have their membership terminated for cause by a two-thirds (2/3) majority vote of the Board.

**Section 3.** Except as provided in these Bylaws, no person shall speak or act for the Corporation unless authorized to do so by the Board.

**Section 4.** Membership lists of the Corporation are to be held in confidence by members and used only as directed by the Board. Information contained in such lists may not be used for any other purpose or shared with nonmembers or other organizations without Board permission.

## **Article IV**

### **Dues**

**Section 1.** Membership dues shall be determined by the Board. Members shall be notified prior to the expiration of their membership

## **Article V**

### **Corporation Meetings**

**Section 1.** Chapter Meetings shall be held monthly from September through April unless otherwise determined by the Board. Chapter Meetings shall be open to the public.

**Section 2.** Annual and Special Meetings are Membership Meetings and shall be held separately from Chapter Meetings including before or after a Chapter Meeting or on a separate day.

**Section 3** There shall be a meeting in May known as the Annual Membership Meeting for the purposes of:

- a.** election of officers and Board members;
- b.** receipt of reports from the officers and committees;
- c.** review of the budget; and
- d.** consideration of any other matters which may be raised.

### **Section 4.** Special Membership Meetings

**a.** A Special Membership Meeting may be called by the President, and must be called by the President upon receipt of a written request signed by at least ten (10) percent of the membership. The request shall specify the subject(s) to be discussed at the Special Meeting.

**b.** Written or electronic notice of the Special Meeting, including the subject(s) to be discussed, the date, time and place of the meeting shall be provided to the membership as far in advance as possible. Only the subject(s) specified in the notice can be discussed or acted upon at the Special Meeting.

**Section 5.** Notice of upcoming Membership Meetings shall be prominently displayed in the Corporation newsletter.

**Section 6.** A quorum for conducting business shall consist of ten (10) percent of the membership of the Corporation.

**Section 7.** All questions to be voted on except adoption, amendment, or repeal of the Corporation Bylaws or Articles of Incorporation shall be decided by a simple majority of the members present at the meeting in which the vote takes place.

## **Article VI**

### **Nominations and Elections**

#### **Section 1.** Nominations

**a.** In March the Board will create a Nominating Committee of from three to five persons. The President may not be a member of this Committee.

**b.** It shall be the duty of this Committee to organize elections and to nominate candidates for the offices and the Board to be elected at the Annual Meeting in May. All nominees must have been members in good standing of the Corporation for at least one year. The Nominating Committee may nominate more than one candidate for any position, and they shall report their nominations at a Special Meeting in April. Additional nominations from the floor shall be permitted at the Special Meeting in April at the end of which nominations will be closed. The names of all nominees to all offices and a brief background of each candidate shall be published in the May edition of the Corporation newsletter.

#### **Section 2.** Elections

**a.** The officers shall be elected to serve for two (2) years or until their successors are elected. Their term of office shall begin at the close of the Annual Meeting at which they are elected.

**b.** At-large Directors shall be elected to serve for two years or until their successors are elected. Their term of office shall begin at the close of the Annual Meeting at which they are elected. Up to four (4) Directors shall be elected in even years and up to three (3) Directors in odd years.

c. Absentee ballots shall be permitted.

d. Board officers and directors must be elected by a majority of the members present.

**Section 3.** Vacant officer positions shall be filled by appointment by the President with the approval of the Board and the appointee shall serve until the expiration of the term being filled.

**Section 4.** Vacant at-large Director positions may be filled by appointment by the President with the approval of the Board and the appointee shall serve until the expiration of the term being filled.

**Section 5.** Resignation or removal from office.

a. A member may not serve as an officer and/or at-large Board member for more than eight (8) consecutive years.

b. Resignation by an officer or at-large director must be in writing and received by the President.

c. An officer or at-large director, whether elected or appointed, may be removed, with or without cause, by vote of two-thirds (2/3) of the entire Board.

## **Article VII**

### **Officers and Duties**

**Section 1.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

**Section 2.** These officers shall perform the duties prescribed by these Bylaws. Duties of the officers include serving as Directors. Officers shall keep accurate records of Corporation business conducted by them to be transferred to their successors.

