

# BYLAWS OF RED BANK HUMANISTS, INC.

## ARTICLE I: NAME

The name of this organization is Red Bank Humanists, Inc. ("RBH").

## ARTICLE II: PURPOSES

The purposes of RBH are set forth in RBH's Certificate of Incorporation and further include:

- 2.01** - To promote the secular Humanist philosophy as an alternative naturalistic life-stance through the development of a personal moral code, one not based upon supernatural beliefs.
- 2.02** - To provide secular Humanist activities and to create a community to serve the needs of secular Humanists.
- 2.03** - To increase public awareness and acceptance of Humanism by promoting secular Humanist principles to the public, media, and policy-makers.
- 2.04** - To conduct educational programs on secular Humanism.

## ARTICLE III: MEMBERS

- 3.01** Membership. Membership in RBH shall be open to all persons who agree with the purposes of Article II of the Bylaws.
- 3.02** Dues. Members shall pay dues annually in such amount as set by the Board from time to time. Failure to pay dues when due shall empower the Board to terminate membership.
- 3.03** Application. Application for membership shall be made in writing and accompanied by the payment of dues.
- 3.04** Transfer of Membership. Membership in RBH is not transferable or assignable.
- 3.05** Voting List. The officer or agent having charge of the membership record books shall make and certify a complete list of the Members entitled to vote at a Member's meeting. The list shall be arranged alphabetically, include the addresses of the Members, be produced at the time and place of the meeting, be subject to inspection by the Members, and be prima facie evidence as to the Members entitled to inspect the list and to vote at the Meeting.
- 3.06** Termination. Membership may be terminated for any reason at the sole discretion of the Board, subject to the approval of two-thirds (2/3) of the members of the Board then in office.

## ARTICLE IV: MEETING OF MEMBERS

- 4.01** Annual Meeting. The Annual Meeting of Members for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held in the month of May of each year at such time and place within the State of New Jersey County of Monmouth, as may be designated by the Board of Directors.

- 4.02 Special Meetings.** Except as otherwise provided by law or by the Certificate of Incorporation, special meetings of the Members may be called by or at the direction of the President, a majority of the directors then in office, or not less than ten (10%) of all Members and shall be held at such a time and place within the State of New Jersey County of Monmouth as shall be designated in the notice of the meeting.
- 4.03 Notice.** Notice of the time and place of any meeting of Members and, in case of a special meeting of Members the purpose or purposes for which the meeting is called, shall be given in writing at least ten (10) days but not more than forty (40) days before the date on which the meeting is to be held, either personally or by mail or email, by or at the direction of the President or the Secretary of RBH to each member. Such further or earlier notice shall be given as may be required by law. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting unless the Member's attendance is to object to the transaction of business because the meeting is not lawfully called or convened. No notice shall be necessary for any adjourned meeting.
- 4.04 Voting Rights.** Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members.
- 4.05 Quorum.** One-third (1/3) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, but if less than one-third (1/3) is present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. The action of a majority of the Members present at a meeting at which a quorum is present shall be the action of the Members.

#### **ARTICLE V: BOARD OF DIRECTORS**

- 5.01 Powers, Authority and Number.** Except as to those powers reserved to the Members in the Certificate of Incorporation or in these By-laws or by law, all the powers and authority of RBH shall be vested in a Board of Directors of not less than five (5) nor more than fifteen (15) Directors. The Board of Directors of the RBH is hereinafter referred to as the "Board" and its members as "Directors."
- 5.02 Terms of Office.** A Director elected to serve a full term shall hold office for a term of two (2) years, except that at the first annual meeting of the Members, one-half (1/2) of the Directors elected shall be elected for a term of two (2) years, and one-half of the Directors elected shall be elected for a term of one (1) year. Except as provided above, the term of such a Director shall commence on the day when that Director is elected, and shall end at the conclusion of the second annual meeting of the Members at which that Director was elected.
- 5.03 Election.** The election of Directors shall take place at each annual meeting of the Members. Election shall be by a plurality of the votes cast. Any Director, upon the expiration of his term of office, may become eligible for reelection. Directors shall be selected for their ability to participate effectively in fulfilling the Board's responsibilities. If the number of nominees does not exceed the number of vacancies, the nominees may be elected by acclamation. If the number of nominees exceeds the number of vacancies, an election shall be held by all RBH members present at the meeting. Members unable to attend the election meeting may register their vote in writing to the RBH address at any time up to three days prior to the date of the election. Votes received by mailed ballots will be included in determining the total votes for each nominee.

