

BYLAWS
Of
IOWA SECULARISTS

Article I
ORGANIZATION

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| 1.01— <i>Name</i> | The name of this Corporation shall be Iowa Secularists. |
| 1.02— <i>Nonprofit Status</i> | This Corporation shall operate exclusively as a nonprofit Corporation pursuant to the “Revised Iowa Nonprofit Corporation Act” of the State of Iowa and Section 501(c)(4) of the Internal Revenue Code of the United States of America. |
| 1.03— <i>Purpose</i> | The purpose for which this Corporation is organized is for the advancement of religion-free worldviews in the State of Iowa. |
| 1.04— <i>Fiscal Year</i> | The fiscal year for this Corporation shall begin on July 1 st of each year and end on June 30 th of each following year. |
| 1.05— <i>Records</i> | Record shall be kept of the activities and transactions of the Corporation. All documents will be kept at the office of the Corporation and shall include copies of the Articles of Incorporation, Certificate of Incorporation, these Bylaws, minutes of meetings of the Board of Directors and those including members, and a record of all financial transactions. |
| 1.06— <i>Finances</i> | All unemloyed funds of the Corporation shall be deposited in bank accounts, trust companies, or other depositories as determined by the Board of Directors. Maintenance, deposit, and withdrawal from these accounts will be the responsibility of the Treasurer of the Board or an alternate agent as determined by the Board and described in 2.06(d). Record of all transactions will be kept as described in 1.05. |
| 1.07— <i>Dissolution</i> | Upon dissolution of the Corporation, all resources, financial and otherwise, will be distributed to a non-profit organization or organizations to be determined by a simple majority of Directors. In no circumstance shall the resources be distributed to any of the members of the Corporation. |
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Article II
BOARD OF DIRECTORS AND OFFICERS

- 2.01—*Authority* The Board of Directors is the primary policy and decision-making body of the Corporation. The Directors are responsible for carrying out the goals and objectives for the Corporation as set forth in these Bylaws and the Articles of Incorporation.
- 2.02—*Size* The Board of Directors shall consist of no fewer than five (5) persons. Any increase in the size of the Board of Directors shall be decided by a majority vote of the Directors present at a meeting of the Board of Directors, provided reasonable notification was given to all Directors of such a vote.
- 2.03—*Terms* Each Director shall serve staggered three (3) year terms. The first Board of Directors shall include one (1) and two (2) year terms, to be determined by lot, in order to establish staggered term expirations. Directors shall be eligible for reelection at the end of their terms.
- 2.04—*Vacancies* Vacancies on the Board of Directors shall be filled by a majority vote of Associate or Contributing members present and by proxy at the annual meeting.
- 2.05—*Elections* a) *Nominations*
In the event of the vacancy of a position on the Board, a member eligible to vote may submit a nomination to the Elections Chair. The Elections Chair must receive the nomination no later than sixty (60) days prior to the annual meeting. The nominee must approve of her/his nomination.
- b) *Member Notification*
The Board of Directors shall notify the members of the Corporation of a vacancy on the Board of Directors no later than ninety (90) days prior to the annual meeting.
- c) *Eligibility*
- i) *For Nomination*
In order to be nominated for a position on the Board, the nominee must be an Associate or Contributing member in good standing as determined by the Board.
- ii) *For Office*
To be eligible for office, an elected nominee must be or become a Contributing member prior to the beginning of the term of office. This level of membership must be maintained for the duration of the term of the office.
- iii) *To Nominate & Vote*
In order to nominate or vote for a member to the Board, the nominator must be an Associate or Contributing member of the Corporation.
- 2.06—*Executive Council* The Board of Directors will select executives by simple majority from among the members of the Board. Any officer may hold more than one office provided the minimum number of Directors is maintained on the Board.
- a) *Chair of the Board of Directors*
The Chair of the Board of Directors shall be a Director of the Corporation. The Chair shall present an annual report at each annual meeting of the Corporation. The Chair shall appoint all committees, temporary or permanent. The Chair shall see that all books, reports and certificates required by law are properly kept or filed and shall be one of the officers who may sign the checks or drafts of the organization. The Chair shall have such powers as may be reasonably construed as belonging to the chief executive of an organization, subject to the control of the Board of Directors.
- b) *Vice Chair*
The Vice Chair shall be a Director of the Corporation and shall preside at meetings of the Board of Directors in the absence of or at the request of the Chair of the Board of Directors. The Vice Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.
- c) *Secretary*
The Secretary shall be a Director of the Corporation and shall keep and maintain the minutes and the records of the Corporation in the appropriate books. It shall be the duty of the Secretary to file any certificate required by any federal or state statute. The Secretary shall distribute copies of minutes and the agenda to each Board member. The Secretary shall perform other duties as may be reasonably construed as belonging to the Secretary of the Corporation, subject to the control of the Board of Directors.

