

Board of Directors Meeting

Wednesday, April 13, 2022 (via zoom)

ATTENDEES

Jerry Smith, Mitch Thompson (Secretary), Harlan Garbell (President), John Walker (Treasurer), Christine Retkwa, David Guell, Marcy Woodruff, Suzanne Perry, Seth Engman, Ellie Haylund, Nick Haylund

Absent: all present

Routine Business

Called to order @ 7:06 PM

Action: Mitch will review missed changes suggested via an e-mail chain and submit the minutes for approval via an e-mail accumulation.

Old Business

Reports from Committees/Team

*** Financial Report (John)**

- Breaking even so far for the year so far.
- The tax document reaffirming our non-profit status has been submitted.
- Finance documents are updated on Google Drive.

Action: Investments remain on hold at this point in finding a high-yield account. John will follow up as options become available.

*** Marketing Team (Suzanne)**

- Membership Drive
 - A lot of success so far with the campaign.
 - 16 new members in a week.
 - Instagram followers increased by 73
 - Ellie did a test ad for the first time and had a large success.
 - Facebook post of billboard photo got one of largest “likes” of any past posts.
 - KFAI Ads have not been running as planned.

Action: Christie will follow up with KFAI and make sure things are on track.

- **Day of Reason**

- The main speaker has had to drop out
 - The committee is regrouping but is optimistic it can find a suitable replacement.

Humanists In Action (Christine/Marcy)

- Secular Week in Action happening in May.
 - A highway clean-up will take place.
 - A neighborhood yard clean-up for the elderly is also in the works.

Media/Tech (Dave) - no updates

Nominations committee - Jerry

- Seth has signed on for another two-year term.
- Dave has signed for one year, the most he can do under the current board bylaws about continuous terms served.
- Focus was on trying to keep gender balance with both Marcy and Christine stepping back.
 - Stephanie Schwinn
 - Potential issue with membership length.
 - Proposed bylaw changes hope to address that situation.
 - Abigail Jackson

Membership/Hospitality

- Annual meeting
 - The meeting will be held at FUS in the basement in a format consistent with previous in-person meetings.
 - All committees will have a review of activities>
 - The plan is to put a major emphasis on reviewing the marketing/membership campaign.
 - This will tie into a special invite to all new members to attend the meeting and be reached out during the event.
 - Tee-shirts could be given out at that point.
 - The menu will be pizza and beer.

- Focusing on socializing versus presenting a speaker, the board can use the time to solicit general feedback and ideas from the membership.
- PRIDE Festival - Saturday, June 25-26
 - Humanist MN will have a table at the event.
 - Will need a number of volunteers to cover shifts.
 - An update of marketing merchandise needs to happen.

Action: An update of marketing merchandise needs to happen. Various members are looking into existing inventory and investigating making special button pins specifically for PRIDE.

Action: Audrey Kingstrom has requested that the board print more window clings using the Humanist MN logos. The board is approving this measure is going to encourage the clings to be used as more “special” give away to people that seem likely to use them and be more invested in the organization by doing so.

New Business

- **Bylaws – See Attached**
 - Will be put forward at Annual Meeting (bylaws and changes included in this document).
 -
- **Oak Flat**
 - Marcy reported on a request made to support organizing happening around the Oak Flat issue.. She will report back to the board with more information when available.
 - What happened Oak Flat?



- - Miners strategically dig tunnels underneath the ore body, about 7,000 feet deep. Eventually, **the tunnels would collapse and the ore moved through other tunnels to a crushing facility.** And it would leave a giant sinkhole where Oak Flat now stands. Aug 18, 2021
 - What is the Save Oak Flat act?
 - This bill repeals the requirement for the Department of Agriculture to convey the 2,422 acres of Forest System land

located in Tonto National Forest in Pinal County, Arizona, known as Oak Flat, to Resolution Copper Mining, LLC, in exchange for various parcels of land owned by Resolution Copper.

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- **April Community Gathering Friday, April 29**
 - Specific planning details are in the works.

An adjournment was motioned for and approved at 8:45.

Next Meeting: May 11, 2022

Proposed Changes to Bylaws

Bylaws Committee

April 2020

The following changes to the Humanists of Minnesota Bylaws are being proposed. References are made to the current Bylaws (C) and to the proposed Bylaws (P). Minor formatting and punctuation changes will also be made.

1. Article II: This article has been retitled “Principles, Mission, and Purposes.”
2. Article II, Section 2 and 3: Section 2 (P) is as follows:

Section 2. Mission of the Corporation: Humanists of Minnesota is a secular community that promotes ethical living, widespread human flourishing, and a healthy planet through its commitment to science, reason, compassion, and creativity.

Section 3. Section 2 (C) is now Section 3 (P), being introduced as follows: Purposes of the Corporation. The Corporation’s mission is further elaborated and pursued by means of the following purposes:

- a. Offer a caring community to humanists and other nontheists;
- b. Advocate for laws and policies that reflect humanist values, including those that help people in need and promote a healthy planet;

- c. Advocate for separation of religion and government;
- d. Promote and offer opportunities for community service;
- e. Educate the public about humanist worldviews, including the importance of science, reason, and critical thinking;
- f. Cultivate personal growth and ethical decision making.

3. Article III, Section 1: The second sentence has been restated as: Membership implies agreement with the Principles, Mission, and Purposes of the Corporation.

4. Article V, Section 1: The parenthetical "(aka Community Gatherings)" has been added in the first sentence, after "Chapter Meetings."

5. Article VI, Section 1b: This section has been restated as: 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 be members in good standing of the Corporation. The Nominating Committee may nominate more than one candidate for any position. Before reporting their nominations at a Special Meeting in April, the Nominating Committee will notify current Board members of their intended nominations, allowing them up to seven days to comment on the nominations. 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.

