
Iowa Secularists

Bylaws

BYLAWS
of
IOWA SECULARISTS

Article I
ORGAINIZATION

-
- | | |
|-------------------------------|--|
| 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 unemplyed 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. |
-

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 Nominations Chair. The Nominations 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) *President*

The President shall be a Director of the Corporation and shall by virtue of the office be the Chairman of the Board of Directors. The President shall present an annual report at each annual meeting of the Corporation. The President shall appoint all committees, temporary or permanent, and shall lead or appoint a person to lead the monthly meetings of the members. The President 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 President 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 President*

The Vice President 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 President. The Vice President shall perform other duties as requested and assigned by the President, 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 President, 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.

2.07—Other Officers

The Board of Directors will select the following officers by the affirmative vote of simple majority of a quorum of Directors from among the members of the Corporation. The Board of Directors may create other offices at any time the Board determines it is in the best interested of the Corporation by the affirmative vote of a simple majority of a quorum of the Board of Directors.

- a) *Webmaster*
The Webmaster is responsible for the maintenance and development of the website of the Corporation. The Webmaster shall be the editor-in-chief of the website, chief administrator of any software systems, and ensure that the website is fully operational and properly reflects the purposes and objectives of the Corporation.
- b) *Membership Director*
The Membership Director is responsible for maintaining and developing the membership roles of the Corporation. The Membership Director shall be the primary point of contact for new, potential and existing members, work to increase memberships, make reasonable efforts to ensure renewal of memberships, notify members of monthly and annual meetings and produce the quarterly newsletter.
- c) *Nominations Chair*
In the event of a vacancy on the Board of Directors, the Directors shall select from the membership of the Corporation a Nominations Chair by an affirmative vote of a simple majority of a quorum of Directors. The Nominations Chair shall be responsible for collecting and submitting nominations to the Board of Directors and for preparing a ballot to be used at the Annual Meeting at which the vote shall take place. The office shall terminate when the vacant position(s) on the Board have been satisfactorily filled.
- d) *General Council*
The General Council shall advise the Corporation on legal and policy issues pertaining to the operations of the Corporation.

2.08—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 fourth Sunday 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 President 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 President shall set the agenda for all meetings of the Board of Directors. Any Director may submit items to the President 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.

- 2.09—*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.
- 2.10—*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.
- 2.11—*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.
- 2.12—*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.
-

Article III
MEMBERS

3.01—*Classes of Membership* This Corporation shall have three classes of membership – Associate, Contributing 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) *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) *Monthly Meeting*

Monthly meetings shall be held on the third Sunday of each month except July, which is reserved for the annual meeting. The purpose of these meetings is to stay updated on the activities of the Corporation, to receive items for action, and to stay in contact with other members of the Corporation. Business requiring votes of members will not be conducted at these meetings. The Director responsible for membership development as determined by the Board of Directors will give notice to all members at least seven (7) days prior to the meeting.

c) *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.

d) *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.

e) *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.

Article IV
AMENDMENTS

4.01—*Amendments* These Bylaws may be repealed or amended by bylaw enactment supported by unanimous consent of each and every Director of the Corporation signified in writing and shall hold force and effect until it is sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at the annual meeting. If such bylaw enactment is not so sanctioned it shall cease to hold force and effect immediately the resolution proposing such amendment is defeated.

CERTIFICATION

Each and every member of the Board of Directors approved these bylaws on the _____ day of _____, 2005.

Brian J. Sabel

Date

Jaime L. Sabel

Date

Daren M. Jaques

Date

Ryan L. Holdsworth

Date

Douglas J. Nelson

Date