

# Bylaws of Austin Humanist Community, a Texas Nonprofit Corporation

## ARTICLE I

These Bylaws constitute the code of rules adopted by the Austin Humanist Community, for the regulation and management of its affairs.

## ARTICLE II

### Purpose

Austin Humanist Community is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities will include, but are not limited to, educating its Members in the values of humanism, providing social support to the community, producing educational programs for the general public, and engaging in acts of charitable service. The Corporation may engage in all such activities that further these purposes.

## ARTICLE III

### Board of Directors and Active Members

#### A. Board Powers

The Board of Directors (the Board) is vested with the management of the business and affairs of this Corporation, subject to the laws of the state of Texas, the Certificate of Formation, and these Bylaws.

#### B. Active Members

Any person who attends one regularly scheduled meeting of Austin Humanist Community, hereinafter referred to as a Full-Group Meeting, and signs a declaration of membership promulgated by the Board shall be an Active Member. The Board, at its discretion, may periodically require renewal of membership by one or more means established by the Board.

#### C. Board Qualifications

A Board Member must be an Active Member of the organization. Board membership shall not be denied to any person on the basis of race, creed, sexual orientation, gender,

age, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board.

#### D. Number of Board Members

The Board will consist of six Board Members. Upon majority resolution of the Board, the number of Board Members may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Board Member or decreasing the total number of Board Members to less than three. Until the first Board is elected under these amended Bylaws, the Board shall consist of the persons listed in the Certificate of Formation or their duly appointed successors.

#### E. Board Terms

##### 1. Term Length/Staggered Terms

The initial Board Members shall serve terms of one or two years, as provided by the Board. Thereafter, each Board Member shall serve for two years, resulting in staggered terms. The Board shall fix the initial terms of additional Board Members to ensure that a disproportionate number of Board Members will not be up for election in any given year.

##### 2. Successive Terms of Board Members

A Board Member may succeed himself for one consecutive term after which he must vacate his position for at least one year before seeking re-election.

##### 3. Effective Date of Term

The election or re-election of a Board Member shall be considered effective on the date that the prior term expired (*i.e.*, the new term does not begin on the date of the election).

#### F. Election of Board Members

##### 1. General Election Provisions

Except for Board vacancies filled by the Board pursuant to subsection F(4) of this Article, Active Members shall elect Board Members by rank choice vote. The Board shall give notice of the date of an election under this provision at a Full-Group Meeting at least three weeks prior to the election and may also give notice by electronic or other communication.

##### 2. First Election and Expiring Terms

All six Board members shall be elected at the first election under these amendments. This first election and elections to fill Board openings resulting from expiring terms shall be filled by vote of Active Members in October. Board Members whose terms have expired may serve until the next election.

##### 3. Increase in Board Membership

A Board position that results from an increase in Board Members shall be filled by Active Members.

4. Vacancies

At the option of the Board, Board vacancies may be filled or remain vacant. If the remaining term of the vacancy is less than a year, the Board, by majority vote of the remaining Board Members, may elect a new Board Member from the Active Members. If the vacancy results in the vacancy of an Office for a term of less than one year, the Board, by majority vote of the remaining Board Members, may elect a new Officer from Members of the Board or elect a new Board Member from the Active Members to serve in that office. Vacancies resulting in a term of longer than one year, if filled, shall be filled by rank-choice vote of Active Members.

G. Resignation of Board Member

Any Board Member may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt of such notice or, if a later date is specified in the written notice, at such later time.

H. Removal of Board Member

Any Board Member may be removed without cause, at any time, by a majority of the entire Board, at a regular or special meeting of the Board called for that purpose. The Board shall notify any Board Member under consideration of removal by written notice at least five days prior to the meeting at which the vote takes place.

I. Compensation of Board Members

Board Members shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board Members approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any Board Member or other person.

## **ARTICLE IV**

### Executive Committee

A. Roster of Officers

The Corporation shall have an Executive Committee comprised of a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board, such other Officers as the Board may appoint. One person may hold two or more offices, except for the office of President.