6. Article VII, Section 4: A record-keeping responsibility of the president has been transferred to the secretary. Thus, Section 4c (C) is now Section 6f (P).

7. Article VII, Section 6: In addition to the new record-keeping responsibility in Section 6f (P), noted in #6 above, Section 6d (C) is now 6c (P), Section 6c (C) is now 6d (P), and the following responsibility has been added as Section 6e (P): maintain, update, and renew, as necessary, documents regarding state and federal corporate regulatory requirements. Section 6g (P) adds an additional responsibility: amend

state and federal corporate filings to designate the Secretary's home address as the registered office of the Corporation.

8. Article VII, Section 7: The following changes to this section are proposed:

- An additional responsibility of the treasurer has been added as Section 7a (P): within three months after being elected and with the assistance of a person appointed by the President, verify the accuracy of the Corporation's balance sheet by confirming the values of stated assets and identifying all liabilities, and submit a signed report of this audit to the Board;
- As well as relettering subsequent subsections, Section 7e (C) has been restated as 7f (P): chair the Finance Committee.
- Budget responsibilities have been consolidated in Section 7g(P): prepare an annual budget, present it to the Board, publish the approved budget in the Corporation's newsletter, and present this budget to the membership at the Annual Membership Meeting;
- Section 7h (P) acknowledges an existing responsibility of the Treasurer: prepare and submit all tax documents required by state and federal authorities.

9. Article XI, Section 1: This section has been amended to clarify several points: in the first sentence, that a group consisting of at least five members of the Corporation can propose amendments; and in the second sentence, that the Board will review proposed amendments and can suggest changes to the proposers, but that the Board cannot keep proposed amendments from being submitted to the membership for a vote.

10. The contents of Attachments I and II have been updated to reflect the current contents of the referenced documents.

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;
- 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, Mission, 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, incorporated herein as Attachments I and II.

Section 2. Mission of the Corporation: Humanists of Minnesota is a secular community that promotes ethical living, widespread human flourishing, and a healthy planet through its commitment to science, reason, compassion, and creativity.

Section 3. Purposes of the Corporation. The Corporation's mission is further elaborated and pursued by means of the following purposes:

- a. Offer a caring community to humanists and other nontheists;
- b. Advocate for laws and policies that reflect humanist values, including those that help people in need and promote a healthy planet;
- c. Advocate for separation of religion and government;
- d. Promote and offer opportunities for community service;

e. Educate the public about humanist worldviews, including the importance of science, reason, and critical thinking;

f. Cultivate personal growth and ethical decision making.

Article III

Membership

Section 1. Membership shall be limited to those who satisfy the dues requirements. Membership implies agreement with the Principles, Mission, 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 (aka “Community Gatherings”) 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;
- 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 be members in good standing of the Corporation. The Nominating Committee may nominate more than one candidate for any position. Before reporting their nominations at a Special Meeting in April, the Nominating Committee will notify current Board members of their intended nominations, allowing them up to seven days to comment on the nominations. 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, Vice President, Secretary, and 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. be the contact person for the conduct of official Corporation business with the American Humanist Association and all other organizations;
- d. appoint all committee chairs except for the Finance Committee which is chaired by the Treasurer;
- e. be an ex officio member of all committees and subcommittees except the Nominating Committee;
- f. call special meetings of the Corporation or the Board as provided by these Bylaws;
- g. have discretion to take any action necessary and proper to carry out the Principles, Mission, 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;
- 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. keep and maintain a record of all policies established by the Board;
- d. 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;

- e. except as otherwise specified in these Bylaws, maintain, update, and renew, as necessary, documents regarding state and federal corporate regulatory requirements;
- f. 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;
- g. amend state and federal corporate filings to designate the Secretary's home address as the registered office of the Corporation.

Section 7. The Treasurer shall:

- a. within three months after being elected and with the assistance of a person appointed by the President, verify the accuracy of the Corporation's balance sheet by confirming the values of stated assets and identifying all liabilities, and submit a signed report of this audit to the Board;
- b. make only those disbursements or allocations of Corporation funds budgeted or authorized by the Board;
- c. receive all income and make all disbursements in accordance with these Bylaws and Board policies;
- d. keep a permanent record of all receipts and disbursements of the Corporation;
- e. give a full financial report to the Corporation annually and interim reports monthly to the Board;
- f. chair the Finance Committee;
- g. prepare an annual budget, present it to the Board, publish the approved budget in the Corporation's newsletter, and present this budget to the membership at the Annual Membership Meeting;
- h. prepare and submit all tax documents required by state and federal authorities.

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, Mission, 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
- 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 at least five members of the Corporation. The Board will review such proposed amendments and may suggest changes to the submitting members, but the Board may not make any changes in proposed amendments 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

“What is Humanism” <http://americanhumanist.org/Humanism>

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

Attachment II

“The Affirmations of Humanism” <http://www.secularhumanism.org/index.php/12>

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.

We are engaged by the arts no less than by the sciences.

We are citizens of the universe and are excited by discoveries still to be made in the cosmos.

We are skeptical of untested claims to knowledge, and we are open to novel ideas and seek new departures in our thinking.

We affirm humanism as a realistic alternative to theologies of despair and ideologies of violence and as a source of rich personal significance and genuine satisfaction in the service to others.

We believe in optimism rather than pessimism, hope rather than despair, learning in the place of dogma, truth instead of ignorance, joy rather than guilt or sin, tolerance in the place of fear, love instead of hatred, compassion over selfishness, beauty instead of ugliness, and reason rather than blind faith or irrationality.

We believe in the fullest realization of the best and noblest that we are capable of as human beings.