- d) *Treasurer*
The Treasurer shall be a Director of the Corporation and shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account. The Treasurer shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as the Board may from time to time designate. The Treasurer shall, under the direction of the Board, disburse the funds of the Corporation, taking proper voucher therefore and shall render to the Board at regular meetings thereof or whenever required, an account of all such transactions and the financial position of the Corporation. The Treasurer shall, together with the Chair, assist in the preparation of the annual budget and, together with the President and the Secretary, assist in the filing of all tax records and documents. The Treasurer shall be one of the officers who may sign the checks or drafts of the Corporation. The Treasurer shall perform other duties as may be reasonably construed as belonging to the Treasurer of an organization, subject to the control of the Board of Directors.

2.08—*Executive Director* The Executive Director shall be responsible for all of the day-to-day operations of the Iowa Secularists and shall perform the duties of the office subject to the guidance of the Board of Directors. The Executive Director shall be selected by a majority vote of a quorum of Directors present at a meeting of Directors provided that the Directors were given adequate notice of said vote prior to the meeting. The Executive Director will serve indefinitely at the pleasure of the Board. The Executive Director may be removed from office by a majority vote of a quorum of Directors present at a meeting of Directors provided that the Directors were given adequate notice of said vote prior to the meeting. The Executive Director may not be a regularly-elected member of the Board of Directors but shall be an *ex officio* member of the Board with all rights, powers, and duties not inconsistent with those of the office of Executive Director.

2.09—*General Counsel* The General Counsel shall advise the Corporation on legal and policy issues pertaining to the operations of the Corporation. The position of General Counsel shall be a non-voting member of the board, if that person is not already a board member, and shall serve at the pleasure of the Chair of the Board of Directors, subject to confirmation by a majority vote of the Board of Directors.

2.11—*Other Officers* The Executive Director will select additional officers from among members of the Corporation to assist in the day-to-day operations of the Corporation. The Executive Director may create offices at any time the Executive Director determines it is in the best interests of the Corporation. All offices and the members filling the office are subject to recall by majority vote of the Board of Directors, for any reason. The Board of Directors may also, by majority vote, require the Executive Director to create or fill any office as determined to be in the best interests of the Corporation. Any office may be filled by a member of the Board of Directors, the Executive Director or any other officer unless otherwise noted.

- 2.12—*Meetings*
- a) *Quarterly Meetings*
The Board of Directors shall meet at least one time per quarter. The meetings shall be held the second Sunday of each quarter at a time and place to be determined by the Board. The Board may choose an alternate date but may be no earlier than the first day of the quarter and no later than the seven days prior to the end of the quarter. The meetings may be held via teleconference or online chat but a minimum of two (2) in-person meetings must be held per year. All Directors must be notified at least two (2) weeks prior to the meeting.
- b) *Special Meetings*
The Chair or a simple majority of the Board of Directors may call a special meeting. The Directors shall determine the time and place. All Directors must be notified at least seven (7) days prior to the meeting and reasonable efforts must be taken to assure that all Directors are able to attend.
- c) *Agenda*
The Chair shall set the agenda for all meetings of the Board of Directors. Any Director may submit items to the Chair for addition to the agenda no later than seven (7) days prior to the scheduled meeting.
- d) *Quorum*
A quorum shall consist of no less than a simple majority of the Board of Directors. If quorum cannot be met, the Directors present shall adjourn to a later date at which a quorum can be met.
- e) *Proxies*
A Director may vote either in person or through a proxy executed in writing by the member or the holder of a lawful power of attorney of said Director. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy. The proxy must be another person already eligible to participate and vote on board business.