#### B. President

1. The President shall supervise and control the affairs of the Corporation and perform all duties incident to such office and such other duties as the Bylaws provide or the Board prescribes.
2. The President shall preside at all Board meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.
3. The President shall serve as an ex-officio Member of all standing committees unless the Board or Bylaws otherwise provide.
4. The President shall, with the advice of the Board and in accordance with the Bylaws, set the agenda for each meeting of the Board.

#### C. Vice President

1. The Vice President shall act in place of the President in the event of the President's absence or his inability or refusal to act and shall exercise and discharge such other duties as the Board may require.
2. The Vice President shall serve as the parliamentarian and interpret any ambiguities of the Bylaws.
3. The Vice President, with the approval of the Board, shall establish procedures for any elections in accordance with the Bylaws.

#### D. Secretary

1. The Secretary shall perform all duties incident to the office of Secretary and such other duties as the law, Certificate of Formation, or Bylaws require.
2. The Secretary shall attest to and keep the Bylaws and other legal records of the Corporation or copies thereof.
3. The Secretary shall take or ensure that someone takes minutes of all official Board meetings and shall keep copies of all minutes.
4. The Secretary shall keep a record of the names, addresses, and other contact information of the Board Members and a list of current Active Members with their contact information.
5. The Secretary shall keep a record of all votes cast in any elections.
6. Except for records kept and maintained by the Treasurer pursuant to the Bylaws or direction of the Board, the Secretary shall keep all written and electronic records of the Corporation, including minutes of all official Board meetings and records of all votes, and make them available for inspection and copying during regular business hours or other reasonable time at the request of anyone authorized to inspect them under Article X herein. Documents may be stored electronically and made available in electronic form.

7. The Secretary shall see that all notices are duly given in accordance with the Bylaws or as required by law.
8. The Secretary shall see that all books, reports, statements, certificates, and other written and electronic documents and records of the Corporation within the purview of the Secretary's office are properly kept and filed and shall turn them over to the next Secretary at the beginning of the new term of office.
9. In the case of the absence or disability of the Secretary or the Secretary's refusal or neglect to fulfill the duties of his office, the Vice President shall perform the functions of the Secretary.

#### E. Treasurer

1. The Treasurer shall have charge and custody of all funds of the Corporation, oversee and supervise the financial business of the Corporation, render reports and accountings to the Board as the Board requires, and perform in general all duties incident to the office of Treasurer and such other duties as the law, the Certificate of Formation, or the Bylaws require or as the Board may assign.
2. When assets of the Corporation reach a sum certain, which shall be determined by majority vote of the Board, the Treasurer shall give the Corporation a bond with one or more sureties for the faithful performance of the duties of the office and, in the case of his death, resignation, retirement, or removal from office, for the restoration to the Corporation of all books, papers, vouchers, money, and other property belonging to the Corporation in his possession or under his control at that time. The Board shall determine the amount of the bond and pay for it and any expenses attendant thereto. Should the assets of the Corporation fall below the amount set by the Board to require a bond, the Treasurer may, on majority vote of the Board, relinquish the bond.
3. The Treasurer and/or staff of the Corporation shall propose an annual budget providing for the acceptance and disbursement of all funds of the Corporation, including expenses that are ongoing. The budget becomes effective when the Board approves it on majority vote.
4. The Treasurer, with the approval of the Board, shall set up all checking, savings, and investment accounts of the Corporation and deposit all funds in the name of the Corporation in such accounts.
5. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation, as well as for electronic payments, unless the Treasurer designates another Member of the Board or employee of the Corporation as the authorized signatory for a particular type of disbursement.

6. The Treasurer shall prepare a monthly report for the Board upon request of the Board, providing an accounting of all transactions and of the financial conditions of the Corporation.
7. Except for the records kept and maintained by the Secretary pursuant to the Bylaws or direction of the Board, the Treasurer shall keep all written and electronic records, books, and annual reports of the Corporation's financial activities and make them available for inspection and copying during regular business hours or other reasonable time at the request of anyone authorized to inspect them under Article X herein. Documents may be stored electronically and made available in electronic form.