**Section 3.** Officers shall receive no compensation other than Board authorized reasonable expenses.

**Section 4.** The President shall be the principal officer and shall:

a. preside over all membership and Board meetings of the Corporation;

- b.** be the official spokesperson for the Corporation;
- c.** ensure that complete and accurate copies of the Corporation's Articles of Incorporation, Bylaws, financial records and minutes of all meetings for the last six years are available at the Corporation's registered office;
- d.** be the contact person for the conduct of official Corporation business with the American Humanist Association and all other organizations;
- e.** appoint all committee chairs except for the Finance Committee which is chaired by the Treasurer;
- f.** be an ex officio member of all committees and subcommittees except the Nominating Committee;
- g.** call special meetings of the Corporation or the Board as provided by these Bylaws;
- h.** have discretion to take any action necessary and proper to carry out the Principles and Purposes of this Corporation such actions not being inconsistent with these Bylaws or the actions, directives or policies of the Board or the members.

**Section 5.** The Vice President shall:

- a.** perform the duties of the President in the absence of that officer;
- b.** serve in such other capacities as may be assigned by the President; and
- c.** in the case of a vacancy in the Presidency, assume the office of the President for the remainder of the term.

**Section 6.** The Secretary shall:

- a.** keep accurate minutes of all Membership and Board meetings and distribute copies to all officers and directors in a timely manner;
- b.** prepare correspondence as directed by the President or the Board;
- c.** preserve in a permanent file the minutes of all Membership and Board meetings in which business is transacted and all other records, letters, etc. of value to the Corporation; and

**d.** keep and maintain a record of all policies established by the Board.

**Section 7.** The Treasurer shall:

**a.** make only those disbursements or allocations of Corporation funds budgeted or authorized by the Board;

**b.** receive all income and make all disbursements in accordance with these Bylaws and Board Policies;

**c.** keep a permanent record of all receipts and disbursements of the Corporation;

**d.** give a full financial report to the Corporation annually and interim reports monthly to the Board;

**e.** present the annual budget to the Board and chair the Finance Committee notwithstanding Article VII,4,e and

**f.** publish an annual budget that will be made available to the membership. The budget shall also be presented to the membership at the Annual Membership Meeting.

**Section 8.** Officers shall not be indemnified by the Corporation.

**Article VIII**

**Board of Directors (The "Board")**

**Section 1.** The Board shall consist of the four (4) officers and from five (5) to seven (7) at-large directors.

**Section 2.** Directors shall receive no compensation other than Board authorized reasonable expenses.

**Section 3.** The Board shall be responsible for conducting all Corporation business in accordance with these Bylaws. The Board shall set the time and place of Membership and Board meetings and shall perform such other duties as are specified in these Bylaws. The Board's actions shall not conflict with actions taken by the members at Annual or Special Meetings.

**Section 4.** The President may, at his/her discretion, but must at the request of two or more directors, call a Special Meeting of the Board. There must be a minimum of three days between the call and the time of the

Special Meeting. Every reasonable effort must be made to inform all Board members of the time, date, place, and reason(s) for the Special Meeting. Only the subject(s) stated as the reason(s) for calling the special meeting may be discussed and acted on at the Special Meeting.

**Section 5.** A quorum for a Board Meeting shall consist of a majority of the Board.

**Section 6.** Notice of Board Meetings and reports of Board actions shall be conveyed to the members through the Corporation newsletter. Board Meetings are open to all members and they are encouraged to attend.

**Section 7.** Directors shall not be indemnified by the Corporation.

**Section 8.** The Board may from time to time establish policies for daily operations of the Corporation.

## **Article IX**

### **Committees and Subcommittees**

**Section 1.** The Board may create such committees as it deems necessary and appropriate to carry out the responsibilities of the Board and the Principles and Purposes of the Corporation. Such committees shall have only the powers and responsibilities that are granted to them by the Board.

**Section 2.** The Board shall establish the following standing committees:

- a. Finance/Budget,
- b. Nominations, and
- c. Program.