**5.04 Increase, Decrease and Vacancies.** At any duly organized meeting, the Board may increase or decrease the size of the Board to any number, within the maximum and minimum prescribed by these By-Laws, and may also fill any vacancies which may have occurred since the last annual meeting of Members including vacancies created by an increase in the membership of the Board, provided, however, that no decrease shall have the effect of shortening the term of any incumbent Director. If any Director is elected to fill a vacancy caused by the resignation, death or removal of a Director, the Director elected to fill such vacancy shall serve until the expiration of the balance of the term of Director whose position has become vacant.

## **ARTICLE VI - OFFICERS**

**6.01 Terms of Office and Election.** The officers of RBH shall be a President, Vice President, Treasurer and Secretary, all of whom shall be elected by the Board. At the annual meeting of the Board, following the election of Directors, the Board shall elect RBH's officers who will be eligible to hold office after the conclusion of that meeting. Any officer elected at an annual meeting shall serve for a term of one year, except as this Article VI otherwise provides. The term of any officer elected at an annual meeting shall commence on the first day after the day when that officer is elected, and shall end at the conclusion of the next annual Board meeting.

**6.02 Duties.**

**(a) President.**

The President shall be chief executive officer of RBH, presiding over all Board meetings, and shall be responsible for the planning, organization and implementation of all RBH events. The President shall be a member of all standing committees and special committees, unless the Board otherwise provides. The President shall perform such other duties as usually pertain to the Office of President and shall report to the Board all matters coming to the President's notice relating to the interests of RBH.

**(b) Vice President.**

The Vice President shall preside at all Board meetings and be responsible for the general supervision of the affairs of RBH and of the Board in the absence of the President; and perform such other duties as may be assigned to the Vice President by the President or the Board.

**(c) Treasurer.**

The Treasurer shall have the care and custody of all funds and securities of the RBH, shall deposit or invest RBH's funds in the name of RBH as authorized by the Board, and shall disburse funds as authorized by the Board. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall give to the President and Board an accounting of all transactions as Treasurer. All checks disbursing funds of RBH shall be signed by the President or Treasurer.

**(d) Secretary.**

The Secretary shall keep records of attendance at Board meetings. The Secretary shall keep written minutes of each Board meeting and shall submit the minutes to the Board for approval at the next regularly scheduled meeting. The Secretary shall use his or her best efforts to notify all Directors of regular and special meetings of the Board. The Secretary shall be responsible for the custody of the Bylaws of RBH and the minutes of Board meetings.

- 6.03** **Vacancies.** If any office becomes vacant before the end of the officer's term, other than that of the President, then that office shall be filled for the remainder of the term by an officer who shall be elected at the next Board meeting. An officer elected to fill such a vacancy shall immediately enter into the performance of his or her duties and shall serve in that capacity until the expiration of the balance of the term of the officer whose position has become vacant. If the office of President becomes vacant, the Vice President shall assume the duties of the President, and a new Vice President shall be elected at the next Board meeting.
- 6.04** **Election of Officers.** All officers shall be elected by a majority vote of the Directors attending the meeting at which an election for that purpose is held.
- 6.05** **Compensation.** No officer shall receive directly or indirectly any compensation for his or her services as an officer. The Board may authorize the reimbursement of reasonable expenses incurred by officers in connection with attendance at Board meetings and the performance of other duties.
- 6.06** **Resignation and Removal.** All officers of RBH shall hold their positions at the pleasure of the Board and may be removed by the Board with or without cause. Any officer may resign at any time by written resignation delivered to the President of RBH. Removal shall require a two-thirds (2/3) affirmative vote of the Board.