## **ARTICLE V**

### Committees

#### A. Executive Committee

The President, Vice President, Treasurer, and Secretary of the Corporation shall be selected by majority vote of Board members and shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board. The Board must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the Corporation. The President, or, in his absence, the Vice President, shall act as chairperson of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

#### B. Other Committees

The Board may from time to time appoint standing or temporary committees by majority vote. A standing or temporary committee shall have such authority as the Board prescribes. The Board may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these Bylaws. An Active Member may fully participate in one or more standing or temporary committee.

## **ARTICLE VI**

### Board Meetings

A. Rules of Procedure

The regular and special meetings of the Board shall be governed by Robert's Rules of Parliamentary Procedure.

B. Date, Time, and Place of Regular Meetings

The Board shall hold at least one regular Board meeting annually. The Board shall provide by resolution the date, time, and place, in or outside the state of Texas, for holding any and all regular annual Board meetings.

C. Special Meetings

The President or any three Board Members may call special meetings.

D. Notice of Board Meetings

The Board shall give notice of the date, time, and place of regular and special Board meetings to each Board Member in person at a Full-Group Meeting, or by regular mail, telephone (including voice mail), email, or other electronic communication no less than five days prior to the meeting. The Board reserves the right to call special meetings that are closed to Active Members, as well as the public, to discuss sensitive matters, including but not limited to, the hiring of personnel, removal of Board Members, real estate transactions, or litigation.

E. Waiver of Notice

A Board Member's attendance at any Board meeting for which he did not receive notice constitutes his waiver of notice for that meeting unless he objects to the transaction of business at the beginning of the meeting on the grounds that the meeting was not lawfully called or convened.

F. Meetings Utilizing Electronic Media

Board Members or members of any committee designated by the Board may participate in and hold a meeting of that Board or committee, respectively, by means of teleconference or videoconference. Except for participation in a meeting for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened, all persons participating in such a meeting shall be considered present. Any Active Member who wishes to attend a meeting held by teleconference or videoconference must request access from a Board Member within a reasonable time prior to the meeting, and the Board Member shall provide it.

G. Quorum

A majority of the incumbent Board Members (not including vacancies) shall constitute a quorum for the purposes of convening a meeting and conducting business. At Board meetings where a quorum is present, a majority vote of the Board Members attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or the Bylaws.

H. Actions without a Meeting

Any action the Board is required or permitted to take under the laws of the state of Texas, the Certificate of Formation, or the Bylaws may be taken without a meeting if a majority of Board Members individually and collectively consent in writing, setting forth the action to be taken. Board Members must be given an opportunity to object to such consent. If there is no objection, such written consent shall have the same force and effect as a majority vote of the Board. An objection shall result in scheduling such action for a regular or special Board meeting.

I. Proxy Voting

Proxy voting is not permitted.

## **ARTICLE VII**

### Executive Director

The Board Members may, upon resolution, appoint an Executive Director to serve at the Board's discretion and to carry out whatever tasks the Board from time to time resolves. The Board shall set an annual salary to be paid to the Executive Director. Subject to supervision by the Board, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such other powers and duties as the Board or Bylaws prescribe. The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Certificate of Formation and the Bylaws. The Executive Director shall generally be expected to attend all meetings of the Board and Full-Group Meetings.

## **ARTICLE VIII**

### Indemnification

A. Insurance

The Corporation shall provide at its cost and expense indemnification insurance for its Board and individual Board Members and Officers. Such insurance may be provided to the fullest extent permitted by the laws of the state of Texas or any other applicable laws as may from time to time be in effect. In the event the Corporation chooses to indemnify any employee(s) or agent(s) under Paragraph C of this Article, the Corporation shall provide indemnification insurance for such person or persons under the same terms and conditions set out in this paragraph. The Board shall purchase any such policies and determine the amounts and limits thereof.

B. Board Members and Officers.

To the extent permitted by law, the Corporation shall indemnify any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Board Member or Officer of the Corporation. Indemnification shall be against any and all liability and the reasonable expenses thereof, including judgments, fines, attorneys' fees, and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or reasonable settlement of such action, suit, or proceeding, or in connection with any appearance therein. The Corporation may also advance reasonable expenses of such action, suit, or proceeding to such person or to his heirs, executors, and administrators.