- 2.13—*Resignation* Any Director of the Corporation may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors who shall then notify the remaining members of the Board. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors. Vacancies on the Board and newly created Directorships resulting from any increase in the number of Directors to constitute the Board of Directors may be filled by a duly approved resolution of a majority of the Directors then in office. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Any Director elected to fill a vacancy or a newly created Directorship shall serve until the next election of Directors by the members of the Corporation. The term of the replacement shall not be longer than the original term of the replaced Director. The Corporation shall treat the death or inability of any Director to serve as Director as a voluntary resignation.
- 2.14—*Removal of a Director* A Director shall be terminated from the Board due to failure to maintain eligibility as described in 2.05 or due to two or more unexcused absences from Board meetings in a year. A Director may also be removed by a three-fourths (3/4) majority of the total Board for other reasons whenever in the Board's judgment the best interests of the Corporation shall be served thereby. The Director in question may challenge the removal by responding to the charges to a quorum of Directors prior to the final vote. The Director must be notified in writing of the vote to terminate no less than two weeks prior to the meeting. Any Director elected to fill a vacancy shall serve until the next election of Directors by the members of the Corporation. The term of the replacement shall not be longer than the original term of the replaced Director.
- 2.15—*Indemnification* Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.
- 2.16—*Compensation* The Directors shall receive no compensation for acting as such and no Director shall directly or indirectly receive any profit from her/his position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties as approved by the Board of Directors.
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Article III
MEMBERS

3.01—*Classes of Membership* This Corporation shall have five classes of membership – Associate, Contributing, Lifetime, Student, and Affiliate. Continuing membership shall be contingent upon being up-to-date on membership dues and the affirmative vote of a simple majority of a quorum of the Board of Directors. The Directors may vote any member out of the Corporation for cause. Cause shall occur if the Directors can determine that it is in the best interest of the Corporation to remove the member.

a) *Associate Membership*

An ‘Associate’ member shall be an individual who supports the objectives of the Corporation and has remitted the appropriate membership dues set by the Board of Directors. Associate members shall have full voting rights in affairs of the Corporation and enjoy the benefits of this level of membership as defined by the Board of Directors;

b) *Contributing Membership*

A ‘Contributing’ member shall be an individual who supports the objectives of the Corporation and has provided a minimum level of financial support above and beyond the level of the Associate membership dues as defined by the Board of Directors. Contributing members shall have full voting rights in affairs of the Corporation and enjoy the benefits of this level of membership as defined by the Board of Directors, which shall include a benefit above and beyond that of the Associate level of membership as defined by the Board of Directors;

c) *Lifetime Membership*

A ‘Lifetime’ member shall be an individual who supports the objectives of the Corporation and has provided a minimum level of financial support above and beyond the level of the Contributing membership dues as defined by the Board of Directors. Lifetime members shall have full voting rights in affairs of the Corporation and enjoy the benefits of this level of membership as defined by the Board of Directors, which shall include a benefit above and beyond that of the Contributing level of membership as defined by the Board of Directors;

d) *Student Membership*

A ‘Student’ member shall be equal to an ‘Associate’ member in all ways as set forth in paragraph a) above except that the rate of membership may be set at a different level as decided by the board. Proof of student status will be ascertained and documented by whatever system the board determines is appropriate;

e) *Affiliate Membership*

An ‘Affiliate member shall be an individual who generally supports the objectives of the Corporation but does not otherwise qualify as a Regular member. An Affiliate member may enjoy some benefits of membership, which shall be less than the benefits of the Associate level of membership as defined by the Board of Directors. Affiliate members shall have no voting rights in the affairs of the Corporation.

3.02—*Meetings*

a) *Annual Meeting*

The annual meeting shall be held in July at a time and place to be determined by the Board of Directors. The purpose of this meeting shall be to elect Directors, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year. The Director responsible for membership development as determined by the Board of Directors will give notice to all members at least two (2) weeks prior to the meeting.

b) *Voting*

The votes shall be by voice for all matters of business except for the election of officers. Ballots shall be provided for the election of officers and no place shall appear on the ballot that might indicate the person who cast the ballot. For the purpose of electing Directors, members may request absentee ballots no later than fourteen (14) days prior to the annual meeting. These absentee ballots must then be received by the Director in charge of elections prior to the vote at the annual meeting. All issues to be voted on shall be decided by a simple majority of the members present, by proxy, or by absentee ballot in the case of election of Directors.

c) *Quorum*

A quorum for transaction of business at a membership meeting shall consist of 10% of Associate and Contributing members present in person or by proxy. If a quorum cannot be met, the members present shall adjourn to a later date at which a quorum can be met.

d) *Proxies*

A member may vote either in person or through a proxy executed in writing by the member or the holder of a lawful power of attorney of said member. No proxy shall be valid after one (1) year

from the date of its execution, unless otherwise expressly provided in the proxy. The proxy must be another person already eligible to participate and vote on membership business.