**Section 3.** A committee created by the Board shall consist of two or more persons. Chairs of committees shall be appointed by the President and serve at the pleasure of the President subject to review by the Board.

**Section 4.** Committee chairs shall be responsible for appointing their own members subject to review and approval by the Board. Chairs must report to the Board regularly and are encouraged to attend Board meetings.

**Section 5.** Committees may create and staff subcommittees as they deem necessary and appropriate to assist them in carrying out the responsibilities, goals, and purposes assigned to them by the Board. Committee chairs must report the creation and staffing of such entities to



the Board. Committees are responsible to the Board for all actions of the entities they create.

**Section 6.** No Committee, subcommittee or individual member shall speak or act on behalf of the Corporation on any position unless authorized by the Board.

## **Article X**

### **Parliamentary Authority**

**Section 1.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Corporation 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 Corporation may adopt.

## **Article XI**

### **Amendment of Bylaws and Articles of Incorporation**

**Section 1.** Proposed Bylaws or Articles of Incorporation amendments must be submitted to the Board of Directors in writing signed by five or more members. The Board will review such proposed amendments but may not make any changes in them without the permission of the submitting members. Following review by the Board, the proposed amendments shall be published in the next Corporation newsletter with the Board's recommendations.

**Section 2.** The proposed amendments of the Bylaws or Articles of Incorporation shall be submitted to the members for voting at a Special Meeting called by the President. No changes to the proposed amendments may be made at the Special Meeting. A two thirds vote of the members present at the Special Meeting is required for approval.

**Section 3.** These Bylaws shall be reviewed by a Board appointed committee at least every five (5) years.

## **Article XII**

### **Dissolution of the Corporation**

**Section 1.** Upon the dissolution of the organization, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.

*These Bylaws were approved by a two thirds majority of the voting members at a special meeting on January 16, 2003.*

*Article II, Section 2 was amended and approved by a two-thirds majority of the voting members at a Special Meeting on May 15, 2015*

*These Bylaws were revised by a Board appointed Bylaws Committee. They were approved by a unanimous vote of the members present at a Membership Meeting on May 21, 2016*

## Attachment I



<http://americanhumanist.org/>

### What Is Humanism?

Humanism is a progressive philosophy of life that, without theism and other supernatural beliefs, affirms our ability and responsibility to lead ethical lives of personal fulfillment that aspire to the greater good of humanity.

## Attachment II

# Affirmations of Humanism



### A Statement of Principles Drafted by Paul Kurtz

- We are committed to the application of reason and science to the understanding of the universe and to the solving of human problems.
- We deplore efforts to denigrate human intelligence, to seek to explain the world in supernatural terms, and to look outside nature for salvation.
- We believe that scientific discovery and technology can contribute to the betterment of human life.
- We believe in an open and pluralistic society and that democracy is the best guarantee of protecting human rights from authoritarian elites and repressive majorities.
- We are committed to the principle of the separation of church and state.
- We cultivate the arts of negotiation and compromise as a means of resolving differences and achieving mutual understanding.
- We are concerned with securing justice and fairness in society and with eliminating discrimination and intolerance.
- We believe in supporting the disadvantaged and the handicapped so that they will be able to help themselves.
- We attempt to transcend divisive parochial loyalties based on race, religion, gender, nationality, creed, class, sexual orientation, or ethnicity, and strive to work together for the common good of humanity.
- We want to protect and enhance the earth, to preserve it for future generations, and to avoid inflicting needless suffering on other species.
- We believe in enjoying life here and now and in developing our creative talents to their fullest.
- We believe in the cultivation of moral excellence.
- We respect the right to privacy. Mature adults should be allowed to fulfill their aspirations, to express their sexual preferences, to exercise reproductive freedom, to have access to comprehensive and informed health-care, and to die with dignity.
- We believe in the common moral decencies: altruism, integrity, honesty, truthfulness, responsibility. Humanist ethics is amenable to critical, rational guidance. There are normative standards that we discover together. Moral principles are tested by their consequences.
- **We are deeply concerned with the moral education of our children. We want to nourish reason and compassion**