C. Employees and Agents

To the extent permitted by law, the Corporation may indemnify any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation. Indemnification may be against any and all liability and the reasonable expenses thereof, including judgments, fines, attorneys' fees, and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or reasonable settlement of such action, suit, or proceeding, or in connection with any appearance therein. The Corporation may also advance reasonable expenses of such action, suit, or proceeding to such person or to his heirs, executors, and administrators.

D. Limits on Indemnification

Notwithstanding any provision herein, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Corporation's best interests. In the case of a criminal proceeding, the Corporation will indemnify a person only if he had no reasonable cause to believe his conduct was unlawful. No person shall

receive indemnification by the Corporation for an action, suit, or proceeding brought by or in the right of the Corporation.

## **ARTICLE IX**

### Operations

#### A. Execution of Documents

Unless otherwise specifically authorized by the Board or required by law, all final contracts, conveyances, leases, promissory notes, or other legal written instruments executed in the name of and on behalf of the Corporation shall be approved by a majority of the Board and signed and executed by the President and another Board Member designated by the Board. All conveyances of land by deed must be approved by a resolution of the Board and shall be signed by the President and an Officer of the Board.

#### B. Approval of Disbursements

Disbursements of the Corporation's funds shall be in accordance with the purposes of the Corporation as set out in the Certificate of Formation and the Bylaws. Financial transactions that have a value of \$500 or more shall require majority approval of the Board or, if a majority of the Board is not immediately available to vote on the transaction, a majority approval of the Executive Committee. In all other transactions, disbursement of funds shall be in accordance with the annual budget approved by a majority of the Board and any amendments to the budget made on majority vote.

#### C. Required Signatories

Disbursal of funds for the timely payment of rent, advertising, insurance, or other recurring payments pre-approved by the Board may be authorized by any Board Member as evidenced by his signature or receipt for an electronic payment . Except for such pre-approved recurring payments, dispersal of funds of more than \$500 from any of the Corporation's accounts shall be by check only requiring the signatures of two Officers; whereas those disbursing funds of less than \$500, whether preapproved or not, shall require the signature or receipt for electronic payment of a Board Member authorized by the Board. A Board Member or Members shall be personally liable for any disbursement they make that is not ultimately authorized by the Board.

## **ARTICLE X**

### Records and Audits

A. Records

The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including a minute book which shall contain a copy of the Austin Humanist Community's application for tax-exempt status (IRS Form 1023), copies of its IRS information and/or tax returns (for example, Form 990 and its schedules), and a copy of the Certificate of Formation, Bylaws, and Amendments. The Corporation shall also keep minutes of the proceedings of its official Board meetings and any committees having the authority of the Board.

B. Inspection of Books and Records

1. A Board Member or his agent or attorney or an Active Member may inspect all books and records of the Corporation for any proper purpose at any reasonable time.
2. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to Federal Tax Form 990.
3. All financial records of the Corporation shall be available to the public for inspection and copying to the fullest extent required by law.
4. Donor information shall be redacted unless disclosure is required for regulatory compliance or a Board Member requires disclosure.

## **ARTICLE XI**

### Amendments to Bylaws

The Board may adopt amendments to the Certificate of Formation by a vote of two-thirds of Board Members. The Bylaws may be amended at any time by a vote of the two-thirds of the Board Members at a regular or special meeting where a quorum is present.

## **ARTICLE XII**

### Code of Conduct

The Board shall adopt a Code of Conduct by a majority vote of the Board. The Code of Conduct may be amended in the same manner as the Bylaws.

## **ARTICLE XIII**

Fiscal Year

The fiscal year for the Corporation will be the calendar year, January 1 to December 31.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board Members of the Austin Humanist Community at its meeting held on September 23, 2018

<u>Jordan Muzquiz</u>	President
<u>Meagan Mingle</u>	Vice President
<u>Mary Bersagel</u>	Treasurer
<u>Ron Doyle</u>	Secretary
<u>Mai Spriggs</u>	Board Member
<u>Green Rives</u>	Board Member