## **ARTICLE VII**

### **MEETINGS OF THE BOARD**

- 7.01** **Frequency.** The Board shall hold meetings at such times as the Board determines. Meetings shall be held not less than four times during a calendar year. The Board's annual meeting shall be held in the month of May, following the Annual Meeting, or at such other time as the Board may determine. A special or emergency meeting of the Board may be called by the President or upon the written request of at least 33% of the Directors then in office at any time.
- 7.02** **Notice of Meetings.** Directors shall be given at least twenty days advance written notice of the place, date and hour of the annual meeting and of any other regular meeting. Notice of special or emergency meetings shall be given at least three (3) days before the meeting. Notices of a special or emergency meeting shall state the place, date and hour of the meeting and the reason for which the meeting is called. Notice shall be deemed to be delivered when actually received personally or by telephone or five (5) days after deposit in the United States mails, postage prepaid. Notice may be waived in writing by any Director. The attendance of a Director at a meeting shall constitute waiver of the notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All waivers shall be made part of the minutes of the meeting.
- 7.03** **Board Action Without a Meeting.** The Board may act without a meeting if all Directors consent in writing to the action. Any action by written consent shall have the same force and effect as if that action had been authorized or approved by the consenting Directors at a duly noticed meeting.

**7.04** **Quorum - Board Meetings.** A quorum for the transaction of any business at any meeting shall consist of a majority of the Directors then in office. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except as Section 7.03 of this Article otherwise provides. If a quorum is present at a Board meeting, then the act of a majority of the Directors at the meeting shall constitute the act of the Board, except as these By-laws or the corporation's Certificate of Incorporation otherwise provide. Directors may participate in the meeting of the Board by means of conference telephone or similar equipment through which all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

## **ARTICLE VIII**

### **NOMINATION OF BOARD MEMBERS AND OFFICERS**

A Nominating Committee shall exist for the purpose of proposing a set of candidates to the general membership.

The Nominating Committee shall be appointed by the Board of Directors for the purpose of proposing a set of candidates for the next Board of Directors to the general membership at the next Annual Meeting. The Nominating Committee shall consist of the RBH's President, a member of the Board and a member at large, and will be selected 3 months before the Annual Meeting. In addition, any Director may nominate a candidate for election to the Board or for election as an officer. Further, any Member may nominate a candidate for election to the Board.

Vacancies on the Nominating Committee shall be filled by appointment by the Board. The Committee shall present a slate of nominees to the Board five weeks prior to the date of the Annual Meeting of the Membership. Nominations may exceed the number of positions available.

## **ARTICLE IX**

### **COMMITTEES**

**9.01** **Committees.** The Board shall have a nominating committee, consisting of the RBH's President, a member of the Board and a member at large shall be appointed to that committee by the Board. The President with the Board's permission from time to time may establish or dissolve additional or special committees. Committee members need not be Directors. The resolution appointing such additional or special committee shall designate the members and chair of the committee, as well as its purpose, authority, and functions. Each additional and special committee shall limit its activities to the accomplishment of the purpose for which it is appointed and, unless otherwise specified shall have no power to act except as sanctioned by the Board, or to recommend action to the Board.

## **ARTICLE X: TAX CODE PROVISIONS**

**10.01 Purposes.** RBH is organized exclusively for charitable and/or educational purposes under section 501 (c) (3) of the Internal Revenue Code.

**10.02 Prohibitions.** No part of the net earnings of the RBH shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the RBH shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**10.03 Dissolution.** Upon dissolution of the RBH, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) federal tax 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.

## **ARTICLE XI: RULES OF ORDER**

The rules contained in Robert's Rules of Order Newly Revised shall be used as guidelines to govern the RBH in all cases to which they are applicable and in which they are consistent with these Bylaws or the special rules of the RBH.

## **ARTICLE XII: AMENDMENTS TO THESE BYLAWS**

These Bylaws may be amended by a vote of two-thirds (2/3) of the Board, or at an Annual Membership Meeting or special meeting by a two-thirds majority vote of those members present and voting. If the Bylaws are to be amended by a vote of the members, the general membership must be notified of the proposed amendments at least 40 days before the meeting at which the vote on the amendments will be taken.